

L48551

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
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EFFECTIVE DATE 01-01-12

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**MERGER OR SHARE EXCHANGE
ALTO-COSTA FARMS, LLC**

Certificate of Status	0
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B. BOSTICK

DEC 29 2011

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ALTO-COSTA FARMS, LLC
Name of Surviving Party

Please return all correspondence concerning this matter to:

Steven J. Schwartz, Esquire

Contact Person

Shatz, Schwartz and Fentin, P.C.

Firm/Company

1441 Main Street

Address

Springfield, MA 01103

City, State and Zip Code

creese@ssfpc.com

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

For further information concerning this matter, please call:

Connie Reese

Name of Contact Person

at (413)

737-1131

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:

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

MAILING ADDRESS:

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

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**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

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 or 617.0302, 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>
Alto-Costa Farms, Inc.	Florida	Corporation
Alto-Costa Farms, LLC	New York	Limited Liability Company

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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>
Alto-Costa Farms, LLC	New York	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, 608, 617, and/or 620, Florida Statutes.

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 TALLAHASSEE, FLORIDA

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:

January 1, 2012

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:

Odell Lake

Stamford, NY 12167

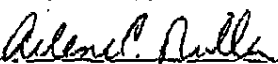
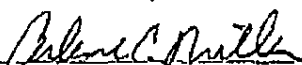
SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

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.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Alto-Costa Farms, Inc.		Arlene C. Miller
Alto-Costa Farms, LLC		Arlene C. Miller

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

TOTAL AMOUNT ENCLOSED: \$78.75

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TALLAHASSEE

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>
Alto-Costa Farms, Inc.	Florida	Corporation
Alto-Costa Farms, LLC	New York	Limited Liability Company

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>
Alto-Costa Farms, LLC	New York	Limited Liability Company

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

At the Effective Time, the separate existence of the Corporation shall cease and
the Corporation shall be merged with and into the LLC. The consummation of the
Merger will have the effects provided in New York law with respect to a merger
of a foreign corporation into a New York domestic limited liability company.

(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:

Each one (1) Voting Share of Alto-Costa Farms, Inc shall be converted into one (1)

Class A, Voting Membership Unit of Alto-Costa Farms, LLC.

Each one (1) Non Voting Share of Alto-Costa Farms, Inc shall be converted into

one (1) Class B, Non Voting Membership Unit of Alto-Costa Farms, LLC.

All Shares of Alto-Costa Farms, Inc. shall, as of the merger date, no longer be

outstanding and shall automatically be cancelled and retired and shall cease to

exist.

(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:

The rights to acquire interests set forth in the By-Laws of Alto-Costa Farms, Inc.

are substantially reiterated in the Operating Agreement of Alto-Costa Farms, LLC.

(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:

Arlene C. Miller

68 East Greenwich Road

Longmeadow, MA 01106

(Attach additional sheet if necessary)

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STATE

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

None

(Attach additional sheet if necessary)

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

None

(Attach additional sheet if necessary)

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