

8/28/2013 9:57:18 From: To: 8506176380

Division of Corporations

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Florida Department of State
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MERGER OR SHARE EXCHANGE
DOLE HOLDINGS, INC.

Certificate of Status	0
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dole Holdings, 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
Name of Contact Person

At (818) 879-6760
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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ARTICLES OF MERGER
(Profit Corporations)

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)
Dole Holdings, Inc.	Nevada	N/A

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Cool Care, Inc.	Florida	J34542
Diversified Imports Co.	Nevada	N/A

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 _____.

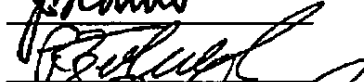
The Plan of Merger was adopted by the board of directors of the surviving corporation on
August 23, 2013 and shareholder approval was not required.

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 23, 2013 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleDole Holdings, Inc.JEFFREY B. CONNER, VICE PRES. & SECY.Cool Care, Inc.RONALD D. BOONWARD, VICE PRESIDENTDiversified Imports Co.RONALD D. BOONWARD, VICE PRESIDENT

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**Dole Holdings, Inc.Nevada

The name and jurisdiction of each subsidiary corporation:

Name**Jurisdiction**Cool Care, Inc.FloridaDiversified Imports Co.Nevada

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:

(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:

Please see Exhibit A attached.

-EXHIBIT A-

**AGREEMENT AND PLAN OF MERGER
OF
DOLE HOLDINGS, INC.,
DIVERSIFIED IMPORTS CO.
AND
COOL CARE, INC.**


This Agreement and Plan of Merger is entered into as of August 26, 2013 by and among Dole Holdings, Inc., a Nevada corporation (the "Surviving Corporation"), Diversified Imports Co., a Nevada corporation, and Cool Care, Inc., a Florida corporation, as approved by each corporation's Board of Directors:


1. Diversified Imports Co. and Cool Care, Inc. shall each be merged with and into Dole Holdings, Inc. (the "Merger").
2. The separate existence of Diversified Imports Co. and Cool Care, 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 Diversified Imports Co. and Cool Care, 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 Diversified Imports Co. and Cool Care, 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.


DOLE HOLDINGS, INC.,
a Nevada corporation

DIVERSIFIED IMPORTS CO.,
a Nevada corporation


By: 
Name: JEFFREY B. CONNER
Title: VICE PRES. & SECRETARY


By: 
Name: RON BOUCHARD
Title: VICE PRES

By: 
Name: RON BOUCHARD
Title: VICE PRES

By: 
Name: JEFFREY B. CONNER
Title: VICE PRES. & ASST. SECRETARY

COOL CARE, INC.,
a Florida corporation

By: 
Name: RON BOUCHARD
Title: VICE PRES

By: 
Name: JEFFREY B. CONNER
Title: VICE PRES. & ASST. SECRETARY