

Division of Corporations

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Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
CANALS FAMILY FARM, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$58.75

80.00

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TALLAHASSEE, FLORIDA

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EXAMINER

Audit No. H12000121092 3

CERTIFICATE AND ARTICLES OF MERGER

OF

UL 122-244, LLC

L09-23937

WITH AND INTO

CANALS FAMILY FARM, LLC

L10-18184

Pursuant to the provisions of Sections 608.438, 608.4381 and 608.4382, Florida Statutes, this Certificate and Articles of Merger provide that:

1. The name, street address of its principal office, jurisdiction and entity type of the merging party are as follows: UL 122-244, LLC, a Florida limited liability company (the "Merging Entity"), 2225 E. 10 Avenue, Hialeah, Florida, 33013.

2. The name, street address of its principal office, jurisdiction and entity type of the surviving party are as follows: CANALS FAMILY FARM, LLC, a Florida limited liability company (the "Surviving Entity"), 2225 E. 10 Avenue, Hialeah, Florida, 33013.

3. The Plan of Merger, attached hereto as Exhibit "A" and incorporated herein by reference, was approved and adopted by the Merging Entity in accordance with the applicable provisions of Chapter 608 of the Florida Statutes by written consent of its Member and Manager dated as of April 24, 2012.

4. The Plan of Merger was approved and adopted by the Surviving Entity in accordance with the applicable provisions of Chapter 608 of the Florida Statutes by written consent of its Members dated as of April 24, 2012.

5. The merger shall become effective upon the filing of Articles of Merger with the Secretary of State of Florida.

6. The Surviving Entity is deemed to have appointed 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 members of each limited liability company that is a party to the merger.

7. The Surviving Entity has agreed to promptly pay to the dissenting members of each limited liability company that is a party to the merger the amount, if any, to which such dissenting members are entitled under Florida Statutes, Section 608.4384.

[signature page to follow]

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent entities by their respective authorized Manager or Members as of April 4, 2012.

MERGING ENTITY:

UL 122-244, LLC, a Florida limited liability company

By: 

Matilde Milagros Canals, its Manager

SURVIVING ENTITY:

CANALS FAMILY FARM, LLC, a Florida limited liability company


Matilde M. Canals, Sr., its Member


Matilde M. Canals, Jr., its Member

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

On April 4, 2012, before me, Matilde Milagros Canals, a Notary Public, personally appeared Matilde Milagros Canals, personally known to me (or who proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of Florida that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Notary Public

NOTARY PUBLIC-STATE OF FLORIDA
Heena M. Castro
Commission # BE083645
Expires: APR. 19, 2015
BONDING TRUST ATTORNEY FIDELITY CO., INC.

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

On April 24, 2012, before me, Matilde M. Canals Sr., a Notary Public, personally appeared Matilde M. Canals, Sr., personally known to me (or who proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of Florida that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Notary Public

NOTARY PUBLIC-STATE OF FLORIDA
Ileana M. Castro
Commission # EE083645
Expires: APR. 19, 2015
BONDED THRU ATLANTIC BONDING CO., INC.


STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

On April 24, 2012, before me, Matilde M. Canals Sr., a Notary Public, personally appeared Matilde M. Canals, Jr., personally known to me (or who proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of Florida that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Notary Public

NOTARY PUBLIC-STATE OF FLORIDA
Ileana M. Castro
Commission # EE083645
Expires: APR. 19, 2015
BONDED THRU ATLANTIC BONDING CO., INC.

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PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") is made as of the 24 day of April, 2012, by and between UL 122-244, LLC, a Florida limited liability company (the "Merging Entity"), and CANALS FAMILY FARM, LLC, a Florida limited liability company (the "Surviving Entity"), said entities hereinafter collectively referred to as the "Constituent Entities."

WITNESSETH:

WHEREAS, the Surviving Entity was formed in the State of Florida on February 17, 2010, and is a member-managed limited liability company. All of the membership interests in the Surviving Entity are owned by Matilde M. Canals Sr. (70.928%) and Matilde M. Canals Jr. (29.072%);

WHEREAS, the Merging Entity was formed in the State of Florida on March 11, 2009, and is a manager-managed limited liability company. All of the membership interests in the Merging Entity are owned by Matilde Milagros Canals, individually (100%); and

WHEREAS, the Member of the Merging Entity and the Members of the Surviving Entity deem it advisable and to their advantage and welfare, and in their best interests to enter into this Plan, and have adopted resolutions as of April 24, 2012, which provide that pursuant to the applicable provisions of the Florida Limited Liability Company Act, the Merging Entity shall be merged with and into the Surviving Entity in order to combine the assets and businesses of the Constituent Entities for the purposes including, but not limited to, (i) simplification of business records and tax paperwork, (ii) elimination of duplicate work and expenses in administration and accounting, and (iv) to achieve a more efficient operation having greater resources in the conduct of their business.

NOW, THEREFORE, in consideration of the mutual premises and agreements herein contained, the Constituent Entities have agreed, and do hereby agree, to merge upon the terms and conditions set forth below:

1. Recitals. The recitals hereinabove are true and correct and are incorporated herein.
2. Agreement to Merge. The Constituent Entities hereby agree that upon the "Effective Date" as hereinafter defined, the Merging Entity shall be merged into the Surviving Entity, and the Surviving Entity shall succeed to all of the rights, privileges, immunities and franchises, and all of the properties, real, personal and mixed, of the Merging Entity, without the necessity of any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all of the liabilities and obligations of the Merging Entity, and neither the rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the merger.
3. Name of Surviving Entity. The name of the Surviving Entity shall be CANALS FAMILY FARM, LLC.
4. Articles of Organization. The Articles of Organization of the Surviving Entity in effect on the Effective Date shall be the Articles of Organization of said Surviving Entity and shall continue in full force and effect.

EXHIBIT "A"

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5. Operating Agreement. The Operating Agreement of the Surviving Entity in effect on the Effective Date of the merger will be the Operating Agreement of said Surviving Entity and will continue in full force and effect.

6. Management By Members. The Surviving Entity shall remain a member-managed limited liability company after the merger in accordance with Section 7 of that company's Operating Agreement.

7. Mode of Effecting Merger. The mode of carrying said merger into effect, and the manner and basis of converting the membership interests of the Merging Entity into membership interests of the Surviving Entity, shall be as follows:

7.1 The assets of the Merging Entity constitute an additional capital contribution to the Surviving Entity by Matilde Milagros Canals, who is the sole member of the Merging Entity, and new membership certificates need be issued by the Surviving Entity to reflect the ownership interests of the members of the Merging Entity after the Effective Date.

8. Adoption of Plan. Pursuant to the applicable statutory provisions of the State of Florida, the within merger has been approved by the Members of the Surviving Entity and by the Member of the Merging Entity.

9. Execution of Documents. In the event that the merger of the Merging Entity with and into the Surviving Entity shall have been fully authorized in accordance with the provisions of the Florida Limited Liability Company Act, the Merging Entity and the Surviving Entity hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. Authorization of Members and Managers. The Manager of the Merging Entity and the Members of the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan.

11. Effective Date. This Plan shall become effective on the close of business on April 1, 2012 (the "Effective Date"). Neither of the Constituent Entities shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Constituent Entities may take any and all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

12. Right to Abandon Merger. The Member of the Merging Entity and the Members of the Surviving Entity, respectively, shall have the power in their discretion, prior to the Effective Date, to abandon the merger provided for herein.

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TALLAHASSEE, FLORIDA


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IN WITNESS WHEREOF, the Constituent Entities have caused their respective names to be signed hereto by their duly authorized respective Manager and/or Members, as the case may be.

MERGING ENTITY:

UL 122-244, LLC, a Florida limited liability company

By:


Matilde Milagros Canals, its Manager

SURVIVING ENTITY:

CANALS FAMILY FARM, LLC, a Florida limited liability company


Matilde M. Canals, Sr., its Member


Matilde M. Canals, Jr., its Member

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