

N97000001722



FILED  
2002 APR - 1 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 504192 4323694  
AUTHORIZATION : *Patricia Pigatto*  
COST LIMIT : \$ 70.00

ORDER DATE : March 29, 2002

ORDER TIME : 11:05 AM

ORDER NO. : 504192-010

CUSTOMER NO: 4323694

CUSTOMER: Albert Fox, Legal Asst  
Hughes & Luce, L.l.p.  
Suite 2800  
1717 Main Street  
Dallas, TX 75201

RECEIVED  
02 APR - 1 PM 12:08  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

T.G. LEE FOODS FOUNDATION, INC

INTO

300005179693--3

DEAN FOODS FOUNDATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

           CERTIFIED COPY  
XX            PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

C. Coulliette APR 01 2002  
EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

T.G. LEE FOODS FOUNDATION, INC., a Florida corporation, N97000001722

INTO

**DEAN FOODS FOUNDATION**, an Illinois entity not qualified in Florida.

File date: April 1, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

**ARTICLES OF MERGER**  
**OF**  
**DEAN FOODS FOUNDATION**  
**AND**  
**T.G. LEE FOODS FOUNDATION, INC.**

**FILED**  
**2002 APR - 1 PM 2:33**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Chapter 617 of the Florida Statutes, the undersigned surviving corporation hereby submits the following Articles of Merger:

1. The name and jurisdiction of formation or organization of each corporation which is to merge is:

T.G. Lee Foods Foundation, Inc.	Florida nonprofit corporation
Dean Foods Foundation	Illinois nonprofit corporation

2. Annexed hereto and made a part hereof is the Plan of Merger.

3. The name of the surviving corporation is: Dean Foods Foundation.

4. T.G. Lee Foods Foundation, Inc. (the "Non-Surviving Corporation") has no members. The Plan of Merger was adopted by unanimous vote of the board of directors of the Non-Surviving Corporation, at a meeting of the board of directors held on March 29, 2002. The number of directors then in office was three.

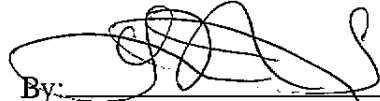
5. Dean Foods Foundation (the "Surviving Corporation") has no members. The Plan of Merger was adopted by unanimous vote of the board of directors of the Surviving Corporation, at a meeting of the board of directors held on March 29, 2002. The number of directors then in office was three.

6. Dean Foods Foundation, the Surviving Corporation, agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of T.G. Lee Foods Foundation, Inc. The Surviving Corporation appoints the Department of State of the State of Florida as its agent to accept service of process in any such proceeding. The address to which a copy of the process shall be mailed to the Surviving Corporation by the Secretary of State is 2515 McKinney Ave., Suite 1200, Dallas, TX 75201.


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Executed on March 29, 2002

T.G. LEE FOODS FOUNDATION, INC.

By:   
Name: Lisa N. Tyson  
Title: Vice President

DEAN FOODS FOUNDATION

By:   
Name: Lisa N. Tyson  
Title: Vice President

**ANNEX**  
**PLAN OF MERGER**  
**OF**  
**DEAN FOODS FOUNDATION**  
**AND**  
**T.G. LEE FOODS FOUNDATION, INC.**

This Plan of Merger (this "Plan of Merger") is entered into effective as of April 1, 2002 (the "Effective Date"), by and between T.G. Lee Foods Foundation, Inc., a Florida nonprofit corporation (the "Non-Surviving Corporation"), and Dean Foods Foundation, an Illinois nonprofit corporation (the "Surviving Corporation").

**WHEREAS**, the parties to this Plan of Merger desire to have the Non-Surviving Corporation merge with and into the Surviving Corporation on the terms and conditions set forth herein;

**RESOLVED**, that in consideration of the mutual covenants and agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto hereby agree as follows:

1. Corporations Proposing to Merge.

- (a) Non-Surviving Corporation: The name of the Non-Surviving Corporation is "T.G. Lee Foods Foundation, Inc." The Non-Surviving Corporation was incorporated in, and under the laws of, the State of Florida.
- (b) Surviving Corporation. The name of the Surviving Corporation is "Dean Foods Foundation." The Surviving Corporation was organized in, and under the laws of, the State of Illinois.

2. Terms and Conditions of the Merger.

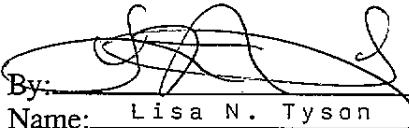
- (a) Assets. All rights, title and interest to all of the assets owned by the Non-Surviving Corporation shall be owned by the Surviving Corporation without reversion or impairment and without further act or deed, but subject to any and all existing liens or encumbrances thereon.
- (b) Liabilities and Obligations. All liabilities and obligations of the Non-Surviving Corporation shall be the liabilities and obligations of the Surviving Corporation without impairment or diminution by reason of the merger.

- (c) Claims, Actions and Proceedings. Effective as of the Effective Date, and without the necessity of any further action, any claim, existing action, or proceeding pending by or against the Non-Surviving Corporation may be prosecuted to judgment by or against the Surviving Corporation.
  - (d) Creditors and Liens. Neither the rights of creditors nor any liens upon the property of the Non-Surviving Corporation shall be impaired by the transactions contemplated by this Plan of Merger.
- 3. Changes in Articles of Incorporation. The (a) Articles of Incorporation and (b) Bylaws of the Surviving Corporation, each in effect on the Effective Date, shall not be changed, altered or amended in any manner by this Plan of Merger, and shall remain the Articles of Incorporation and Bylaws, respectively, of the Surviving Corporation until changed, altered, or amended as provided in accordance with the terms and provisions (i) set forth therein and (ii) of the Illinois General Not For Profit Corporation Act of 1986.
- 4. Directors and Officers Not Personally Liable. Notwithstanding any provisions to the contrary in this Plan of Merger, none of the directors or officers of the Surviving Corporation shall individually or collectively become liable for the liabilities or obligations of any other person as a result of the transactions contemplated hereby.
- 5. Governing Law. This Plan of Merger shall be governed by and construed in accordance with the internal laws of the State of Illinois without regard to the conflict-of-laws provisions of such state.
- 6. Multiple Counterparts. This Plan of Merger may be signed in any number of facsimile or original counterparts each of which shall be considered an original and all of which, when taken together, shall constitute one and the same document.

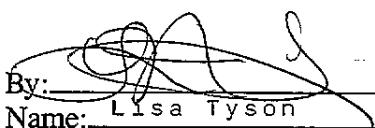
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IN WITNESS WHEREOF, the undersigned have each executed this Plan of Merger to be effective as of the Effective Date.

T.G. LEE FOODS FOUNDATION, INC.

By:   
Name: Lisa N. Tyson  
Title: Vice President

DEAN FOODS FOUNDATION

By:   
Name: Lisa Tyson  
Title: Vice President