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MERGER OR SHARE EXCHANGE

UNCLE MATT'S ORGANIC, INC.

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ARTICLES OF MERGER

OF

UNCLE MATT'S FRESH, INC., a Florida corporation
(Document No. P03000005868; Date of Incorporation: January 15, 2003)

INTO

UNCLE MATT'S ORGANIC, INC., a Florida corporation
(Document No. P02000118037; Date of Incorporation: October 29, 2002)

Under Section 607.1105 of Florida Statutes

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned hereby certify by these Articles of Merger as follows:

FIRST: The names of the corporations which are parties to the merger are **UNCLE MATT'S FRESH, INC.,** a Florida corporation (the "First Corporation"), and **UNCLE MATT'S ORGANIC, INC.,** a Florida Corporation (the "Second Corporation"). The surviving corporation is the Second Corporation.

SECOND: The Plan of Merger is annexed hereto as **Exhibit "A"** and incorporated herein by reference in its entirety.

THIRD: The plan of merger was duly adopted by the unanimous vote of the Directors and shareholders of each party to the merger on the 15th day of June, 2009.

FOURTH: This merger shall be effective on the 1st day of July, 2009, pursuant to the provisions of Section 607.1105(1)(b), Florida Statutes.

H. John Feldman, Esquire
Cauthen & Feldman, P.A.
Attorneys at Law
215 North Joanna Avenue
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Florida Bar #0382965
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IN WITNESS WHEREOF, each of the corporations party to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized officers this 15th day of June, 2009.

UNCLE MATT'S FRESH, INC.,
a Florida corporation

By: Matt McLean
MATT McLEAN, President

ATTEST: W.B. McLean, Jr.
W.B. McLEAN, JR., Secretary

UNCLE MATT'S ORGANIC, INC.,
a Florida corporation

By: Matt McLean
MATT McLEAN, President

ATTEST: Susan McLean
SUSAN McLEAN, Secretary

Audit # H09000155619 3**EXHIBIT "A"****AGREEMENT AND PLAN OF MERGER**

This AGREEMENT AND PLAN OF MERGER is dated effective the 1st day of July, 2009 between **UNCLE MATT'S FRESH, INC.**, a Florida corporation, (the "First Corporation") and **UNCLE MATT'S ORGANIC, INC.**, a Florida corporation, (the "Second Corporation"), said corporations being sometimes collectively referred to herein as the "Constituent Corporations".

WITNESSETH:

WHEREAS, the First Corporation, is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital stock of One Thousand (1,000) shares of common stock, of which as of the date hereof Two Hundred (200) shares of common stock were validly issued and outstanding.

WHEREAS, the Second Corporation is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital stock of One Thousand (1,000) shares of common stock, of which as of the date hereof One Hundred (100) shares of common stock are validly issued and outstanding.

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable for the general welfare of such Constituent Corporation and its shareholders that the First Corporation be merged into the Second Corporation.

WHEREAS, the Shareholders of the First Corporation will receive in exchange for their stock in the First Corporation, common stock of the Second Corporation, as more fully described in ARTICLE VI hereafter.

NOW, THEREFORE, the Constituent Corporations hereby agree that the First Corporation, shall be merged with and into the Second Corporation in accordance with the applicable laws of the State of Florida and the terms and conditions of the following Plan of Merger.

ARTICLE I**THE CONSTITUENT CORPORATIONS**

The names of the Constituent Corporations to the merger are **UNCLE MATT'S FRESH, INC.**, a Florida corporation, (Florida Charter No. P03000005868) and **UNCLE MATT'S ORGANIC, INC.**, a Florida Corporation, (Florida Charter No. P02000118037).

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ARTICLE II
THE MERGER; THE SURVIVING CORPORATION

On the Effective Date, as hereinafter defined, the First Corporation shall be merged into the Second Corporation, in accordance with the applicable provisions of Chapter 607 of the Florida Statutes (the Florida Business Corporation Act). The Second Corporation shall be the surviving Corporation, and shall continue to be governed by the laws of the State of Florida.

ARTICLE III
THE EFFECT OF THE MERGER

From and after the filing of the Articles of Merger in accordance with Article VII hereof, the Constituent Corporations shall be a single corporation, which shall be the Second Corporation. From and after such filing, the separate existence of the First Corporation, shall cease, while the corporate existence of the Second Corporation, shall continue unaffected and unimpaired. The Second Corporation shall continue to have all the rights, privileges, immunities, and powers, and shall continue to be subject to all the duties and liabilities, of a corporation organized under the Florida Business Corporation Act. The Second Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the Constituent Corporations. All property, real, personal and mixed, and all debts on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Second Corporation without further act or deed. The title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of such merger. The Second Corporation shall henceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if such merger had not taken place, or the Second Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such merger.

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ARTICLE IV
SUPPLEMENTARY ACTION

If at any time after the Effective Date any further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect, confirm or record in the Second Corporation the title to any property or rights of either of the Constituent Corporations, or otherwise to carry out the provisions of this Agreement and Plan of Merger, the proper officers and directors of the respective Constituent Corporations as of the Effective Date shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest or to perfect or confirm title to such property or rights in the Second Corporation and otherwise to carry out the purposes and provisions of this Agreement and Plan of Merger.

ARTICLE V
CERTIFICATE OF INCORPORATION AND BYLAWS; OFFICERS AND DIRECTORS

(a) The Certificate of Incorporation and Bylaws of the Second Corporation, as heretofore amended and in effect on the Effective Date, shall remain the Certificate of Incorporation and Bylaws of the Second Corporation, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

(b) The persons who shall serve as directors of the Second Corporation shall be:

MATT McLEAN
W.B. McLEAN, JR.
W.B. McLEAN, III
ALEX HOWELL
SUSAN McLEAN

The persons who shall serve as officers of the Second Corporation and the offices in which they shall serve, shall be:

President:	MATT McLEAN
Vice President:	W.B. McLEAN, III
Secretary:	SUSAN McLEAN
Treasurer:	ALEX HOWELL

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ARTICLE VI
TREATMENT OF SHARES OF CONSTITUENT CORPORATIONS

(a) Each share of the common stock of the Second Corporation, outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII, shall continue in existence as a share of the merged corporations and there shall be no distribution of cash or securities with respect thereto.

(b) Each share of the common stock of the First Corporation, outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII shall, by virtue of the merger and without any action on the part of the holder thereof, cease to exist and be cancelled, and the common stock of the First Corporation, cash, securities or other property to be issued in respect thereof shall be as follows:

1. The Second Corporation shall issue to **MATT McLEAN**, in exchange for his Fifty (50) shares of common stock of the First Corporation, Fifty (50) shares of the authorized common stock of the Second Corporation.

2. The Second Corporation shall issue to **ALEX HOWELL**, in exchange for his fifty (50) shares of common stock of the First Corporation, Fifty (50) shares of the authorized common stock of the Second Corporation.

3. The Second Corporation shall issue to **W.B. McLEAN, JR.**, in exchange for his fifty (50) shares of common stock of the First Corporation, Fifty (50) shares of the authorized common stock of the Second Corporation.

4. The Second Corporation shall issue to **W.B. McLEAN, III**, in exchange for his fifty (50) shares of common stock of the First Corporation, Fifty (50) shares of the authorized common stock of the Second Corporation.

ARTICLE VII
APPROVAL BY SHAREHOLDERS

This Plan of Merger shall be submitted to the respective shareholders of the Constituent Corporations for approval as provided by the Florida Business Corporation Act on the 15th day of June, 2009. If duly adopted by the requisite vote of such shareholders, Articles of Merger meeting the requirements of the Florida Business Corporation Act shall be filed immediately in the appropriate office in Florida

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ARTICLE VIII
EFFECTIVE DATE

The merger of the First Corporation, into the Second Corporation, shall become effective the 1st day of July, 2009 in accordance with the Florida Business Corporation Act. The date on which such merger shall become effective is herein called the "Effective Date".

ARTICLE IX
COVENANTS OF THE FIRST CORPORATION

The First Corporation covenants and agrees that: (a) it will not further amend its certificate of incorporation prior to the Effective Date, and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

ARTICLE X
TERMINATION

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of either of the Constituent Corporations at any time prior to the filing of the Articles of Merger.

ARTICLE XI
COUNTERPARTS

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

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IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

UNCLE MATT'S FRESH, INC., a Florida Corporation

By: 
MATT McLEAN, President

**UNCLE MATT'S ORGANIC, INC.,
a Florida Corporation**

By: 
MATT McLEAN, President