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Florida Department of State  
Division of Corporations  
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*Morgan*  
**R. WHITE**  
**NOV 21 2017**

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

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**MERGER OR SHARE EXCHANGE  
EL CONUCO NURSERY, INC.**

**\*\*FILE FIRST\*\***

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RESTATED FOR EL CONUCO NURSERY, INC.\*\*\*\*\***

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** El Conuco Nursery, Inc.  
\_\_\_\_\_  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Jenna Seigel

\_\_\_\_\_  
Contact Person

Bold Legal LLC

\_\_\_\_\_  
Firm/Company

1600 Broadway, Suite 1550

\_\_\_\_\_  
Address

Denver, Colorado 80202

\_\_\_\_\_  
City/State and Zip Code

jseigel@bold.legal

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

For further information concerning this matter, please call:

Jenna Seigel

At ( 720 ) 745-4265

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
El Conuco Nursery, Inc.	Florida	P00000010560

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Grass Roots Ventures, Inc.	Florida	P14000059225

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** \_\_\_\_ / \_\_\_\_ / \_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**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.

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on November 7, 2017.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 7, 2017.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

El Comuco Nursery, Inc.

Grass Roots Ventures, Inc.

Jeffrey E. Feiler, President

Jeffrey E. Feiler, President

## **PLAN OF MERGER**

**(Merger of subsidiary corporation(s))**

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Grass Roots Ventures, Inc.	Florida
_____	_____

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
El Conuco Nursery, Inc.	Florida
_____	_____
_____	_____
_____	_____
_____	_____

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Grass Roots Ventures, Inc. ("Parent") shall be merged with and into El Conuco Nursery, Inc. ("Subsidiary"), which Subsidiary shall be the surviving corporation and which shall continue to exist under the name "El Conuco Nursery, Inc., a Florida corporation" (the "Surviving Corporation"). The separate existence of Parent shall cease. Each issued and outstanding share of Common Stock, \$0.001 par value per share, of Parent will be converted into one share of Common Stock, \$0.001 par value per share, of the Surviving Corporation. Each issued and outstanding share of Class A Stock, \$0.001 par value per share, of Parent shall be converted into one share of Class A Stock, \$0.001 par value per share, of the Surviving Corporation. Each issued and outstanding share of Class B Stock, \$0.001 par value per share, shall be converted into one share of Class B Stock, \$0.001 par value per share, of the Surviving Corporation. Each issued and outstanding share of Common Stock, no par value per share, of Subsidiary shall be cancelled. The capitalization of the Surviving Corporation shall solely consist of all outstanding shares of stock of Parent immediately prior to this filing. All agreements and governing documents of Parent shall become agreements of the Surviving Corporation except that all references to Grass Roots Ventures, Inc. shall become references to El Conuco Nursery, Inc., and such documents shall continue in full force and effect until changed, altered or amended as provided therein.

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Parent is merging into Subsidiary, which is wholly owned by Parent. The exchange and cancellation of stock is described above.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Additional terms are set forth in the Agreement and Plan of Merger of Grass Roots Ventures, Inc. and El Conuco Nursery, Inc.