

P030000062017

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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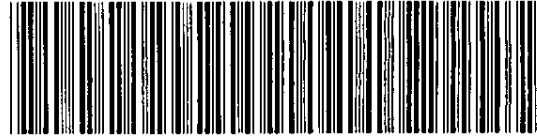
(Business Entity Name)

(Document Number)

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

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*merged*

FILED  
16 JAN 20 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAN 21 2016  
A RAMSEY

RECEIVED  
DEPARTMENT OF STATE  
16 JAN 20 AM 10:57

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 964227 7894067

AUTHORIZATION :

*[Signature]*

COST LIMIT : \$70.00

ORDER DATE : January 20, 2016

ORDER TIME : 9:49 AM

ORDER NO. : 964227-005

CUSTOMER NO: 7894067

ARTICLES OF MERGER

MBC (FLORIDA) CORPORATION

INTO

CALBEN (FLORIDA) CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: \_\_\_\_\_

## **ARTICLES OF MERGER**

**(Profit Corporations)**

FILED

16 JAN 20 AM 10:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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)
Calben (Florida) Corporation	Florida	P03000062017

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MBC (Florida) Corporation	Florida	P03000062037

**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 January 20, 2016.

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 January 20, 2016.

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

Calben (Florida) Corporation

Robert A. Hamm

Robert A. Harris IV, Vice President/Secretary

MBC (Florida) Corporation

Robert Hamilton

Robert A. Harris IV, Vice President/Secretary

## **AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (this "Plan") is made and entered into effective as of January 20, 2016, by and between Calben (Florida) Corporation, a Florida corporation (the "Company"), and MBC (Florida) Corporation, a Florida corporation (the "Target").

### **Background:**

- A. The Company is a Florida corporation in good standing under the laws of the State of Florida.
- B. The Target is Florida corporation in good standing under the laws of the State of Florida.
- C. Both the Company and the Target are wholly-owned subsidiaries of Calben (US) Corporation, a Delaware corporation (the "Parent").
- D. The Parent has determined that it is advisable and in the best interests of both the Company and the Target for the Target to merge with and into the Company with the Company being the surviving entity upon the terms and conditions herein provided.
- E. The sole shareholder and the board of directors of both the Company and the Target have approved this merger of the Target into the Company.
- F. This Plan is in compliance with Section 607.1101 of the Florida Business Corporation Act.

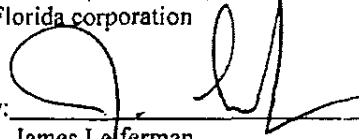
### **Agreement:**

**NOW, THEREFORE**, the Company and the Target agree as follows:

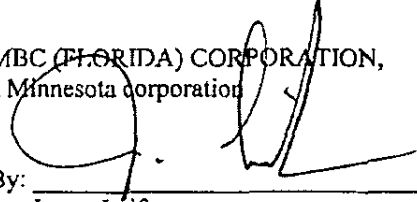
- 1. **Merger.** The Target shall merge with and into the Company under and in accordance with the terms and conditions of this Plan and all applicable law, including, but not limited to, Section 607.1101 of the Florida Business Corporation Act (such transaction hereinafter referred to as the "Merger").
- 2. **Effective Time.** The Merger shall be effective upon the filing of the Articles of Merger with the Secretary of State for the State of Florida (the "Effective Time").
- 3. **Surviving Company.** The surviving company (the "Surviving Company") in the Merger shall be the Company, and the name of the Surviving Company shall be "Calben (Florida) Corporation." At the Effective Time, the separate corporate existence of the Target shall cease and the Company shall succeed to the property and assets of, and be entitled to exercise all powers and privileges of, MBC (Florida) Corporation and shall assume and be liable for all of the debts, liabilities and obligations of MBC (Florida) Corporation in accordance with Section 607.1106 of the Florida Business Corporation Act.
- 4. **Cancellation of Shares Pursuant to Merger.** As of the Effective Time of the Merger, (i) each share of the Company's stock issued and outstanding immediately prior to the Merger shall remain outstanding, and (ii) each share of the Target shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and no shares of the Company shall be issued in lieu thereof.
- 5. **Governing Documents.** At the Effective Time, the Articles of Incorporation and Bylaws of the Company shall continue in effect as the Articles of Incorporation and Bylaws of the Surviving Company.

IN WITNESS WHEREOF, the Company and Target have executed this Agreement and Plan of Merger as of the date indicated in the introductory paragraph.

CALBEN (FLORIDA) CORPORATION,  
a Florida corporation

By:   
James Leiferman  
President

MBG (FLORIDA) CORPORATION,  
a Minnesota corporation

By:   
James Leiferman  
President