

L03000029794

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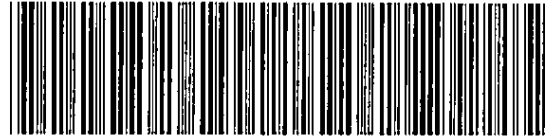
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MERGER

1. **VIDACANN, LTD.**
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
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6. _____
(CORPORATE NAME AND DOCUMENT #)

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**ARTICLES OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY**

The following Articles of Merger are submitted in accordance with Florida Statutes Section 605.1025 and 620.2108 to merge VidaCann, Ltd., a Florida limited partnership ("Merging Entity") and Huntley Group, LLC, a Florida limited liability company (the "Surviving Entity").

**ARTICLE I
MERGING PARTY**

The exact name, jurisdiction, entity type and document number for the merging limited partnership is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>	<u>Entity Type</u>
VidaCann, Ltd.	FL	A17000000406	Limited Partnership

**ARTICLE II
SURVIVING PARTY**

The exact name, jurisdiction, entity type, and document number for the surviving limited liability company is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>	<u>Entity Type</u>
Huntley Group LLC	FL	L03000029794	Limited Liability Company

**ARTICLE III
APPROVAL OF MERGER**

The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss. 605.1021-605.1026; by each other merging entity as required by its governing law; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s. 605.1023(1)(b).

**ARTICLE IV
SURVIVING ENTITY**

The surviving entity exists before the merger and is a domestic filing entity, the amendment to its public organic record is attached.

ARTICLE V

This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, Florida Statutes.

ARTICLE VI EFFECTIVE DATE

The merger shall become effective as of the date of filing by the Florida Department of State.

ARTICLE VII SIGNATURE OF EACH PARTY

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed/Printed Name & Title</u>
VidaCann, Ltd.		David Loop, President of Loop's Nursery & Greenhouses, Inc., General Partner
Huntley Group LLC		L. Ward Huntley, Manager

**PLAN OF MERGER BETWEEN
VIDACANN, LTD
AND
HUNTLEY GROUP LLC**

The following Plan of Merger, which was adopted and approved by Huntley Group LLC, a Florida limited liability company (the "Surviving Limited Liability Company") and VidaCann, Ltd., a Florida limited partnership (the "Merged Entity"), in accordance with Florida Statutes, Chapter 605 and Chapter 620.

1. The exact name, jurisdiction, and entity type for the **merged party** is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
VidaCann, Ltd.	FL	Limited Partnership

2. The exact name, jurisdiction, and entity type for the **surviving party** is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Huntley Group LLC	FL	Limited Liability Company

3. On the effective date of the merger the general terms and conditions of the merger are: (i) the separate existence of the Merged Entity shall cease, and the Merged Entity shall be merged with and into the Surviving Limited Liability Company, (ii) the Articles of Organization of the Surviving Limited Liability Company in effect immediately prior to the effective date of the merger shall be the Articles of Organization of the Surviving Limited Liability Company and such articles of organization of the Surviving Limited Liability Company shall be amended as a result of the merger in accordance with the Articles of Amendment attached hereto, and (iii) the Federal Employer Identification Number ("FEI") assigned to the Merged Entity shall be the FEI used for the Surviving Limited Liability Company post-merger.

4. The manner and basis of converting the partnership units in the Merged Entity into units of membership interest in the Surviving Limited Liability Company is as follows: Partnership units in the Merged Entity shall be converted on a one-to-one basis into units of membership interest in the Surviving Limited Liability Company and the membership interest of the sole member of the Surviving Limited Liability Company pre-merger, shall be cashed out for \$100, thereby making the ownership of the Surviving Limited Liability Company the same as that of the Merged Entity immediately prior to the merger.

5. There are no rights to acquire interests, shares or other securities in the Merged Entity to be converted.

6. The name and address of the Manager of the Surviving Limited Liability Company is as follows:

Name

Address

David Loop

2568 Old Middleburg Road
Jacksonville, Florida 32210

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
HUNTLEY GROUP LLC
(a Florida Limited Liability Company)**

The Articles of Organization for this Limited Liability Company were filed on August 12, 2003 and assigned Florida document number L03000029794 .

This amendment is submitted to amend and restate Articles I, II, and III of the Articles of Organization as follows:

ARTICLE I

The name of the limited liability company is: VidaCann, LLC.

ARTICLE II

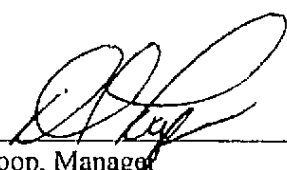
The principal address and mailing address of the limited liability company 450-106 State Rd. 13N, #371, St. Johns, Florida 32259.

ARTICLE III

The name and street address of the limited liability company's registered agent is Palmetto Charter Services, Inc., 149 S. Ridgewood Ave., Suite 700, Daytona Beach, Florida 32114.

The foregoing amendments shall be effective upon filing.

Dated: June 13, 2019.



David Loop, Manager

ACCEPTANCE OF DESIGNATION

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and understands the obligations of its position as provided for in Chapter 605, Florida Statutes.

PALMETTO CHARTER SERVICES INC., a
Florida Corporation

A handwritten signature in black ink, appearing to read 'Andrea M. Kurak', written over a horizontal line.

Andrea M. Kurak
Its: Vice-President