

K41525

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

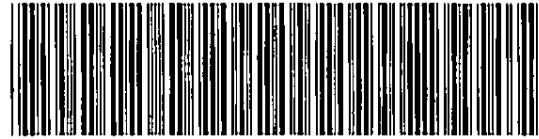
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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01/03/18--01024--002 \*\*35.00

02/02/18--01005--004 \*\*35.00

S TALLENT  
FEB 07 2018

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18 FEB -2 PM 2:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Morgan



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 24, 2018

BRUCE J. SPERRY, ESQUIRE  
SPERRY LAW FIRM  
1607 S. ALEXANDER STREET, SUITE 101  
PLANT CITY, FL 33563

SUBJECT: PATTERSON COMPANIES, INC.  
Ref. Number: K41525

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please accept our apology for failing to mention this in our previous letter.

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

THE MERGER EFFECTIVE DATE IS SHOWN AS JANUARY 1, 2018, HOWEVER IN THE PLAN OF MERGER IT IS STATED AS DECEMBER 31, 2017. PLEASE AMEND ACCORDINGLY.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Susan Tallent  
Regulatory Specialist II

Letter Number: 518A00001595

JAN 29 2018



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 9, 2018

BRUCE J. SPERRY, ESQUIRE  
SPERRY LAW FIRM  
1607 S ALEXANDER STREET, SUITE 101  
PLANT CITY, FL 33563

SUBJECT: PATTERSON COMPANIES, INC.  
Ref. Number: K41525

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Susan Tallent  
Regulatory Specialist II

Letter Number: 018A00000504

RECEIVED  
18 JAN 22 PM 3:19  
DIVISION OF CORPORATIONS

JAN 19 2018

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Patterson Companies, 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:

Bruce J. Sperry, Esquire

\_\_\_\_\_  
Contact Person

Sperry Law Firm

\_\_\_\_\_  
Firm/Company

1607 S. Alexander Street, Suite 101

\_\_\_\_\_  
Address

Plant City, Florida 33563

\_\_\_\_\_  
City/State and Zip Code

BJSPERRY@SPERRYLAW-PC.COM

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bruce J. Sperry, Esquire

\_\_\_\_\_  
Name of Contact Person

At ( 813 ) 754-3030

\_\_\_\_\_  
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

## ARTICLES OF MERGER

The following certificate of merger is being submitted in accordance with Sections 607.1108, Florida Statutes.

### ARTICLE ONE

The exact name, street address of principal office, jurisdiction, and entity type for each **merging** party are as follows:

Patterson Companies, Inc., a Florida corporation  
204 East Terrace Drive  
Plant City, Florida 33563  
FEI No. 65-009545  
Document No. K41525

Sweet Life Logistics, Inc., a Florida corporation  
204 East Terrace Drive  
Plant City, Florida 33563  
FEI No. 59-2588300  
Document No. H82479

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CLERK OF DISTRICT COURT  
HILLSBORO, FLORIDA

### ARTICLE TWO

The exact name, street address of principal office, jurisdiction, and entity type of the **surviving** party is as follows:

Patterson Companies, Inc., a Florida corporation  
204 East Terrace Drive  
Plant City, Florida 33563  
FEI No. 65-009545  
Document No. K41525

### ARTICLE THREE

This merger will become effective as of December 31, 2017.

### ARTICLE FOUR

A Plan of Merger is attached hereto and was approved by Patterson Companies, Inc. (surviving corporation) and Sweet Life Logistics Inc. (merging company), each being a party to the merger, on December 28, 2017.

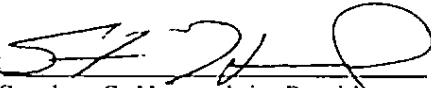
ARTICLE FIVE

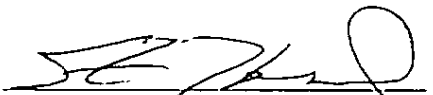
The merger was approved by each party as required by Florida law.


SIGNATURES

**Patterson Companies, Inc., a  
Florida corporation**

By: Patoo Enterprises, Inc.,  
a Florida Corporation,  
the Sole Shareholder

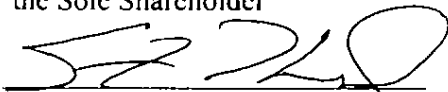
By:   
Stephen S. Howard, its President


By:   
Stephen S. Howard, sole Director  
of PATTERSON COMPANIES,  
INC.

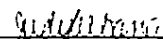
  
Judy Albano, Secretary of  
PATTERSON COMPANIES, INC.

**SWEET LIFE LOGISTICS, INC.**

By: Patoo Enterprises, Inc.,  
a Florida Corporation,  
the Sole Shareholder

By:   
Stephen S. Howard, its President

By:   
Stephen S. Howard, sole Director  
of SWEET LIFE LOGISTICS, INC.

  
Judy Albano, Secretary of  
SWEET LIFE LOGISTICS, INC.

## **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER, dated as of December 28, 2017 (this "Agreement"), is entered into by and between Patterson Companies, Inc., a Florida corporation ("Patterson"), and Sweet Life Logistics, Inc. a Florida corporation ("SLL"), hereinafter sometimes collectively referred to as the "Constituent Corporations."

### **WITNESSETH:**

WHEREAS, Patterson is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, SLL is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, the sole Shareholder and sole Director of Patterson and the sole Shareholder and sole Director of SLL have determined that it is advisable and in the best interests of such companies and their respective stockholders that SLL merge with and into Patterson upon the terms and subject to the conditions set forth in this Agreement;

WHEREAS, the sole Shareholder and sole Director of Patterson have approved this Agreement, by execution of written consents in accordance with Section 607.1108 of the Florida Business Corporation Act;

WHEREAS, the sole Shareholder and sole Director of SLL have approved this Agreement, by execution of written consents in accordance with Section 607.1108 of the Florida Business Corporation Act;

NOW, THEREFORE, in consideration of the premises and mutual agreements and covenants herein contained, Patterson and SLL hereby agree as follows:

1. Merger. SLL shall be merged with and into Patterson (the "Merger") such that Patterson shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"). Appropriate documents necessary to effectuate the Merger shall be filed with the Secretary of State of Florida and the Merger shall become effective at 11:59 p.m. December 31, 2017, as provided by applicable law (the "Effective Time").

2. Governing Documents. The Certificate of Incorporation of Patterson shall be the Certificate of Incorporation of the Surviving Corporation, and upon the consummation of the Merger, the By-Laws of Patterson shall be the By-laws of the Surviving Corporation.

3. Directors. The persons who are directors of Patterson immediately prior to the Effective Time shall, after the Effective Time, be the directors of the Surviving Corporation, without change until their successors have been duly elected and qualified in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation.

4. Officers. The persons who are officers of Patterson immediately prior to the Effective Time shall, after the Effective Time, be the officers of the Surviving Corporation, without change

until their successors have been duly elected and qualified in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation.

5. Succession. At the Effective Time, the separate corporate existence of SLL shall cease and (i) all the rights, privileges, powers and franchises of a public and private nature of each of the Constituent Corporations, subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; (ii) all assets, property, real, personal and mixed, belonging to each of the Constituent Corporations; and (iii) all debts due to each of the Constituent Corporations on whatever account, including stock subscriptions and all other things in action; shall succeed to, be vested in and become the property of the Surviving Corporation without any further act or deed as they were of the respective Constituent Corporations. The title to any real estate vested by deed or otherwise and any other asset, in either of such Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, but all rights of creditors and all liens upon any property of SLL shall be preserved unimpaired. To the extent permitted by law, any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place. All debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of SLL, its members, managers, officers and agents that were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to SLL.

6. Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors or assigns, there shall be executed and delivered on behalf of SLL such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate, advisable or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of SLL, and otherwise to carry out the purposes of this Agreement. The officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of SLL or otherwise, to take any and all such action and to execute and deliver any and all such deeds and other instruments.

7. Conversion of Shares of Stock. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof; (i) the 100 SHARES of SLL stock owned by Patoo Enterprises, Inc. and outstanding immediately prior to the Effective Time shall be changed and converted into one share of Patterson, each to Stephen S. Howard, and each share of stock of SLL issued and outstanding immediately prior to the Effective Time shall be cancelled without any consideration being issued or paid therefor. After the Effective Time, the Surviving Corporation shall reflect in its stock ledger the number of shares of Patterson Common Stock to the sole shareholder of SLL (Patoo Enterprises, Inc.) is entitled pursuant to the terms hereof.

8. Amendment. The parties hereto, by mutual consent of their respective Boards of Director and shareholder(s), may amend, modify or supplement this Agreement prior to the Effective Time.




9. Descriptive Headings. The descriptive headings herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Agreement.

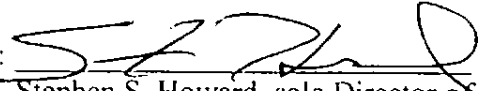
10. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Florida, without giving effect to the choice or conflict of law provisions contained therein to the extent that the application of the laws of another jurisdiction will be required thereby.

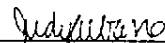
IN WITNESS WHEREOF, Patterson and SLL have caused this Agreement to be executed and delivered as of the date first written above.

**PATTERSON COMPANIES, INC.,**  
a Florida corporation

By: Patoo Enterprises, Inc.,  
a Florida Corporation,  
the Sole Shareholder

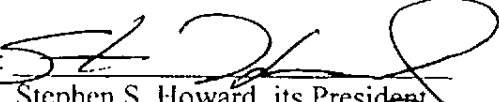
By:   
Stephen S. Howard, its President

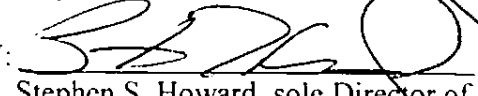
By:   
Stephen S. Howard, sole Director of  
PATTERSON COMPANIES, INC.

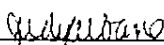
  
Judy Albano, Secretary of  
PATTERSON COMPANIES, INC.

**SWEET LIFE LOGISTICS, INC.,**  
a Florida corporation

By: Patoo Enterprises, Inc., a  
Florida Corporation, the Sole  
Shareholder

By:   
Stephen S. Howard, its President

BY:   
Stephen S. Howard, sole Director of  
PATTERSON COMPANIES, INC.

  
Judy Albano, Secretary of  
PATTERSON COMPANIES, INC.