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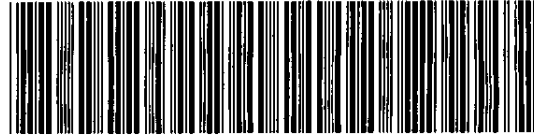
(Business Entity Name)

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DATE: 4/25/18

NAME: SILVER SPRINGS CITRUS, INC

TYPE OF FILING: MERGER

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ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

** File Second **

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Silver Springs Citrus, LLC

Name of Surviving Party

Please return all correspondence concerning this matter to:

Gretchen Nine-Bunnell, Paralegal

Contact Person

Hahn Loeser & Parks LLP

Firm/Company

200 Public Square, Suite 2800

Address

Cleveland, OH 44114

City, State and Zip Code

gnb@hahnlaw.com

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

For further information concerning this matter, please call:

Gretchen Nine-Bunnell, Paralegal

at (216) 274-2217

Name of Contact Person

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

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

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2018 APR 25 PM 1:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, 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>
Silver Springs Citrus, Inc.	Florida	corporation

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>
Silver Springs Citrus, LLC	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, 605, 617, and/or 620, Florida Statutes.

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:

April 28, 2018

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

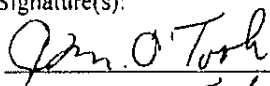
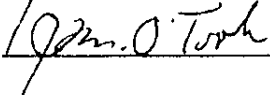
SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Silver Springs Citrus, LLC		James M. O'Toole
Silver Springs Citrus, Inc.		James M. O'Toole

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

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>
Silver Springs Citrus, Inc.	Florida	corporation

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>
Silver Springs Citrus, LLC	Florida	limited liability company

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

See Exhibit A attached hereto and made a part hereof.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See Exhibit A attached hereto and made a part hereof.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See Exhibit A attached hereto and made a part hereof.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Kenichiro Sadai, 25411 North Mare Avenue, Howey-In-The-Hills, FL 34737

Hirofumi Kishi, 25411 North Mare Avenue, Howey-In-The-Hills, FL 34737

Yosuke Nakamura, 25411 North Mare Avenue, Howey-In-The-Hills, FL 34737

Larry Keiser, 25411 North Mare Avenue, Howey-In-The-Hills, FL 34737

Naoyoshi Ishiyama, 25411 North Mare Avenue, Howey-In-The-Hills, FL 34737

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

N/A

(Attach additional sheet if necessary)

EXHIBIT A TO PLAN OF MERGER

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

1. The Merger. Effective at the Effective Time (as defined in Section 5 below), Silver Springs Citrus, Inc. ("SSC") shall be merged with and into Silver Springs Citrus, LLC ("NewLLC") pursuant to the provisions of the Florida Revised Limited Liability Company Act and the Florida Business Corporation Act (the "Merger"). NewLLC shall be the surviving entity of the Merger. At the Effective Time, the separate corporate existence of SSC shall cease, and NewLLC, to the extent permitted by applicable law, shall succeed to all of the business, properties, assets and liabilities of SSC and shall continue as the surviving entity under the laws of the State of Florida.

2. Articles of Organization of the Surviving Entity. The Articles of Organization of the NewLLC in effect immediately prior to the Effective Time will continue in full force and effect as the Articles of Organization of the Surviving Entity until changed, altered or amended as therein provided.

3. Operating Agreement of the Surviving Entity. The Operating Agreement of NewLLC as in effect immediately prior to the Effective Time will continue in full force and effect as the Operating Agreement of the Surviving Entity until changed, altered or amended as therein provided.

4. Directors, Managers and Officers. Each person serving as a director or officer of SSC immediately prior to the Effective Time shall cease to be a director or officer, as applicable, of SSC at and as of the Effective Time. At the Effective Time, the managers and officers of the Surviving Entity shall continue as the managers and officers of the Surviving Entity and shall continue as such until the election and qualification of their successors or until their tenure is otherwise terminated.

5. Effective Time. The effective date of this Agreement shall be as of the date set forth above. The time upon which the Merger shall become effective in the State of Florida shall be the close of business on April 28, 2018 (the "Effective Time").

6. Effect of Merger. The effect of the Merger shall be as provided in this Agreement and otherwise as provided under the applicable provisions of the laws of the State of Florida.

Fourth: *The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:*

(a) All of the membership interests of the Surviving Entity that are issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding following the Merger. All SSC shares that are issued and outstanding immediately prior to the Effective Time

shall, by virtue of the Merger and without any action on the part of the Constituent Companies or any other person, be canceled and extinguished without any consideration.