

L05000074107

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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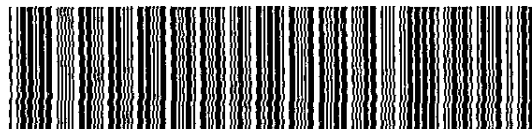
(Business Entity Name)

(Document Number)

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CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA

J. BROWN FEB 14 2006

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Hillandale LLC

(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

James H. Neeld, III

(Contact Person)

YoungWilliams P.A.

(Firm/Company)

P.O. Box 23059

(Address)

Jackson, MS 39225-3059

(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

James H. Neeld, III

(Name of Contact Person)

at ( 601 ) 360-9039

(Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$30.00

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Certificate of Merger  
For  
Florida Limited Liability Company

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CLERK OF CIRCUIT COURT  
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Hillandale LLC	Florida	Limited Liability Company
Hillandale Farms, LLC #L04000042701	Florida	Limited Liability Company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Hillandale LLC #L05000074107	Florida	Limited Liability Company

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Upon filing

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Surviving LLC is a Florida Company

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: Not applicable

Mailing address:

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JUDICIAL DEPARTMENT  
TALLAHASSEE, FLORIDA

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Hillandale LLC		
By: Cal-Maine Foods, Inc., Member	<u>Timothy A. Dawson</u>	Timothy A. Dawson
Hillandale Farms, LLC		
By: Hillandale LLC, Member		
By: Cal-Maine Foods, Inc., Member	<u>Timothy A. Dawson</u>	Timothy A. Dawson
Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)	
General partnerships:	Signature of a general partner or authorized person	
Florida Limited Partnerships:	Signatures of all general partners	
Non-Florida Limited Partnerships:	Signature of a general partner	
Limited Liability Companies:	Signature of a member or authorized representative	

<u>Fees:</u> For each Limited Liability Company:	\$25.00	- \$50.00
For each Corporation:	\$35.00	
For each Limited Partnership:	\$52.50	
For each General Partnership:	\$25.00	
For each Other Business Entity:	\$25.00	

<u>Certified Copy (optional):</u>	\$30.00	= \$80.00
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## PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger (the "Plan") is made and entered into effective as of the ~~15<sup>th</sup>~~ day of February 2006 by and between Hillandale Farms LLC, a Florida limited liability company, ("Parent") and Hillandale LLC, a Florida limited liability company, ("Subsidiary") in order to accomplish the merger of Subsidiary into Parent on the terms and conditions herein set forth.

1. Subsidiary is authorized to issue four Units of Membership, of which two Units were originally owned by Parent and the remaining two Units were owned by an unrelated party or parties. Subsequent to the formation of Subsidiary, the two Units of Membership not held by Parent were purchased by Parent from the then holders thereof pursuant to the terms and conditions of the Limited Liability Company Operating Agreement of Subsidiary. As a result, all of the Units of Membership of Subsidiary are now owned by Parent and Parent desires to merge Subsidiary into Parent in order to eliminate what is deemed to be an unnecessary legal entity and the resulting additional expense of maintaining such entity.

2. Parent and Subsidiary are both organized under laws of the State of Florida, which permit the merger of one Florida limited liability company into another.

3. The Entities which are party to this Plan are Hillandale, LLC, a limited liability Company organized on the laws of the state of Florida and Hillandale Farms, LLC, a limited liability company organized under the state of Florida. Under this Plan, Hillandale LLC shall be the surviving limited liability company and is hereby designated as the surviving entity.

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4. Under this Plan, all of the assets and all of the liabilities of Subsidiary shall be transferred from Subsidiary to Parent. Parent hereby accepts and agrees to assume all of the liabilities and assets of Subsidiary and specifically agrees to assume and discharge as and when due all liabilities of Subsidiary including, but not limited to, the obligation of Subsidiary presently due and owing to Farm Credit of North Florida, ACA on which there is an outstanding principal balance as of the 1st day of February 2006 in the amount of \$2,950,000. The parties to this Plan agree to execute such specific instruments of conveyance as may be deemed necessary or appropriate to affect the transfer of assets and liabilities as herein set forth.

5. Upon the effective date of the merger under this Plan, each of the four Units of Membership of Subsidiary shall be cancelled. The number of Units of Membership of Parent shall remain unchanged. Upon the effectiveness of this Plan the separate existence of Subsidiary shall terminate.

6. The existing Articles of Organization and Operating Agreement of Parent shall remain unchanged as a result of the effectiveness of this Plan.

7. This Plan shall be effective on the date of filing the Certificate of Merger with the Office of the Secretary of State of the State of Florida.

8. This Plan may be abandoned by Parent at any time prior to the effective date of the merger.

IN WITNESS WHEREOF Parent and Subsidiary have executed and entered into this Plan and Agreement of Merger effective as of the date hereinbefore set forth above.

HILLANDALE LLC

By: Cal-Maine Foods, Inc.  
Member

By: Timothy A. Dawson

HILLANDALE FARMS, LLC

By: Hillandale LLC  
Member

By: Cal-Maine Foods, Inc.  
Member

By: Timothy A. Dawson

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