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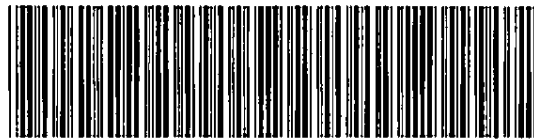
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2019 DEC 23 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12/31/2019

JAN 24 2020

I ALBRITTON

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** ORGANIC FARMS VITAMINS CORP.

\_\_\_\_\_  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Stephen C.L. Chong

\_\_\_\_\_  
Contact Person

Mateer & Harbert, P.A.

\_\_\_\_\_  
Firm/Company

225 East Robinson Street, Suite 600

\_\_\_\_\_  
Address

Orlando, FL 32801

\_\_\_\_\_  
City/State and Zip Code

SCHONG@MATEERHARBERT.COM

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Stephen C.L. Chong

\_\_\_\_\_  
Name of Contact Person

At ( 407 )

425-9044

\_\_\_\_\_  
Area Code & Daytime Telephone Number

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

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

EFFECTIVE DATE  
12/31/2019

FILED  
2019 DEC 23 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
ORGANIC FARMS VITAMINS CORP.**

(A Florida for Profit Corporation. Document Number: P09000070988)

**AND  
GATEWAY MUTUAL, INC.**

(A Florida for Profit Corporation. Document Number: P17000045226)

In accordance with the Florida Business Corporation Act, pursuant to §607.1101, and §607.1105, Florida Statutes, ORGANIC FARMS VITAMINS CORP., INC., a Florida for Profit Corporation (the "Surviving Corporation") with its principal address at 1231 CELEBRATION AVE., CELEBRATION, FL 34747, and GATEWAY MUTUAL, INC., a Florida for Profit Corporation (the "Merged Corporation") with its principal address at 1231 CELEBRATION AVE., CELEBRATION, FL 34747, hereby adopt the following Articles of Merger for the purpose of merging the Merged Corporation into the Surviving Corporation.

**ARTICLE I**

GATEWAY MUTUAL, INC. shall be merged with and into ORGANIC FARMS VITAMINS CORP. and the separate existence of GATEWAY MUTUAL, INC. shall cease. ORGANIC FARMS VITAMINS CORP. shall survive the Merger and shall continue to be governed by the laws of the State of Florida.

**ARTICLE II**

The Plan of Merger attached as Exhibit A was approved and adopted, in accordance with §607.1103 of the Florida Business Corporation Act, by the board of directors and shareholders of the Surviving Corporation on December 18, 2019. The Plan of Merger was approved and adopted by the board of directors and shareholders of the Merged Corporation on December 18, 2019.

**ARTICLE IV**

The Surviving Corporation agrees to pay to any shareholder with appraisal rights the amount to which such shareholder is entitled as determined under Florida Statutes, Sections §607.1324 and §§607.1330-607.1331.

**ARTICLE V**

The Bylaws of the Surviving Corporation as in effect prior to the merger shall continue in effect to govern the Surviving Corporation after the merger. The Surviving Corporation's principal place of business is 1231 CELEBRATION AVE., CELEBRATION, FL 34747. A copy of the Articles of Incorporation are maintained in the corporate offices of the Surviving Corporation.

**ARTICLE VI**

The date and time when the Merger shall become effective is December 31, 2019, at 11:59 P.M. (the "Effective Date").

**IN WITNESS WHEREOF**, the undersigned signed these Articles of Merger as of this 18th day of December 2019.

ORGANIC FARMS VITAMINS CORP., INC.  
a Florida for Profit Corporation

By:   
Ricardo J. Panneflek, President

GATEWAY MUTUAL, INC.  
a Florida for Profit Corporation

By:   
Ricardo J. Panneflek, President

## **EXHIBIT A**

### **PLAN OF MERGER OF ORGANIC FARMS VITAMINS CORP., INC. (A Florida for Profit Corporation) AND GATEWAY MUTUAL, INC. (A Florida for Profit Corporation)**

This Plan of Merger dated as of December 18, 2019 (the "Agreement"), is entered into by ORGANIC FARMS VITAMINS CORP., Inc., a Florida For Profit Corporation ("ORGANIC FARMS") and its affiliate, GATEWAY MUTUAL, Inc., a Florida For Profit Corporation ("GATEWAY"). ORGANIC FARMS and GATEWAY may collectively be referred to herein as the "Constituent Corporations."

#### **Recitals**

1. ORGANIC FARMS is a Florida for Profit Corporation duly organized and existing under the laws of the State of Florida.
2. GATEWAY is a Florida for Profit Corporation duly organized and existing under the laws of the State of Florida.
3. The sole shareholder of ORGANIC FARMS is Ricardo J. Pannaflek and he is also the sole shareholder of GATEWAY.
4. ORGANIC FARMS and GATEWAY have determined it is desirable and in the best interest of the Constituent Corporations that GATEWAY be merged into ORGANIC FARMS with ORGANIC FARMS being the Surviving Corporation.
5. The directors and shareholders of ORGANIC FARMS and GATEWAY have adopted and approved this Agreement in accordance with and pursuant to §607.1103, Florida Statutes.

**NOW, THEREFORE**, in consideration of the mutual agreements and covenants set forth herein, ORGANIC FARMS and GATEWAY hereby agree, and, subject to the terms and conditions hereinafter set forth, pursuant to §607.1101 and §607.1109 Florida Statutes, as follows:

#### **ARTICLE I DESIGNATION OF SURVIVING CORPORATION**

In accordance with the provisions of this Agreement, and the Florida Business Corporation Act (the "Act"), GATEWAY shall be merged with and into ORGANIC FARMS (the "Merger"), the separate existence of GATEWAY shall cease and ORGANIC FARMS shall survive the Merger and shall continue to be governed by the laws of the State of Florida.

ORGANIC FARMS shall be, and is herein sometimes referred to as, the "Surviving Corporation."

## **ARTICLE II** **PRINCIPAL OFFICE**

The principal office of ORGANIC FARMS shall remain the principal office of the Surviving Corporation following the Merger.

## **ARTICLE III** **TERMS AND CONDITIONS OF MERGER**

The Merger will be consummated upon (a) the adoption and approval of this Agreement by the shareholders and directors of ORGANIC FARMS and GATEWAY, and (b) the Articles of Merger of the Constituent Corporations are filed with the Florida Department of State in accordance with Florida Law. The Merger will be consummated in accordance with the terms set forth in this Agreement.

## **ARTICLE IV** **CHARTER DOCUMENTS, DIRECTORS AND OFFICERS**

1. Articles of Incorporation and Bylaws. Upon the effective date of the Merger, the Articles of Incorporation and Bylaws of ORGANIC FARMS in effect immediately prior to the effective date of the Merger shall continue in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2. Directors. The following director of ORGANIC FARMS immediately prior to the effective date of the Merger shall be the director of the Surviving Corporation:

- a. Ricardo J. Panneflek

The director shall continue to serve until his respective successor shall have been duly elected and qualified or until as otherwise provided by law, the Articles of Incorporation, or the Bylaws of the Surviving Corporation.

## **ARTICLE V** **SECURITIES**

1. GATEWAY Shares. Upon the Effective Date of the Merger, the shares of GATEWAY, by virtue of the Merger and without any action by the Constituent Corporations, shall cease to exist. Shareholders of Gateway shares shall receive one share of ORGANIC FARMS common stock for every share of GATEWAY stock held and surrendered.

2. ORGANIC FARMS Shares. Upon the Effective Date of the Merger, by virtue of the Merger and without any action by the Constituent Corporations, the existing shareholders of ORGANIC FARMS VITAMINS CORP. shall continue to own the same number of shares of the Surviving Corporation, unless they were also owners of GATEWAY shares.

3. Appraisal Rights. Shareholders of GATEWAY and ORGANIC FARMS VITAMINS CORP. who would be entitled to vote and dissent from the merger pursuant to §607.1321, Florida Statutes, may be entitled, if they comply with the provisions of the Act regarding appraisal rights, to be paid the fair value of their shares. For the avoidance of doubt, Ricardo J. Panneflek is the sole shareholder of GATEWAY and is the sole shareholder of ORGANIC FARMS VITAMINS CORP.

4. Waiver. Ricardo J. Panneflek hereby waives any appraisal rights he may have regarding the Merger and further waives notice of the Plan of Merger and the written mailing requirement of §607.1320, Florida Statutes.

5. Effect of Merger. Upon the effective date of the Merger, the following shall or shall be deemed to have occurred:

- a. Impact of Merger. (a) the title to all real estate and other property, or any interest therein, owned by GATEWAY is vested in the Surviving Corporation without reversion or impairment; (b) the Surviving Corporation shall thereafter be responsible and liable for all the liabilities and obligations of GATEWAY; (c) any claim existing or action or proceeding pending by or against GATEWAY may be continued as if the Merger did not occur and the Surviving Corporation may be substituted in the proceeding for GATEWAY; and (d) neither the rights of creditors nor any liens upon the property of GATEWAY shall be impaired by the Merger.
- b. Classification of Surviving Corporation. For Federal income tax purposes, the Surviving Corporation shall continue to be taxed in the manner in effect immediately prior to the effective date of the Merger.
- c. Continuation of Business. The Surviving Corporation shall continue the business of GATEWAY and the Surviving Corporation.
- d. Taxable Year. The taxable year of GATEWAY shall be closed as a result of the Merger.
- e. EIN. The EIN of ORGANIC FARMS VITAMINS CORP. shall continue to be the EIN of the Surviving Corporation.

#### **ARTICLE VI** **APPROVAL OF DIRECTORS AND EFFECTIVE DATE**

The Merger shall take place when (a) this Plan of Merger shall have been adopted and approved by the directors of ORGANIC FARMS VITAMINS CORP. in accordance with the requirements of the Florida Business Corporation Act and (b) executed Articles of Merger have been filed with the Secretary of State of the State of Florida. The date and time when the Merger shall become effective is December 31, 2019, at 11:59 P.M. (the "Effective Date").

#### **ARTICLE VII** **ABANDONMENT OF PLAN OF MERGER**

At any time before the filing of this Agreement with the Secretary of the State of the State of Florida, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever, notwithstanding the approval of this Agreement by the directors or shareholders of the Constituent Corporations.

## **ARTICLE X** **GENERAL**

1. Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation.

2. Governing Law. This Agreement shall in all respects be construed, interpreted, and enforced in accordance with and governed by the laws of the State of Florida.

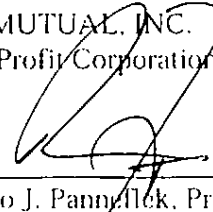
3. Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

**IN WITNESS WHEREOF**, this Plan of Merger, having been adopted by the shareholders and directors of ORGANIC FARMS VITAMINS CORP. and GATEWAY, in accordance with and pursuant to §607.1101, Florida Statutes, is hereby executed on behalf of each of such entity.

ORGANIC FARMS VITAMINS CORP., INC.  
A Florida for Profit Corporation

By:   
Ricardo J. Pannellek, President

GATEWAY MUTUAL, INC.  
A Florida for Profit Corporation

By:   
Ricardo J. Pannellek, President