

3/24/2020

Division of Corporations

## Florida Department of State

Corporations  
Filing Cover Sheet

Note: Please print this page as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H20000091439 3)))



H200000914393ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.  
Doing so will generate another cover sheet.

To:

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

From:

Account Name : HENDERSON, FRANKLIN, STARNES & HOLT, P.A.  
Account Number : 075410002172  
Phone : (239)344-1100  
Fax Number : (239)344-1529

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: hfra@henlaw.com

## MERGER OR SHARE EXCHANGE

CFI Florida Holdings, Inc

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

2020 MAR 26 PM 2:20

2020 MAR 26 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



March 25, 2020

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CFI FLORIDA HOLDINGS, INC.  
16601 BEAR CUB COURT  
FORT MYERS, FL 33908

SUBJECT: CFI FLORIDA HOLDINGS, INC.  
REF: P06000141497

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

As of January 1, 2020, the form for merging a Profit Corporation has changed. Please use the new Profit Corporation Merger with other Corporation form located on our website ([www.sunbiz.org](http://www.sunbiz.org)).

As a condition of a merger, pursuant to s.607.1622(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Terri J Schroeder  
Regulatory Specialist III

FAX Aud. #: H20000091439  
Letter Number: 520A00006481

FAX AUDIT NO.: H20000091439 3

**ARTICLES OF MERGER**

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
CFI FLORIDA HOLDINGS, INC.	FLORIDA	CORPORATION	P06000141497

**SECOND:** The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
CREATIVE FOOD INGREDIENTS, INC	FLORIDA	CORPORATION	P93000025528

**THIRD:** The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

FAX AUDIT NO.: H20000091439 3

**FOURTH:** Please check one of the boxes that apply to surviving entity:

- ☐ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☒ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

**FIFTH:** Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required. (Attached)
- ☐ The plan of merger did not require approval by the shareholders.

**SIXTH:** Please check box below if applicable to foreign corporations

- ☐ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

**SEVENTH:** Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.



20 MAR 26 AM 9:06  
ONE PAGE  
LAHACSE F. 910000

FAX AUDIT NO.: H20000091439 3

**EIGHTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**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.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
CFL FLORIDA HOLDINGS, INC.		A. WILLIAM O'FLAHERTY
CREATIVE FOOD INGREDIENTS, INC.		A. WILLIAM O'FLAHERTY

Corporations:

Chairman, Vice Chairman, President or Officer  
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

2020 MAR 26 AM 9:46  
RECEIVED  
FACILITY  
ALLAH VESSE - 10000

FAX AUDIT NO.: H20000091439 3

## PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 607.1101, Florida Statutes, which was adopted and approved by each party to the merger in accordance with the applicable provisions of Chapter 607, Florida Statutes.

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

CFI Florida Holdings, Inc., a Florida corporation

**SECOND:** The name and jurisdiction of the merging corporation:

Creative Food Ingredients, Inc., a Florida corporation

**THIRD:** The terms and conditions of the merger are as follows:

1. Merger. In accordance with the provisions of the Florida Business Corporation Act, Creative Food Ingredients, Inc. (the "Merging Entity"), shall merge with and into CFI Florida Holdings, Inc. (the "Corporation") (the "Merger"), the separate existence of the Merging Entity shall cease, and the Corporation shall survive the Merger and continue to exist as the surviving entity (the "Surviving Entity"). The merger has been consented to by all the directors and shareholders of the Surviving Entity and the Merging Entity.

2. Effective Date. The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

3. Effect of Merger. The Merger shall have the effect set forth in the Florida Business Corporation Act.

4. Surviving Shareholders. The shareholders of the Surviving Entity as of the Effective Date shall remain the shareholders of the Surviving Entity following the Effective Date.

5. Surviving Officers/Directors. The officers and directors of the Surviving Entity, in office immediately prior to the Effective Date, shall continue to be the officers and directors of the Surviving Entity after the Merger and shall hold office in accordance with the Bylaws of the Surviving Entity.

**FOURTH:**

A. The manner and basis of converting the shares, interests, obligations or other securities of the Merging Entity into the shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property is as follows:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2020 MAR 26 AM 9:46

FILED

FAX AUDIT NO.: H20000091439 3

Immediately prior to the Effective Date, one hundred percent (100%) of the outstanding shares of the Merging Entity are owned by the Surviving Entity. Upon the Effective Date, each share of stock of Merging Entity then outstanding shall be cancelled and each share of stock of the Surviving Entity that is outstanding immediately prior to the Effective Date shall continue to represent an outstanding share of stock of the Surviving Entity following the Merger.

B. The manner and basis of converting the rights to acquire the shares, interests, obligations or other securities of the Merging Entity into the rights to acquire the shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property is as follows:

There are no authorized or outstanding rights to acquire shares, interests, obligations or other securities of the Merging Entity. Therefore, there is no manner or basis of converting rights to acquire shares, interests, obligations or other securities of the Merging Entity into rights to acquire shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property.

FIFTH: Pursuant to the provisions of section 607.1006, Florida Statutes, the Surviving Entity adopts the following amendment to Article I of its Articles of Incorporation:

"The name of the corporation is "TRIPLE F INVESTMENTS, INC."

2020 MAR 26 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FAX AUDIT NO.: H20000091439 3

Articles of Amendment  
to  
Articles of Incorporation  
of  
CFI FLORIDA HOLDINGS, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P06000141497

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

TRIPLE F INVESTMENTS, INC.

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

(Florida street address)

New Registered Office Address: \_\_\_\_\_, Florida

(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

\_\_\_\_\_  
Signature of New Registered Agent, if changing

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (e), F.S.

SECRETARY  
TALLAHASSEE, FLORIDA

2020 MAR 26 AM 9:46



## FAX AUDIT NO.: H20000091439 3

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change      PT      John Doe  
☒ Remove      V      Mike Jones  
☒ Add      SV      Sally Smith

2020 MAR 26 AM 9:46  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

FAX AUDIT NO.: H20000091439 3

**E. If amending or adding additional Articles, enter change(s) here:**  
(Attach additional sheets, if necessary). (Be specific)

2020 MAR 26 AM 9:46  
SECURITY OF STATE  
TALLAHASSEE, FLORIDA

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:  
(if not applicable, indicate N/A)

1

FAX AUDIT NO.: H20000091439 3

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment 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.

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by \_\_\_\_\_,"  
(voting group)

Dated ✓ Mar. 26 / 20

Signature ✓ 

(By a director, president or other officer - If directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

A. WILLIAM O'FLAHERTY

\_\_\_\_\_  
(Typed or printed name of person signing)

PRESIDENT

\_\_\_\_\_  
(Title of person signing)

2020 MAR 26 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA