

L60000186023

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000316274900

07/30/18--01024--024 **96.00

FILED
2018 JUL 30 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

July 31, 2018

CC

Mrger/Name
chg

AUG 02 2018

I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: East Coast Packers LLC (formerly known as BECO Partners LLC Doc. No. L16000186023)

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Gregory P. Nelson

Contact Person

East Coast Packers LLC

Firm/Company

1900 Old Dixie Highway

Address

Fort Pierce, Florida 34946

City, State and Zip Code

gnelson@eganfarms.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gregory P. Nelson

at (772) 489-7204

Name of Contact Person

Area Code

Daytime Telephone Number

☒ Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

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

CR2E080 (2/14)

Articles of Merger
For
East Coast Packers, Inc.
Into BECO Partners LLC

EFFECTIVE DATE
July 31, 2018

The following Articles of Merger is submitted to merge the following Florida Corporation into the surviving Florida Limited Liability Company in accordance with s. 605.1025, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Fla. Document No.</u>
East Coast Packers, Inc.	Florida	corporation/294801
BECO Partners LLC	Florida	limited liability company/L16000186023

SECOND: The exact name, form/entity type, and jurisdiction of the surviving company which was known as BECO Partners LLC and has changed its name to the following:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
East Coast Packers, LLC	Florida	limited liability company/L16000186023

THIRD: The attached plan of merger was approved by the corporation and limited liability company that are the parties to the merger in accordance with the applicable provisions of 605.1021-605.1026, Florida Statutes 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). The attached plan of merger was approved by each business entity that is a party to the merger in accordance with the applicable laws of Florida.

FOURTH: The surviving entity existed before the merger and is organized under the laws of Florida as a limited liability company (Document Number L16000186023) and the survivor's principal office address continues to be: **1900 Old Dixie Highway, Fort Pierce, Florida 34946.**

FIFTH: 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, F.S.

SIXTH: The effective date of the merger is July 31, 2018.

SEVENTH: Signature(s) for Each Party:

East Coast Packers, Inc.,
a Florida corporation

By: Bernadette M. Emerick
Bernadette M. Emerick, President

BECO PARTNERS LLC,
a Florida limited liability company

By: Gregory P. Nelson
Gregory P. Nelson, President

FILED
2018 JUL 30 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

FIRST: Merging Parties. The name, form and jurisdiction of each merging party:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
East Coast Packers, Inc.	Florida	corporation
BECO Partners LLC	Florida	limited liability company

SECOND: Name of Surviving Party. Note the company has changed its name as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
East Coast Packers, LLC (Formerly known as BECO Partners LLC; Document Number L16000186023)	Florida	limited liability company

THIRD: Terms. The parties agree that all assets, as well as, any obligations of East Coast Packers, Inc. immediately prior to the merger becoming effective, shall become the assets and liabilities of the surviving company, East Coast Packers, LLC (formerly known as BECO Partners LLC).

FOURTH: Basis of Conversion.

A. The shareholder and owners of the merged parties shall become the owner of the membership interests of East Coast Packers, LLC commensurate with its current percentage of ownership interests and value thereof. Each owner has been offered appraisal rights pursuant to F.S. 605.1006. All parties have agreed upon and stipulated their stated percentage interests in East Coast Packers, LLC under a separate document.

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests of the survivor, in whole or in part into cash or other property has been done pursuant to Florida law under Florida Chapter 605. Upon completion of the merger, the current owner in the merging parties shall continue to be the owner in the surviving limited liability company, East Coast Packers, LLC (Document Number L16000186023).

FIFTH: Requirements. No other statements are required by the laws under which each other business entity is formed, organized, or incorporated.

SIXTH: Articles of Organization. The attached Amended and Restated Articles of Organization are hereby adopted for the company effective as of July 31, 2018.

SEVENTH: Effective Date. This merger shall be effective as of July 31, 2018.

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
EAST COAST PACKERS, LLC
(Formerly known as BECO Partners LLC; Document Number L16000186023)**

The undersigned, under the provisions of Chapter 605 of the Florida Statutes (the "Act"), for the purpose of a limited liability company under the laws of the State of Florida, do set forth the following:

ARTICLE I - NAME

The name of the Limited Liability Company is **EAST COAST PACKERS, LLC** (the "Company").

ARTICLE II - PERIOD OF DURATION

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

ARTICLE III - PURPOSE

The Company was formed for any lawful purpose for which a limited liability company may be formed under the Act and may engage in any lawful business or activity. The Company shall have all powers permitted a limited liability company under the Act. The Company may be qualified or registered in any jurisdiction which the Company does business.

ARTICLE IV - ADDRESS

The mailing address and street address of the principal office of the Company is 1900 Old Dixie Highway, Fort Pierce, Florida 34946

ARTICLE V - REGISTERED AGENT AND OFFICE

The street address of the Company's initial registered office is 1900 Old Dixie Highway, Ft. Pierce, Florida 34946, and the name of its initial registered agent at such office is Gregory P. Nelson.

ARTICLE VI - MANAGEMENT

The Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. The managers will be designated as the president, secretary and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries and assistant treasurers, and other officer positions as needed, and shall have the authority normally associated with these positions under corporate law. The Company may also designate managers and other persons as directors under the Operating Agreement who shall act in a manner similar to the directors of a corporation. The members, at a meeting of the members held not less than

annually, shall designate the managers, who may also be members, and the positions that these managers will hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

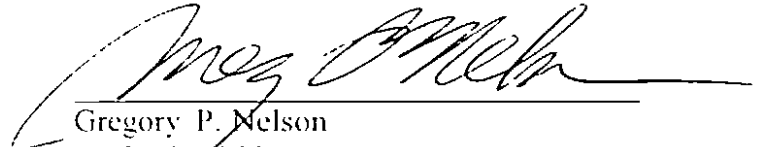
<u>Name:</u>	<u>Position:</u>
Bernadette Emerick	Manager/Director/President
Angela Sinnott	Manager/Director/Vice President/Treasurer
Jessica Feingold	Manager/Director/Vice President
Gregory P. Nelson	Manager/Director/Vice President/Secretary
Lindy Snider	Manager/Director/Asst. Treasurer

ARTICLE VII - INDEMNIFICATION

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

ARTICLE VIII - EFFECTIVE DATE

The effective date for these Articles of Organization is July 31, 2018.

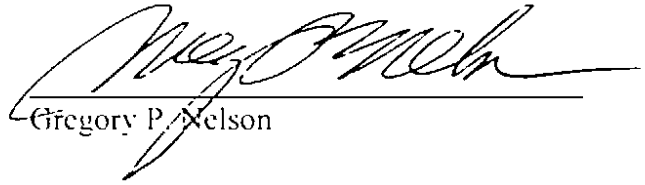


Gregory P. Nelson
Authorized Signer

Date: July 25, 2018

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the 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 accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 605.



Gregory P. Nelson

Date: July 25, 2018

In accordance with Section 605 Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.