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Florida Department of State  
Division of Corporations  
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Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

**Nature's Dynamics Partners, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$50.00

*Merger*

FEB 17 2017

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Corporate Filing Menu

Help

February 17, 2017

NATURE'S DYNAMICS, LLC  
380 S. S.R. 434  
SUITE 1004 #150  
ALTAMONTE SPRINGS, FL 32714US

SUBJECT: NATURE'S DYNAMICS, LLC  
REF: L06000020882

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

FAX Aud. #: H17000045208  
Letter Number: 717A00003170

FILED  
FEB 16 PM 2:06  
CLERK OF CIRCUIT COURT  
JANUARY 16, 2017

## ARTICLES OF MERGER

### OF

**NATURE'S DYNAMICS, LLC**  
(a Florida limited liability company)

### WITH AND INTO

**NATURE'S DYNAMICS PARTNERS, LLC**  
(a Delaware limited liability company)

The following Articles of Merger are submitted to merge the following Florida profit corporations in accordance with Section 605.1025, Florida Statutes:

1. The exact name, form/entity type, and jurisdiction for each merging party are as follows: NATURE'S DYNAMICS, LLC, a Florida limited liability company (the "Disappearing Entity") and NATURE'S DYNAMICS PARTNERS, LLC, a Delaware limited liability company (the "Surviving Entity").

2. Attached as Exhibit A is a copy of the agreement and plan of merger (the "Agreement and Plan of Merger"), dated effective as of February 16, 2017, between the Surviving Entity and the Disappearing Entity, setting forth the plan of merger whereby the Disappearing Entity will merge with and into the Surviving Entity.

3. The Agreement and Plan of Merger was approved and adopted by the sole member and manager of the Surviving Entity by written consent on February 16, 2017, and approved by the sole member and manager of the Disappearing Entity by written consent effective on February 16, 2017. The Plan of Merger has been approved in accordance with the applicable provisions of Florida law.

4. The Surviving Entity is a foreign entity. The mailing address to which the department may send any process served pursuant to Section 605.0117 and Chapter 48, Florida Statutes is 3802 Silver Star Road, Orlando, Florida 32808.

5. The merger shall become effective as of February 16, 2017.

6. The Members of the Disappearing Entity waive any and all appraisal rights that may be available to them under law or equity.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, these Articles of Merger have been duly executed.

**DISAPPEARING ENTITY:**

NATURE'S DYNAMICS, LLC, a Florida  
limited liability company

**SURVIVING ENTITY:**

NATURE'S DYNAMICS PARTNERS,  
LLC, a Delaware limited liability company

By: RM

Richard McPeak, President

By: RM

Richard McPeak, President

**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**

See attached.

**AGREEMENT AND PLAN OF MERGER****OF**

**NATURE'S DYNAMICS, LLC**  
(a Florida limited liability company)

**WITH AND INTO**

**NATURE'S DYNAMICS PARTNERS, LLC**  
(a Delaware limited liability company)

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is entered into and effective as of the 16 day of February, 2017, by and between **NATURE'S DYNAMICS, LLC**, a Florida limited liability company (the "Disappearing Entity"), and **NATURE'S DYNAMICS PARTNERS, LLC**, a Delaware limited liability company (the "Surviving Entity").

**BACKGROUND**

**WHEREAS**, the sole member and managers of the Disappearing Entity and the sole member and managers of the Surviving Entity have determined that the transactions described herein are in the best interests of the parties and have approved the transactions described herein.

**NOW, THEREFORE**, in consideration of the premises and the mutual representations, warranties and covenants herein contained, the parties agree as follows:

**PLAN OF MERGER**

1. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the provisions of Chapter 605, Florida Statutes, and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, at the effective time of the merger, the Disappearing Entity shall be merged with and into the Surviving Entity. As a result of the Merger, the separate existence of the Disappearing Entity shall thereupon cease and the Surviving Entity shall continue as the surviving entity of the Merger. The Disappearing Entity and the Surviving Entity are collectively referred to as the "Constituent Entities".

2. The Merger shall become effective upon the filing of the Certificate of Merger (the "Effective Time").

3. The Certificate of Formation of the Surviving Entity as in effect at the effective time of the merger shall be the Certificate of Formation of the Surviving Entity after the Effective Time, except that the text of the first article of the Certificate of Formation of the Surviving Entity is hereby deleted in its entirety and replaced with the following:

**First:** The name of the limited liability company is Nature's Dynamics, LLC, a Delaware limited liability company (the "Company").

4. On the Effective Date, by virtue of the Merger and without any action on the part of the members, officers, or managers, of the Constituent Entities, the membership interests of the Disappearing Entity immediately prior to the Effective Time will be automatically cancelled and the Surviving Entity will not issue membership interests/units.

5. The Surviving Entity shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

6. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed, and the Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Date.

7. Anything herein to the contrary notwithstanding, this Agreement and Plan of Merger may be terminated and the Merger may be abandoned at any time prior to the Effective Date by mutual agreement evidenced by resolutions of the Members of the parties hereto. If the Certificate of Merger and/or Articles of Merger have been filed prior to the abandonment, either party may execute and file an appropriate certificate of abandonment of the Merger with the Secretary of State of the State of Delaware or the Secretary of State of the State of Florida, as applicable.

8. This Agreement may not be amended or supplemented, except by a writing executed by all of the parties hereto or by the party against which enforcement is sought.

9. This Agreement shall be binding upon, and shall inure to the benefit of, the parties hereto and their respective successors and assigns.

10. This Agreement shall be construed in accordance with and governed by the laws of the State of Florida and the State of Delaware, without resort to choice of law principles.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF the parties hereto have duly executed this Agreement as of the day and year first above written.

**DISAPPEARING ENTITY:**

NATURE'S DYNAMICS, LLC, a  
Florida limited liability company

**SURVIVING ENTITY:**

NATURE'S DYNAMICS PARTNERS,  
LLC, a Delaware limited liability company

By: RM

Richard McPeak, President

By: RM

Richard McPeak, President