

P10000091351

(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



800242199688

RECEIVED  
DEPARTMENT OF STATE  
12 DEC - 5 PM 2: 04

FILED  
12 DEC - 5 PM 12: 07  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

B. BOSTICK

DEC - 6 2012

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 445734 4323109

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : December 5, 2012

ORDER TIME : 1:23 PM

ORDER NO. : 445734-010

CUSTOMER NO: 4323109

ARTICLES OF MERGER

APPLIED FOOD TECHNOLOGIES,  
~~THE~~ LLC

INTO

APPLIED FOOD TECHNOLOGIES, ~~THE~~ LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Becky Peirce

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

FILED  
12 DEC -5 PM 12:07  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Applied Food Technologies, Inc.	Florida	Corporation
Applied Food Technologies, LLC	Virginia	Limited Liability Company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Applied Food Technologies, Inc.	Florida	Corporation

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and 620, Florida Statutes.

**FILED**  
12 DEC -5 PM 12:07  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the 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:

---

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

---

---

---

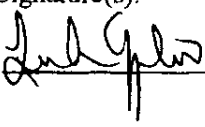
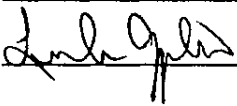
**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**FILED**  
12 DEC -5 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Applied Food Technologies, Inc.		LeeAnn Applewhite, Pres.
Document No. P10000091351		
Applied Food Technologies, LLC		LeeAnn Applewhite, as President of its sole member

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 a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

**FILED**

12 DEC -5 PM 12:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLAN OF MERGER  
OF  
APPLIED FOOD TECHNOLOGIES, LLC  
WITH AND INTO  
APPLIED FOOD TECHNOLOGIES, INC.

FILED  
12 DEC -5 PM 12:07  
STATE  
TALLAHASSEE, FLORIDA

1. The names of the parties to the merger (the "Merger") are Applied Food Technologies, Inc., a Florida corporation (the "Surviving Company" or "AFT INC"), and Applied Food Technologies, LLC, a limited liability company duly organized and existing under the laws of the Commonwealth of Virginia (the "Merging Company" or "AFT LLC").
2. The Plan of Merger is as follows:
  - A. **Merger.** AFT LLC shall be merged with and into AFT INC. AFT INC shall be the survivor of the merger in the State of Florida under its present name. The Articles of Incorporation, identity, existence, certificate of authority, purposes, powers, objects, franchises, privileges, rights and immunities of the Surviving Company shall continue unaffected and unimpaired by the merger, and the franchises, existence and rights of the Merging Company shall be merged into the Surviving Company and the Surviving Company shall be fully vested therewith. The separate and individual existence of the Merging Company shall cease and terminate as of the Effective Time of the Merger (as hereinafter defined).
  - B. **Effective Time of Merger.** The merger of AFT LLC with and into AFT INC shall be effective as of the filing of the Articles of Merger (the "Effective Time of Merger").
  - C. **Directors, and Officers of the Surviving Company.** The directors and/or officers of the Surviving Company immediately prior to the Effective Time of Merger shall be the directors and/or officers of the Surviving Company, from and after the Effective Time of Merger, until their respective successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal, all in accordance with the Surviving Company's Articles of Incorporation.
  - D. **Ownership of AFT LLC.** AFT INC owns 100% of the membership interests of AFT LLC and at the Effective Time of Merger (i) each unit of AFT LLC outstanding immediately prior to the Effective Time of Merger, shall by virtue of the Merger and without the surrender of certificates or any other action by the holder, be cancelled and (ii) AFT INC shall merge into itself AFT LLC, and be possessed of all the estate, property, rights, privileges and franchises of AFT LLC and AFT INC assumes all of the liabilities and obligations of AFT LLC.