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Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE  
SEMINOLE CATTLE OPERATIONS, LLC**

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April 13, 2016

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

SEMINOLE CATTLE OPERATIONS, LLC  
P.O. BOX 1177  
OKEECHOBEE, FL 34973

SUBJECT: SEMINOLE CATTLE OPERATIONS, LLC  
REF: L08000034106

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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

Annette Ramsey  
Regulatory Specialist II

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SECRETARY OF STATE  
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## ARTICLES OF MERGER

The following Articles of Merger executed this 27 day of January, 2016 are being submitted in accordance with §§607.1109, 605.1025, and/or 620.203, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
J & S Land & Cattle, LLC 269 NW 9 <sup>th</sup> Street Okeechobee, FL 34972	Florida	Limited Liability Company

Florida Doc./Reg. Number: L08000068737

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Seminole Cattle Operations, LLC 269 NW 9 <sup>th</sup> Street Okeechobee, FL 34972	Florida	Limited Liability Company

Florida Doc./Reg. Number: L08000034106

THIRD: The attached Plan of Merger meets the requirements of §§607.1108, 605.1021-605.1026, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 605, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entities that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under §§607.1302, 620.205, and/or 605, Florida Statutes.

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SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner or the surviving entity pursuant to §§607.1108(5), 605.1(2) and/or 620.202(2), Florida Statutes.

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

NINTH: The merger shall become effective as of the date of filing with the Department of State.

TENTH: The Articles of merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: Signatures for each party are as follows:

SEMINOLE CATTLE OPERATIONS, LLC

By: 

Edwin E. Walpole, Trustee  
Walpole Rvoc Tr 12/5/95, as amended,  
Manager  
269 NW 9<sup>th</sup> Street  
Okeechobee, FL 34972

By: 

Keith A. Walpole, Secretary  
269 NW 9<sup>th</sup> Street  
Okeechobee, FL 34972

J & S LAND & CATTLE, LLC

By: 

Edwin E. Walpole, III Manager  
269 NW 9<sup>th</sup> Street  
Okeechobee, FL 34972

By: 

Keith A. Walpole, Secretary  
269 NW 9<sup>th</sup> Street  
Okeechobee, FL 34972

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## PLAN OF MERGER

The following Plan of Merger was adopted and approved this 22 day of January, 2016 by each undersigned party to the merger in accordance with §§607.1107, 617.1103, 608 and/or 620.202 and is being submitted in accordance with §§607.1108, 605 and/or 620.201, Florida Statutes.

ARTICLE I: The exact name and jurisdiction of the merging party ("Disappearing Entity") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
J & S LAND & CATTLE, LLC	Florida

ARTICLE II: The exact name and jurisdiction of the surviving party ("Surviving Entity") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
SEMINOLE CATTLE OPERATIONS, LLC	Florida

ARTICLE III: The Surviving Entity's managers and/or offices names and addresses are:

Edwin E. Walpole, Trustee Walpole Revoc Tr 12/5/95, as amended 269 NW 9 <sup>th</sup> Street Okeechobee, FL 34972	Manager
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Keith A. Walpole 269 NW 9 <sup>th</sup> Street Okeechobee, FL 34972	Secretary
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## ARTICLE IV: THE MERGER

- (a) Subject to the terms and conditions of this Plan of Merger, at the Effective Time (as defined in paragraph (b) below) each Disappearing Entity shall be merged (the "Merger") with and into the Surviving Entity in accordance with Florida Law whereupon the separate existence of each Disappearing Entity shall cease, and the Surviving Entity shall continue as set forth in Article IV, below.
- (b) The parties hereto shall cause the Merger to be consummated by filing Articles of Merger with the Florida Secretary of State in such form as required by, and executed in accordance with the relevant provisions of Florida Law and the parties hereto shall make all other filings or recordings required pursuant to Florida Law in connection with the Merger. The Merger shall become effective as of the date of filing with the Department of State (the "Effective Time").

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- (c) At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of Florida Law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all property, rights, privileges, powers and franchises of each Disappearing Entity shall vest in the Surviving Entity, and all debts, liabilities and duties of each Disappearing Entity shall become the debts, liabilities and duties of the Surviving Entity.

#### ARTICLE V: TERMS AND CONDITIONS OF THE MERGER

- (a) Articles of Organization. Subject to Article V hereof, the Articles of Organization of the Surviving Entity shall continue as such.
- (b) Operating Agreement. The Operating Agreement of the Surviving Entity shall continue as such.
- (c) Members. The Members of the Surviving Entity shall continue as such.
- (d) Registered Agent. The Registered Agent of the Surviving Entity shall continue as such.

#### ARTICLE VI: CONVERSION OF SHARES

- (a) In General. The manner and basis of converting the interests, shares, obligations or other securities of the Disappearing Entity into the interests, shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property are as specified at paragraphs (b) and (c) below.
- (b) Conversion of Shares. At the Effective Time, the units of Membership interests, \$1.00 par value, of the Disappearing Entity (the "Shares") outstanding immediately prior to the Effective Time shall be cancelled and extinguished and converted into the right to receive the Merger Consideration (as defined in at paragraph (c) below) payable to the shareholders of the Disappearing Entity upon surrender of the certificates representing the Shares.
- (c) Merger Consideration. The Merger Consideration for the Shares shall be 100 units of Membership Interests of the Surviving Entity (the "Units"). The Merger Consideration shall be payable in full at the Effective Time. Each 1 Share shall be exchanged for 1 Unit.
- (d) The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows: N/A

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ARTICLE VII: Signatures for each party are as follows:

SEMINOLE CATTLE OPERATIONS, LLC

By: 

Edwin E. Walpole, Trustee  
Walpole Rvoc Tr 12/5/95, as amended,  
Manager  
269 NW 9<sup>th</sup> Street  
Okeechobee, FL 34972

By: 

Keith A. Walpole, Secretary  
269 NW 9<sup>th</sup> Street  
Okeechobee, FL 34972

J & S LAND & CATTLE, LLC

By: 

Edwin E. Walpole, III Manager  
269 NW 9<sup>th</sup> Street  
Okeechobee, FL 34972

By: 

Keith A. Walpole, Secretary  
269 NW 9<sup>th</sup> Street  
Okeechobee, FL 34972

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