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#### **CT CORP**

#### 3458 Lakeshore Drive, Tallahassee, FL 32312 850-656-4724

**Date:** \_\_\_\_ 1/31/2019

	Acc#I20160000072
Name:	LRKS, LLC / SPRING HILL RURAL KING SUPPLY
Document #:	
Order #:	11399640
Certified Copy of Arts & Amend: Plain Copy: Certificate of Good Standing:	
Apostille/Notarial Certification:	Country of Destination:  Number of Certs:
Filing: 🗸	Certified:  Plain:  COGS:
Availability  Document  Examiner  Updater  Verifier  W.P. Verifier  Ref#	Amount: \$ 70.00 \$5.00

Thank you!



#### FLORIDA DEPARTMENT OF STATE **Division of Corporations**

214/19

CT CORP WALK IN TALLAHASSEE, FL

SUBJECT: SPRING HILL RURAL KING SUPPLY, INC. Original fill date.
Ref. Number: P13000005294

Corrected:
Please cellow because of the date.

Yeart 1704.

We have received your document for SPRING HILL RURAL KING SUPPLY, INC. and the authorization to debit your account in the amount of \$85.00. However, the document has not been filed and is being returned for the following:

As a condition of a merger, pursuant to s.605.0212(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.

The plan of merger must be completed. At the top it says "See Attached agreement and plan of merger" but there is nothing attached.

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.

Rebekah White Regulatory Specialist II

Letter Number: 819A00002313

#### **CT CORP**

#### 3458 Lakeshore Drive, Tallahassee, FL 32312 850-656-4724

Date:	1/31/2019 2/4/19	
	Acc#I20160000072	4: () JV

<u>,                                    </u>	
Name:	LRKS, LLC / SPRING HILL RURAL KING SUPPLY
Document #:	
Order #:	11399640
Certified Copy of Arts & Amend: Plain Copy: Certificate of Good Standing:	
Apostille/Notarial Certification:	Country of Destination:  Number of Certs:
Filing: 🗸	Certified:  Plain:  COGS:  COGS:
Availability  Document  Examiner  Updater  Verifier  W.P. Verifier  Ref#	Amount: \$ 70:00  Thank you!

FILED

2019 JAN 31 AM 10: 06

## Articles of Merger For Florida Profit or Non-Profit Corporation Into Other Business Entity

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, 617.0302 or 605.1025, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	Form/Entity Type
Spring Hill Rural King Supply, Inc.	Florida	Corporation
LRKS, ELC	Illinois	Limited Liability Company
SECOND: The exact name, form/as follows:	entity type, and jurisdiction of	of the <u>surviving</u> party are
Name	<u>Jurisdiction</u>	Form/Entity Type
LRKS, LLC	Illinois	Limited Liability Company

**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, 605, 617, and/or 620. Florida Statutes.

**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: January 31, 2019, at 11:15 pm EST

<u>Note:</u> 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.

**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:

LRKS, LLC	 	
4216 Dewitt Avenue	 	
Mattoon, IL 61938		

**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, E.S.

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

Name of Entity/Organization: Spring Hill Rural King Supply, Inc.	Signature(s):	Name of Individual:  Alex J. Melvin
LRKS, LLC	ablil	Alex J. Melvin
Corporations:	(If no directors selec	irman, President or Officer ted, signature of incorporator.)
General Partnerships:	_	al partner or authorized person
Florida Limited Partnerships: Non-Florida Limited Partnerships:	Signatures of all gen Signature of a genera	-
Limited Liability Companies:	_	er or authorized representative
Fees:	- \$35.0	0 Per Party
Certified Copy (optional):	\$8.75	

#### AGREEMENT AND PLAN OF MERGER OF LRKS, LLC

Pursuant to the Illinois Limited Liability Company Act (the "Act"), the Illinois Business Corporation Act of 1983 (the "IL BCA"), and the Florida Business Corporation Act (the "FL BCA"), governing mergers, the following constitutes the Agreement and Plan of Merger ("Plan of Merger") of the Constituent Organizations (defined below) and RK Family, Inc., an Illinois corporation ("Parent").

#### ARTICLE 1 MERGER OF COMPANIES

- Constituent Organizations. The constituent organizations (the "Constituent Organizations") in Exhibit A to this Plan of Merger shall be combined by the merger of Constituent Organizations into the Surviving Entity, as defined below (the "Merger"). Each of the Constituent Organization (other than Litchfield (as defined below)) (collectively, the "Q-Subs") is wholly-owned by Litchfield and has elected to be treated as a "qualified Subchapter S subsidiary" of Litchfield.
- 1.2 **Surviving Organization**. The name of the surviving entity shall be LRKS, LLC (the "Surviving Entity"). The Surviving Entity is an Illinois limited liability company. The Surviving Entity is wholly-owned by Parent and is a disregarded entity for Federal income tax purposes.
- 1.3 **Tax Treatment of Merger.** The Merger effected pursuant to this Plan of Merger is intended to qualify as a tax-free "A reorganization" under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and the parties hereto agree to take any additional steps as necessary to qualify the Merger as such.

### ARTICLE 2 MEANS OF EFFECTING MERGER AND CONVERTING OWNERSHIP INTEREST

2.1 The Merger. The Merger shall become effective, after (i) filing Articles of Merger with the Illinois Secretary of State, and (ii) filing Articles of Merger with the Florida Secretary of State, at 11:15 p.m. EST (the "Effective Time") on January 31, 2019 (the "Effective Date"). On the Effective Date, the Constituent Organizations shall be merged with and into the Surviving Entity in accordance with the provisions of the Act, the IL BCA, and the FL BCA whereupon the separate existence of Constituent Organizations shall cease, and the Surviving Entity shall alone continue in existence. All the transactions after the Effective Date shall be deemed transactions of and for the account of the Surviving Entity. The Merger is occurring contemporaneously with the merger of certain corporations (the "RKB Merger Organizations") with and into RK Blocker, LLC, an Illinois limited liability company ("RKB") (the "RKB Merger") pursuant to that Agreement and Plan of Merger by and among RKB, the RKB Merger Organizations, Rural King C, Inc., an Illinois corporation, and the Parent.

2.2 Succession. As of the Effective Date, the Surviving Entity shall succeed to and possess all rights, privileges, powers, franchises, assets, property, and immunities of all Constituent Organizations. The title to any real property or any interest therein vested by deed or otherwise in any Constituent Organization shall not revert or be in any way impaired by reason of the Merger. Further provided, all rights of creditors and all liens upon any property of all of the Constituent Organizations shall be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Date, and all debts, liabilities, and duties of all of the Constituent Organizations shall become those of the Surviving Entity and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Entity.

2.3 Instruments of Further Assurance. If at any time after the Effective Date, the Surviving Entity shall determine or be advised that any instrument of further assurance is needed in order to evidence the vesting in it of the title of any of the Constituent Organizations to any of the property rights of the Constituent Organizations, the appropriate officers or directors of the Constituent Organizations are hereby authorized to execute, acknowledge and deliver all such instruments of further assurance and to do all acts or things, in the name of the Constituent Organizations, as may be required or desirable to carry out the provisions of this Plan of Merger.

#### 2.4 Consideration.

- (a) Cancellation of Shares. Each share of common stock of each Constituent Organization held by any person immediately prior to the Effective Time shall, by virtue of the Merger, be cancelled and each shareholder in Litchfield shall be issued shares in Parent in accordance with Section 2.4(c) hereof.
- (b) No Issuance of Surviving Entity Ownership Interests. No ownership interests of the Surviving Entity are to be issued or delivered under this Plan of Merger.
- (c) **Issuance of Shares.** At the Effective Time, shareholders previously holding ownership interests in Litchfield Rural King Supply, Inc. ("Litchfield") shall receive shares of common stock in Parent which are to be issued and delivered pursuant to this Plan of Merger. No shares of common stock in Parent shall be issued in connection with the Merger of the Q-Subs with and into LRKS, LLC. In determining the number of shares issued to each shareholder of Litchfield, the calculation shall be as follows:
  - (i) A valuation study to be completed by Capital Advisors, Inc. will determine a valuation for Parent, Litchfield (including its ownership interest in the Q-Subs) and each RKB Merger Organization (each such valuation determined for Parent, Litchfield or a given RKB Merger Organization, an "Entity Valuation");
  - (ii) Based on the aggregate value of Parent, Litchfield and each RKB Merger Organization (the "*Total Value*", with the aggregate value of the RKB

Merger Organizations' Entity Valuations being referred to as the "Aggregate RKB Value") determined pursuant to the Entity Valuations, shares in Parent will be issued to each shareholder of Litchfield by applying the following methodology:

- a. The value of Parent shall be divided by the Total Value, with the amount determined pursuant thereto being the "Parent Ownership Percentage";
- b. The number of issued and outstanding shares of common stock of Parent (the "Parent Pre-Merger Shares") immediately prior to the Effective Time shall be divided by the Parent Ownership Percentage, with the amount determined pursuant thereto being the "Parent Post-Merger Shares"):
- c. The number of shares of Parent common stock to be issued pursuant to the Merger shall be equal to (A) the Parent Post-Merger Shares minus the Parent Pre-Merger Shares, multiplied by (B) the amount determined by dividing the Entity Valuation for Litchfield by (i) the Entity Value of Litchfield and (ii) the Aggregate RKB Value (the amount determined pursuant to clauses (A) and (B) being the "Merger Consideration"):
- d. The Merger Consideration shall be allocated among the pre-Merger shareholders of Litchfield based upon each shareholder's relative pre-Merger ownership interest in Litchfield.
- (iii) Fractional share interests payable in connection with the Merger Consideration will be aggregated and rounded up to the next whole share.

#### ARTICLE 3 ORGANIZATION OF THE SURVIVING ENTITY

- 3.1 Articles of Organization and LLC Agreement of the Surviving Entity. The Articles of Organization of LRKS, LLC, filed with the Illinois Secretary of State on January 22, 2019, and the Limited Liability Company Agreement of LRKS, LLC, effective January 31, 2019, shall be the organizational documents of the Surviving Entity and shall be in effect at the Effective Time until thereafter amended in accordance with applicable law.
- 3.2 **Managers, Officers of the Surviving Entity**. The managers and officers of the Surviving Entity prior to the effectiveness of the Merger shall be the managers and officers of the Surviving Company.

\* \* \*

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger dated effective as of the Effective Date.

PARENT:

RK FAMILY, INC.

By: UT Welvin
Title: President

SURVIVING ENTITY:

LRKS, LLC

By: RK Family, Inc., its Member

By: Name: Alex J. Melvin

Title: President

OTHER CONSTITUENT ORGANIZATIONS:

LITCHFIELD RURAL KING SUPPLY,

INC.

By: VV Name: Alex J. Melvin

Title: President

EFFINGHAM RURAL KING SUPPLY,

INC.

By: Alex J. Melvin

Title: President

INC.
All I.
By: (1) (1)
Name: Alex J. Melvin
Title: President
OWENSBORO RURAL KING SUPPLY, INC.
ву: _ ДДД,
Name: Alex J. Melvin
Title: President
EVANSVILLE RURAL KING SUPPLY,
INC.
ву:
Name: Alex J. Melvin
Title: President
MARION RURAL KING SUPPLY, INC.
By: WWW
Name: Alex J. Melvin
Title: President
MARTIN RURAL KING SUPPLY, INC.
By:
Name: Alex J. Melvin
Title: President
MUHLENBERG COUNTY RURAL KING SUPPLY, ING.
) H \ -
By: Alay I Malyin
Name: Alex J. Melvin  Title: President
TALLE. LIGORIGIE

LOGANSPORT RURAL KING SUPPLY, INC.
By: Alex J. Melvin Title: President
MONTICELLO RURAL KING SUPPLY, INC.
Name: Alex J. Melvin Title: President
NEW CASTLE RURAL KING SUPPLY, INC.  By:
Name: Alex J. Melvin Title: President
COLUMBUS RURAL KING SUPPLY, INC.
By: Name: Alex J. Melvin Title: President
KENDALLVILLE RURAL KING SUPPLY, INC.

Name: Alex J. Melvin Title: President

WEST EVANSVILLE RURAL KING
SUPPLY, INC
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D. A. A. A.
By: VVVV Name: Alex J. Melvin
Title: President
Title. Tresident
NILES RURAL KING SUPPLY, INC.
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By:
Name: Alex J. Melvin Title: President
THE. PESIGER
MADISONVILLE RURAL KING
SUPPLY, INC.
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By: White Melvin
Title: President
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DECATUR RURAL KING SUPPLY,
INC.
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Ву:
Name: Alex J. Melvin
Title: President
VAN WERT RURAL KING SUPPLY,
INC.
$\bigcap \mathcal{N} $
By:
Name: Alex J. Melvin
Title: President
CIRCLEVILLE RURAL KING
SUPPLY, INC.
$\alpha$
( JUK X '
Ву:
Name: Alex J. Melvin
Title: President

HUBER HEIGHTS RURAL KING
SUPPLY, INC
By:
Name: Alex J. Melvin
Title: President
GALLIPOLIS RURAL KING SUPPLY, INC.
$\mathcal{A}$ $\mathcal{A}$ ,
By:
Name: Alex J. Melvin
Title: President
LEBANON RURAL KING SUPPLY, INC.
(14k ) '
By:
Name: Alex J. Melvin
Title: President
BLOOMINGTON RURAL KING SUPPLY, INC.
ву:
Name: Alex J. Melvin
Title: President
NORWALK RURAL KING SUPPLY, INC.
By:
Name: Alex I Melvin

Title: President

FREMONT RURAL KING SUPPLY,

INC.

By:

Name: Alex J. Melvin

Title: President

SPRING HILL RURAL KING SUPPLY,

INC.

By:

Name: Alex J. Melvin

Title: President

COSHOCTON RURAL KING SUPPLY,

INC.

By:

Name: Alex J. Melvin

Title: President

#### EXHIBIT A

#### CONSTITUENT ORGANIZATIONS

Name	Entity Type	Jurisdiction
Litchfield Rural King Supply, Inc.	Corporation	Illinois
Effingham Rural King Supply, Inc.	Corporation	Illinois
Henderson Rural King Supply, Inc.	Corporation	Illinois
Owensboro Rural King Supply, Inc.	Corporation	Illinois
Evansville Rural King Supply, Inc.	Corporation	Illinois
Marion Rural King Supply, Inc.	Corporation	Illinois
Martin Rural King Supply, Inc.	Corporation	Illinois
Muhlenberg County Rural King Supply, Inc	Corporation	Illinois
Logansport Rural King Supply, Inc.	Corporation	Illinois
Monticello Rural King Supply, Inc.	Corporation	Illinois
New Castle Rural King Supply, Inc.	Corporation	Illinois
Columbus Rural King Supply, Inc.	Corporation	Illinois
Kendallville Rural King Supply, Inc.	Corporation	Illinois
West Evansville Rural King Supply, Inc.	Corporation	Illinois
Niles Rural King Supply, Inc.	Corporation	Illinois
Madisonville Rural King Supply, Inc.	Corporation	Illinois
Decatur Rural King Supply, Inc.	Corporation	<u> </u>
Van Wert Rural King Supply, Inc.	Corporation	Illinois
Circleville Rural King Supply, Inc.	Corporation	Illinois
Huber Heights Rural King Supply, Inc.	Corporation	Illinois
Gallipolis Rural King Supply, Inc.	Corporation	Illinois
Lebanon Rural King Supply, Inc.	Corporation	- Illinois
Bloomington Rural King Supply, Inc.	Corporation	Illinois
Norwalk Rural King Supply, Inc.	Corporation	Illinois
Fremont Rural King Supply, Inc.	Corporation	Illinois
Spring Hill Rural King Supply, Inc.	Corporation	Florida
Coshocton Rural King Supply, Inc.	Corporation	Illinois