

Division of Corporations

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Florida Department of State  
Division of Corporations  
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**L. SELLERS**

DEC 30 2009

**EXAMINER**

To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : HENDERSON, FRANKLIN, STARNES & HOLT, P.A.  
Account Number : 075410002172  
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Fax Number : (239) 344-1200

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**MERGER OR SHARE EXCHANGE  
SWG REAL ESTATE INVESTMENTS, LLC**

Certificate of Status	0
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**ARTICLES OF MERGER**

The following Articles of Merger are being submitted in accordance with sections 607.1109 and 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Form/Entity Type</u>	<u>Jurisdiction</u>
SWG PACKING CO., INC.	Corporation	Florida

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

<u>Name</u>	<u>Form/Entity Type</u>	<u>Jurisdiction</u>
SWG REAL ESTATE INVESTMENTS, LLC	Limited Liability Company	Florida

**THIRD:** The Plan of Merger, attached hereto as Exhibit A, was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes.

**FOURTH:** The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

SWG Packing Co., Inc.

By: Toby K. Purse  
Vice President

SWG Real Estate Investments, LLC

By: Toby K. Purse  
Authorized Representative

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Exhibit A**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 and 608.4381, is being submitted in accordance with sections 607.1108 and 608.438, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Form/Entity Type</u>	<u>Jurisdiction</u>
SWG PACKING CO., INC.	Corporation	Florida

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

<u>Name</u>	<u>Form/Entity Type</u>	<u>Jurisdiction</u>
SWG REAL ESTATE INVESTMENTS, LLC	Limited Liability Company	Florida

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

1. Merger. In accordance with the provisions of the Florida Business Corporation Act and the Florida Limited Liability Company Act, SWG Packing Co., Inc. (the "Corporation"), shall merge with and into SWG Real Estate Investments, LLC (the "Company") (the "Merger"), the separate existence of the Corporation shall cease, and the Company shall survive the Merger and continue to exist as the surviving entity (the "Surviving Entity").

2. Effective Date. The Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

3. Effect of Merger. The Merger shall have the effect set forth in the Florida Business Corporation Act and the Florida Limited Liability Company Act.

4. Surviving Members. The Members of the Surviving Entity as of the Effective Date shall remain the Members of the Surviving Entity following the Effective Date.

**FOURTH:** The manner and basis of converting the shares of the merging party into membership units of the Surviving Entity, in whole or in part, into cash or other property are as follows:

A. Immediately prior to the Effective Date, one hundred percent (100%) of the issued and outstanding shares of common stock of the merging party are owned by LFC Enterprises, Inc., a Florida corporation, and one hundred percent (100%) of the

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outstanding membership units of the Surviving Entity are owned by LFC Enterprises, Inc., a Florida corporation. Upon the Effective Date, each share of common stock of the merging party then outstanding shall be cancelled. Each membership unit of the Surviving Entity that is outstanding immediately prior to the Effective Date shall continue to represent a membership unit following the Merger.

B. There are no authorized or outstanding rights to acquire interests, shares, membership units, obligations or other securities of any merged party. Therefore, there is not manner or basis of converting rights to acquire interests, shares, membership units, obligations or other securities of each merged party into rights to acquire interests, shares, membership units, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property.

**FIFTH:** The name and business address of each Manager is as follows:

**Name**

**Address**

TOBY K. PURSE

315 East New Market Road  
Immokalee, Florida 34142

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