

P07000 1/Kd 23

(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



600198938606

03/23/11--01012--022 **35.00

03/23/11--01012--023 **35.00

FILED

2011 MAR 23 AM 9:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
S
3-24-11

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MORHAIN USA, INC.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

CATHERINE R. HENIN-CLARK, ATTY.
Contact Person

CATHERINE R. HENIN-CLARK, P.A.
Firm/Company

1151 N. ORANGE AVE. SUITE 200
Address

WINTER PARK, FL. 32789
City/State and Zip Code

CHENIN92@BELLSOUTH.NET
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

CATHERINE R. HENIN-CLARK At (407) 426-2095
Name of Contact Person Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

FILED
2011 MAR 23 AM 9:02
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)
<u>MORHAIN USA, INC</u>	<u>FLORIDA</u>	<u>P07000116123</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>HENIN FOODS DAYTONA, INC.</u>	<u>FLORIDA</u>	<u>P08000089243</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 03/16/2009 (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.)

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on

MARCH 16, 2009 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 MARCH 19, 2009.

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)

Name of Corporation

Typed or Printed Name of Individual & Title

HENIN FOODS DAYTONA, INC

DAVID MORHAIN, PRESIDENT

MORHAIN USA, INC

DAVID MORHAIN, PRESIDENT

PLAN OF MERGER

Morhain USA, Inc., a Florida corporation and **Henin Foods Daytona, Inc.**, a Florida corporation, hereby adopt the following Plan of Merger pursuant to § 607.1101, Florida Statutes.

1. **Merged Corporations.** The names of each corporation planning to merge are Morhain USA, Inc., a Florida corporation, and Henin Foods Daytona, Inc., a Florida corporation.

2. **Name of Surviving Corporation.** The name of the surviving corporation shall **Morhain USA, Inc.**

3. **Implementation of Merger; Duties and Obligations of Surviving Corporation.** On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

4. **Conversion of Shares.** The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the common stock of Henin Foods Daytona, Inc. issued and outstanding on the effective date of the merger shall be converted into twenty shares of the common stock of the surviving corporation, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

5. **Changes in Articles of Incorporation.** The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

6. **Changes in Bylaws.** The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

7. **Directors and Officers.** The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

8. **Prohibited Transactions.** Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may and take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

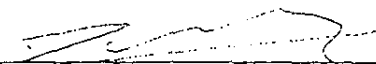
9. **Approval by Stockholders.** This plan of merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before March 16, 2009, or at such other time as to which the boards of directors of the constituent corporations may agree.

10. **Effective Date of Merger.** The effective date of this merger shall be March 16, 2009.


11. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Dated this 16th day of March, 2009.

MORHAIN USA, INC.

By 
David Morhain
Chairman of the Board of Directors

HENIN FOODS DAYTONA, INC.

By 
David Morhain
Chairman of the Board of Directors

Articles of Merger
of MORHAIN USA, INC., and HENIN FOODS DAYTONA, INC.
(FS § 607.1105)

MORHAIN USA, INC., and HENIN FOODS DAYTONA, INC., being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger,

1. A copy of the Plan of Merger is annexed hereto as Exhibit "A".
2. The effective date of the Merger is March 16, 2009.
3. MORHAIN USA, INC. adopted the Plan of Merger on March 16, 2009 by unanimous vote of the shareholders and board of directors.
4. HENIN FOODS DAYTONA, INC. adopted the Plan of Merger on March 16, 2009 by unanimous vote of the shareholders and board of directors.

MORHAIN USA, INC.
a Florida corporation

By _____
President

Secretary or Assistant
Secretary

(CORP. SEAL)

HENIN FOODS DAYTONA, INC.
a Florida corporation

By _____
President

Secretary or Assistant
Secretary

(CORP. SEAL)

STATE OF FLORIDA
COUNTY OF ORANGE

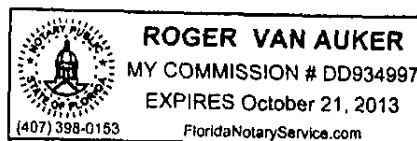
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared David & Melanie Morhain, as President of MORHAIN USA, INC. who executed the foregoing instrument and acknowledged before me that he or she executed the same on behalf of said corporation and for the purposes therein expressed. *and Secretary*

WITNESS my hand and official seal in Orlando, Florida this 16 day of March 2009.

My commission expires:

Notary Public

STATE OF FLORIDA
COUNTY OF ORANGE



I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Melanie Merhavy Davis as President of HENIN FOODS DAYTONA, INC. who executed the foregoing instrument and acknowledged before me that he or she executed the same on behalf of said corporation and for the purposes therein expressed.

WITNESS my hand and official seal in Orlando, Florida this 16 day of March 2009.

My commission expires:

Roger Van Auker
Notary Public

