

L01000020493

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/St/Zip

850-222-2785

Phone #

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- GRASS RIVER GROWERS, INC

2-

3-

4-

Effective Date

01-01-02

☒ Walk-in

☐ Pick-up time ASAP

☐ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

01 DEC 17 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

400004728504--0
-12/17/01--01060--002
*****60.00 *****60.00

Examiner's Initials

12-17-01

ARTICLES OF MERGER
Merger Sheet

MERGING:

GRASS RIVER GROWERS, INC., A FLORIDA ENTITY, P94000002019

into

GRASS RIVER GROWERS ONE LLC, a Florida entity L01000020493

File date: December 17, 2001 , effective January 1, 2002

Corporate Specialist: Trevor Brumbley

APPROVED
AND
FILED
01 DEC 17 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF GRASS RIVER GROWERS, INC.

AND GRASS RIVER GROWERS ONE LLC

ARTICLE I

Purpose

These Articles of Merger are being filed by Grass River Growers, Inc. and Grass River Growers One LLC pursuant to Florida Statute §§ 607.1108 and 608.4382. Pursuant to a Plan of Merger, Grass River Growers, Inc., a Florida corporation, is being merged into Grass River Growers One LLC, a Florida limited liability company.

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

Grass River Growers, Inc.
3345 Oleander Way
Gulf Stream, FL 33483
Florida corporation
Florida Document No. P94000002019
FEI No: 65-0475585

01 DEC 17 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVE
AND
FILED

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

Grass River Growers One LLC
3345 Oleander Way
Gulf Stream, FL 33483
Florida corporation
Florida Document No. L01000020493
FEI No.:

THIRD: The attached Plan of Merger meets the requirements of Sections 607.1108 and 608.438, Florida Statutes, and was approved by the domestic corporation and

limited liability company that are parties to the merger in accordance Chapters 607 and 608, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of the limited liability company that is a party to the merger.

FIFTH: The merger shall become effective as of January 1, 2002.

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

Grass River Growers, Inc.

By: 

Mary C. Scannell

Its: President

Grass River Growers One LLC

By: 

Thomas F. Scannell, III

Its: Member-Manager

01 DEC 17 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1107 or 608.4381, is being submitted in accordance with Section 607.1108 and 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party is as follows:

Grass River Growers, Inc.
a Florida corporation

SECOND: The exact name and jurisdiction of the surviving party is as follows:

Grass River Growers One LLC
a Florida limited liability company

THIRD: The terms and conditions of the merger are as follows:

The purpose of this merger is to convert the business of Grass River Growers, Inc. into a limited liability to take advantage of the greater flexibility provided to a limited liability company.

Pursuant to the Plan of Merger, all of the assets of Grass River Growers, Inc. will be transferred to and will become assets of Grass River Growers One LLC. From the effective date of the Articles of Merger, all of the business conducted by Grass River Growers, Inc. will be conducted by Grass River Growers One LLC.

The shareholders of Grass River Growers, Inc. and the members of Grass River Growers One LLC are the same in identity and have the same ownership interest in each entity.

01 DEC 17 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

The effective date of the merger is January 1, 2002.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of the merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The shareholders of Grass River Growers, Inc. and the members of Grass River Growers One LLC are the same in identity and have the same ownership interest in each entity. Pursuant to the terms of the merger, the shareholders of Grass River Growers, Inc. and members of Grass River Growers One LLC have waived their right to convert their interests in the entities to cash or other property.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of the merged party into rights to acquire interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The shareholders of Grass River Growers, Inc. and the members of Grass River Growers One LLC are the same in identity and have the same ownership interest in each entity. Pursuant to the terms of the merger, the shareholders of Grass River Growers, Inc. and members of Grass River Growers One LLC have waived their right to convert any rights to acquire interests in the entities to cash or other property.

FIFTH: The surviving entity is a member-managed limited liability company that is to be managed by Thomas F. Scannell, III, 3345 Oleander Way, Gulf Stream, Florida 33483.

APPROVED
AND
FILED

01 DEC 17 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA