

DIVISION

J34542

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
COOL CARE, INC.

Certificate of Status	0
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Page Count	11
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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8/20/13



August 20, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

COOL ADVANTAGE, INC.
ONE DOLE DRIVE
ATTN: LEGAL DEP'T.
WESTLAKE VILLAGE, CA 91362US

SUBJECT: COOL ADVANTAGE, INC.
REF: P98000104868

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H13000184691
Letter Number: 613A00019877

RE-SUBMIT

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Cool Care, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

David Marote
Contact Person

Dole Food Company, Inc.
Firm/Company

One Dole Drive
Address

Westlake Village, CA 91362
City/State and Zip Code

david.marote@dole.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David Marote At (818) 879-6760
Name of Contact Person Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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2013 AUG 20 AM 10:07

ARTICLES OF MERGER

(Profit Corporations)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
COOL CARE, INC.	Florida	J34542

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
COOL ADVANTAGE, INC.	Florida	P98000104868

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
August 19, 2013 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
August 19, 2013 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

COOL CARE, INC.

John Henry
Cotton & Co.

Jeffrey B. Conner, Vice Pres. & Asst. Secretary

COOL ADVANTAGE, INC.

Keith Mitchell, Vice Pres. & Chief Financial Officer

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

COOL CARE, INC.

Florida

The name and jurisdiction of each subsidiary corporation:

Name

Jurisdiction

COOL ADVANTAGE, INC.

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Please see the attached Exhibit A.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

All provisions are set forth on the attached Exhibit A.

-EXHIBIT A-

AGREEMENT AND PLAN OF MERGER

OF

COOL CARE, INC.

AND

COOL ADVANTAGE, INC.

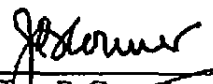
This Agreement and Plan of Merger is entered into as of August 19, 2013 by and between Cool Care, Inc., a Florida corporation (the "Surviving Corporation") and Cool Advantage, Inc., a Florida corporation, as approved by each corporation's Board of Directors:

1. Cool Advantage, Inc. shall be merged with and into Cool Care, Inc. (the "Merger").
2. The separate existence of Cool Advantage, Inc. shall cease upon the effective date of the Merger.
3. Upon the effective date of the Merger, the Surviving Corporation shall assume all of the liabilities of Cool Advantage, Inc.
4. No amendments are being made to the Articles of Incorporation or By-Laws of the Surviving Corporation as of the effective date of the Merger.
5. The directors and officers of the Surviving Corporation on the effective date of the Merger shall continue serving in their respective capacities until their resignation, termination or replacement, in accordance with the By-Laws of the Surviving Corporation.
6. Upon the effective date of the Merger, each issued and outstanding share of common stock of Cool Advantage, Inc. shall, by virtue of the Merger and, without any action upon the part of the holder thereof, no longer be outstanding, but shall instead be canceled without consideration. The issued and outstanding shares of common stock of the Surviving Corporation shall not be converted or exchanged in any manner or any consideration be paid therefor, but each such share which is issued and outstanding as of the effective date of the Merger shall continue to represent one issued and outstanding share of common stock of the Surviving Corporation.
7. The respective officers of each of the parties hereto are hereby authorized, empowered and directed to take any and all necessary actions, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents that such officers deem necessary or appropriate in order to carry out and put into effect any of the provisions of this Agreement and Plan of Merger.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger as of the date set forth above.


COOL CARE, INC.,
a Florida corporation

By: 
Genevieve Kelly
Vice President and Secretary

By: 
Jeffrey B. Conner
Vice President and Assistant Secretary

COOL ADVANTAGE, INC.,
a Florida corporation

By: 
Genevieve Kelly
Vice President and Secretary

By: 
Jeffrey B. Conner
Vice President and Assistant Secretary