

P03000060620

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

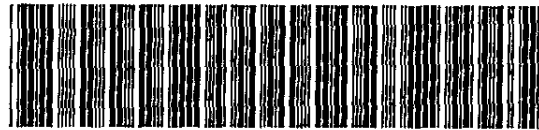
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



300073126033

*Merger  
Texas*

05/01/08 -01074---003 \*\*70.00

FILED  
06 MAY -1 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301

*Law Offices*  
**SPENCER & TAYLOR, L.L.P.**  
401 Lime Kiln Road  
Lexington, Virginia 24450  
Telephone: (540) 463-7138  
Facsimile: (540) 464-6500

Thomas C. Spencer  
Lee R. Taylor

Sandra J. Clark, Paralegal  
Alan B. Tilson, Paralegal  
Janet D. Tomlin, Paralegal

April 26, 2006

Amendment Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Subject: Merger between Sunny Brook Farm, Inc., a Florida corporation and Sunny Brook Farm, Inc., a Virginia corporation

Gentlemen:

I am submitting the original Articles of Merger and a copy of the Plan of Merger to be filed along with my firm's check in the amount of \$70.00 representing the filing fee. The original Plan of Merger has been filed with the Virginia State Corporation Commission.

Please return all correspondence concerning this matter to:

Lee R. Taylor  
Spencer & Taylor, LLP  
401 Lime Kiln Road  
Lexington, VA 24450  
Phone: 540-463-7138

For further information concerning this matter, please call:

Lee R. Taylor at the number listed above.

Sincerely,



Lee R. Taylor

LRT/jt

Enclosures

cc: Sunny Brook Farm, Inc.

**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>
Sunny Brook Farm, Inc.	Virginia	0654984-4

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Sunny Brook Farm, Inc.	Florida	P03000040620

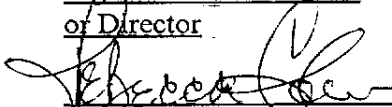
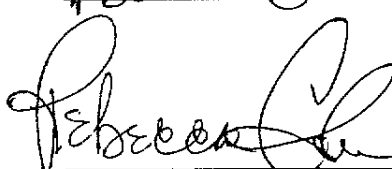
**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date that a Certificate of Merger is issued by the Virginia State Corporation Commission.

**Fifth:** Adoption of Merger by surviving corporation -  
The Plan of Merger was unanimously adopted by the shareholders of the surviving corporation on April 6, 2006.

**Sixth:** Adoption of Merger by merging corporation -  
The Plan of Merger was unanimously adopted by the shareholders of the surviving corporation on April 6, 2006.

**Seventh:** SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
Sunny Brook Farm, Inc. (VA)		Rebecca Cohen, Sole Director and Sole Shareholder
Sunny Brook Farm, Inc. (FL)		Rebecca Cohen, Sole Director and Sole Shareholder

FILED  
06 MAY - 1 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

---

## **PLAN OF MERGER**

WHEREAS, Sunny Brook Farm, Inc., (FL) is a corporation formed and existing under the laws of the State of Florida, having filed Articles of Incorporation on June 3, 2003. A copy of the original Articles of Incorporation is attached hereto; and

WHEREAS, Sunny Brook Farm, Inc. (VA) is a corporation formed and existing under the laws of the State of Virginia, having filed Articles of Incorporation and being issued a Certificate of Incorporation on March 21, 2006. A copy of the Certificate of Incorporation is attached hereto; and

WHEREAS, the Directors of each corporation have determined that it is desirable and appropriate for the corporations to merge. They have developed the following Plan of Merger:

- (1) The two above named corporations shall merge and the survivor corporation shall be Sunny Brook Farm, Inc., a domestic corporation of the Commonwealth of Virginia.
- (2) The merger shall be effective immediately upon issuance of a Certificate of Merger by the Virginia State Corporation and shall not be conditioned upon the occurrence of any events or other matters.
- (3) Upon issuance of the Certificate of Merger, the outstanding shares of stock issued by Sunny Brook Farm, Inc. (FL) shall be converted on a 1:1 basis to shares of Sunny Brook Farm, Inc. (VA).
- (4) There shall be no changes in the Articles of Incorporation of the survivor corporation. The Articles originally filed, a copy of which is attached, shall be the Articles of Incorporation for the surviving corporation.
- (5) This Plan of Merger may not be amended without unanimous approval of the Shareholders of both corporations.

Unanimously approved this 6th day of April, 2006 by the Shareholders and Directors of  
Sunny Brook Farm, Inc. (FL) and Sunny Brook Farm, Inc. (VA).

Sunny Brook Farm, Inc. (FL)  
By: Rebecca Cohen  
Rebecca Cohen, Sole Director

Sunny Brook Farm, Inc. (FL)  
By: Rebecca Cohen  
Rebecca Cohen, Sole Shareholder

Sunny Brook Farm, Inc. (VA)  
By: Rebecca Cohen  
Rebecca Cohen, Sole Director

Sunny Brook Farm, Inc. (VA)  
By: Rebecca Cohen  
Rebecca Cohen, Sole Shareholder

STATE OF VIRGINIA, CITY OF LEXINGTON

I hereby certify this to be  
a true copy of the original.

Janet D. Tomlin  
Notary Public  
My commission expires: 9/30/2009

**ARTICLES OF INCORPORATION  
OF  
SUNNY BROOK FARM, INC.**

SUBMITTED FOR FILING

JUN 03 2003

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PO BOX 1000000

I, THE UNDERSIGNED subscriber of the Articles of Incorporation, each being a natural person competent to contract, hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE ONE**

The name of this corporation shall be

**SUNNY BROOK FARM, INC.**

**ARTICLE TWO**

**DURATION:** The corporation shall commence corporate existence upon the filing of these Articles of Incorporation with the Secretary of the State of Florida, and continue in perpetual existence unless sooner dissolved as provided by law.

**ARTICLE THREE**

The purpose of the corporation shall be to such extent as a corporation organized under the Florida corporate law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights

and privileges which a corporation may now or hereafter be organized to do or to exercise under the laws governing corporations of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore, or to otherwise engage in any lawful activity either within or without the State of Florida. The corporation may buy, sell, lease, license, rent, encumber, deal in or otherwise dispose of real or personal property including retail or wholesale sales, manufacturing, assembling, act as commission, merchant, broker, jobber, dealer, import, export, service business, or any other lawful business activity without limitation. To do any and all other acts and things as are necessary or convenience to the attainment of the purposes of this Corporation and any of them, to the same extent as natural persons lawfully might or could do in any part of the world, insofar as such acts are permitted to be done by a corporation organized under the Corporation Law of this state.

#### **ARTICLE FOUR**

CAPITAL STOCK: The authorized Capital Stock of this company shall be 7500 shares of Common Stock, each having a par value of \$1.00 and full voting rights. Consideration for each share shall be \$1.00 in money, property, or other consideration.

#### **ARTICLE FIVE**

The initial street address of the corporation's office and the name and address of the initial Registered Agent is as follows:

**CORPORATION ADDRESS:**

26185 S.W. 152<sup>nd</sup> Avenue  
Homestead, Florida 33032

**REGISTERED AGENT AND ADDRESS:**

Ainslee R. Ferdie  
717 Ponce de Leon Blvd., #215  
Coral Gables, Fl. 33134

The principal place of business is at 26185 S.W. 152<sup>nd</sup> Avenue, Homestead, FL. 33032

**ARTICLE SIX**

Director: There shall be one director constituting the initial

Board of Directors as follows:

Rebecca Cohen  
26185 S.W. 152<sup>nd</sup> Avenue  
Homestead, Florida 33032

The number of Director may be increased or decreased by the by-laws, but shall not be less than one.

**ARTICLE SEVEN**

**SUBSCRIBER:** Name and Post Office address of the Subscribers to this Articles of Incorporation and the number of shares of stock they agree to take and the value or the consideration t hereof is:

**NAME AND ADDRESS:**

**SHARES OF COMMON STOCK/CONSIDERATION**

Rebecca Cohen  
26185 S.W. 152<sup>nd</sup> Avenue  
Homestead, Florida 33032

7500.00

**ARTICLE EIGHT**


It is indicated that the stock of this corporation be issued to take advantage of Section 1244 of the Internal Revenue Code of 1959, and be in accordance with the provisions therein.



## ARTICLE NINE

The by-laws of the corporation may be made by the Directors.



IN WITNESS WHEREOF, I have set our hands and seals at Miami-Dade County, Florida, this 30<sup>th</sup> day of May, 2003.

  
REBECCA COHEN

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE ) SS

**ON THIS DAY PERSONALLY** appeared before me, a Notary Public, **REBECCA COHEN**, to me known to be the person described in and who signed the foregoing Articles of Incorporation, and she acknowledged to me that he signed the same freely and voluntarily, and he did take an oath.

WITNESS our hands and seals at Miami-Dade County, Florida, this 30<sup>th</sup> day of May, 2003.

  
Notary Public, State of Florida  


# Commonwealth of Virginia



## STATE CORPORATION COMMISSION

*Richmond, March 21, 2006*

*This is to certify that the certificate of incorporation of*

**Sunny Brook Farm, Inc.**

*was this day issued and admitted to record in this office and that  
the said corporation is authorized to transact its business subject  
to all Virginia laws applicable to the corporation and its business.  
Effective date: March 21, 2006*



*State Corporation Commission*

*Attest:*

*Joel H. Beck*  
Clerk of the Commission