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MERGER OR SHARE EXCHANGE
KING GROVE ORGANIC FARM, INC.

Corporate Merger & Name Change
Currently: Kent Callahan Corporation, will be known as King Grove Organic Farm, Inc. after merger.

Certificate of Status	0
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**ARTICLES OF MERGER
AND
CERTIFICATE OF MERGER**

The following Articles of Merger and Certificate of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1109, Florida Statutes, and in accordance with the Florida Revised Uniform Limited Partnership Act, pursuant to Section 620.2108, Florida Statutes:

First: The name, form/entity type, and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Kent Callahan Corporation	Florida	Corporation

Second: The name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Kent Callahan, Ltd.	Florida	Limited Partnership
Kent Callahan Management, Inc.	Florida	Corporation

Third: The attached Agreement and Plan of Merger was approved by a unanimous vote of the shareholders and directors of Kent Callahan Corporation (the surviving corporation) on December 17, 2014; by a unanimous vote of the directors and the sole shareholder of Kent Callahan Management, Inc. on December 17, 2014; and by both the sole general partner and the sole limited partner of Kent Callahan, Ltd. on December 17, 2014, in accordance with the applicable provisions of Chapters 607 and 620, Florida Statutes.

Fourth: The merger shall become effective on December 31, 2014.

Fifth: Article I of the Articles of Incorporation of Kent Callahan Corporation, the surviving corporation in the merger, shall be amended and restated in its entirety to read as follows:

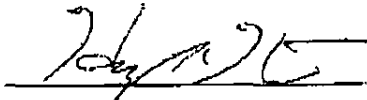
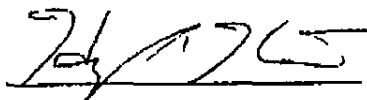
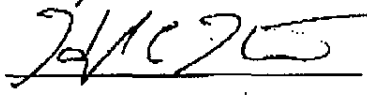
"ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be King Grove Organic Farm, Inc."

Except as otherwise provided above, the Articles of Incorporation of Kent Callahan Corporation, as in effect on the effective date of the merger, shall be, and continue to be, the Articles of Incorporation of the surviving corporation.

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Sixth: SIGNATURES FOR EACH PARTY

<u>Name of Entity/Organization</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
Kent Callahan, Ltd.		Kent Callahan Management, Inc., sole General Partner, by Hugh C. Kent, President
Kent Callahan Management, Inc.		Hugh C. Kent, President
Kent Callahan Corporation		Hugh C. Kent, President

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is entered into this 17th day of December, 2014, by and between KENT CALLAHAN, LTD., a Florida limited partnership ("KC Limited"), KENT CALLAHAN MANAGEMENT, INC., a Florida corporation ("KC Management") and KENT CALLAHAN CORPORATION, a Florida corporation ("KC Corp"). KC Limited is sometimes referred to as the "Merging Partnership" and KC Management is sometimes referred to as the "Merging Corporation." Collectively, KC Limited and KC Management are sometimes referred to as the "Merging Entities." KC Corp is sometimes referred to herein as the "Surviving Corporation."

RECITALS

A. KC Corp is a Florida corporation and is an S corporation for federal income tax purposes. KC Management is a Florida corporation and a wholly-owned subsidiary of KC Corp, and is a "qualified Subchapter S subsidiary" for federal income tax purposes. KC Limited is a Florida limited partnership, the sole general partner of which is KC Management and the sole limited partner of which is KC Corp. KC Management and KC Limited are both treated as "disregarded entities" for federal income tax purposes.

B. The parties have determined that KC Management and KC Limited shall be merged with and into KC Corp, effective as of December 31, 2014, and that KC Corp shall be the sole surviving entity immediately following the merger ("Merger").

C. The shareholders and directors of both KC Corp and KC Management have unanimously approved the Merger, both on behalf of their respective corporations and in such corporations' capacities as the sole partners of KC Limited.

D. The Merger of KC Limited with and into KC Corp shall be consummated in accordance with applicable Florida law, including Sections 607.1108 through 607.11101, and Sections 620.2106 through 620.2109, Florida Statutes.

E. The Merger of KC Management with and Into KC Corp shall be consummated in accordance with applicable Florida law, including Sections 607.1101 through 607.1103, 607.1105, 607.1106 and 607.1109, Florida Statutes.

NOW, THEREFORE, in consideration of the mutual promises set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by all parties hereto, the Merger shall be consummated in accordance with the following terms and conditions:

I. Recitals. The Recitals set forth in Paragraphs A through E above are true and correct and are incorporated herein by reference.

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2. Names, Street Addresses, Entity Types and Jurisdictions of Constituent Parties.

2.1 Names, Street Addresses, Entity Types and Jurisdictions of Merging Entities. The name, street address, entity type and jurisdiction of the Merging Entities are as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Kent Callahan, Ltd. 19714 County Road 44A Eustis, FL 32736	Florida	Limited Partnership
Kent Callahan Management, Inc. 19714 County Road 44A Eustis, FL 32736	Florida	Corporation

2.2 Name, Street Address, Entity Type and Jurisdiction of Surviving Corporation. The name, street address, entity type and jurisdiction of the Surviving Corporation are as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Kent Callahan Corporation 19714 County Road 44A Eustis, FL 32736	Florida	Corporation

3. Effective Date. The "Effective Date" of the Merger shall be December 31, 2014.

4. Effects of Merger.

4.1 Certain Effects of Merger. On the Effective Date, the separate existence of the Merging Entities shall cease, and the Merging Entities shall be merged with and into the Surviving Corporation, which shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Merging Entities; and all and singular, the rights, privileges, powers and franchises of the Merging Entities, and all property, real, personal and mixed, and all debts due to the Merging Entities, on whatever account, as well for all other things in action or belonging to the Merging Entities, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises and all and every other interest of the Merging Entities shall be thereafter the property of the Surviving Corporation as they were of the Merging Entities, and the title to any real estate vested by deed or otherwise, under the laws of Florida or any other jurisdiction, in the Merging Entities, shall not revert or be in any way impaired but shall vest in the Surviving Corporation by operation of law by reason of the Merger; and all rights of creditors and all liens upon any property of the Merging Entities shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Entities shall thenceforth attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. At any time, or from time

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to time, after the Effective Date, the officers of the Surviving Corporation may, in the name of the Merging Entities, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all of the Merging Entities' properties, rights, privileges, powers, franchises and immunities, and otherwise to carry out the purposes of this Plan of Merger.

5. Name of Surviving Corporation; Articles of Incorporation.

5.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be King Grove Organic Farm, Inc.

5.2 Articles of Incorporation. Article I of the Articles of Incorporation of KC Corp shall be amended in its entirety on the Effective Date to read as follows:

"ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be King Grove Organic Farm, Inc."

Except as otherwise provided in this Paragraph 5.2, the Articles of Incorporation of KC Corp, as in effect on the date hereof, shall from and after the Effective Date be and continue to be the Articles of Incorporation of the Surviving Corporation.

5.3 Bylaws. The Bylaws of KC Corp, from and after the Effective Date, shall be and continue to be the Bylaws of the Surviving Corporation until changed or amended, in accordance with the terms thereof.

6. Status of KC Limited Partnership Interests, KC Management Stock and KC Corp Stock. The manner and basis of converting the partnership interests of KC Limited and shares of common capital stock of KC Management into shares of common capital stock of KC Corp are as follows:

6.1 KC Limited Partnership Interests. The general partnership interest held by KC Management in KC Limited, and the limited partnership interest held by KC Corp in KC Limited, without any action on the part of the holder thereof, shall be extinguished by reason of the Merger.

6.2 KC Management Stock. The one thousand (1,000) shares of common stock held by KC Corp in KC Management, without any action on the part of the holder thereof, shall be extinguished by reason of the Merger.

6.3 KC Corp Stock. All shares of common stock of KC Corp which were issued and outstanding immediately prior to the Effective Date shall continue to be issued and outstanding on and after the Effective Date, and no additional shares of common stock of KC Corp shall be issued by reason of the Merger.

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7. Miscellaneous.

7.1 Termination. This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger and whether before or after approval of this Plan of Merger, if the general partner of KC Limited, the directors of KC Management or the directors of KC Corp duly adopt a resolution abandoning this Agreement and Plan of Merger.

7.2 Counterparts. For the convenience of the parties hereto, this Agreement and Plan of Merger may be executed in counterparts, each of which shall be deemed to be an original and shall be binding upon the party or parties who executed the same, but all of such counterparts shall constitute one and the same instrument. Counterpart signatures received through facsimile transmission shall bind the party whose signature is so received as if such signature were an original.

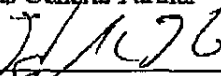
IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

WITNESSES:

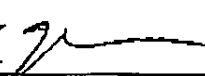
"KC LIMITED"

KENT CALLAHAN, LTD., a Florida limited partnership

By: KENT CALLAHAN MANAGEMENT, INC., as General Partner


By: 
Hugh C. Kent, President

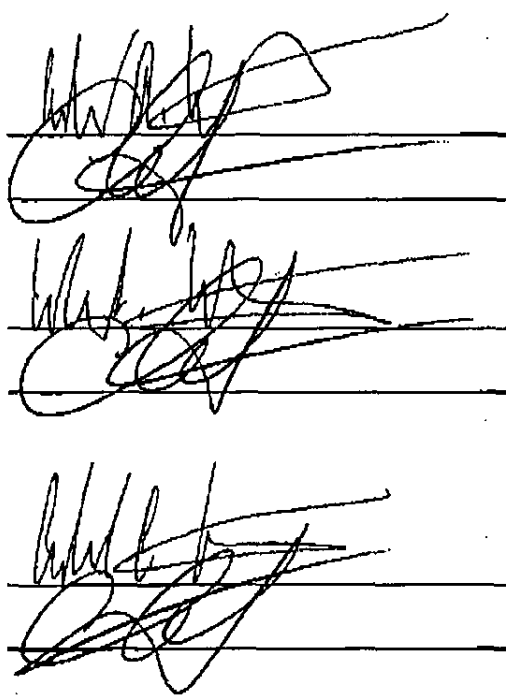
By: KENT CALLAHAN CORPORATION, as Limited Partner

By: 
Hugh C. Kent, President

"KC MANAGEMENT"

KENT CALLAHAN MANAGEMENT, INC.

By: 
Hugh C. Kent, President



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"KC CORP"

KENT CALLAHAN CORPORATION

By:


Hugh C. Kent, President