

Marger

CT CORP

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Date: 10/30/17

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Name:	CF Holding Company, LLC
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Amount: \$ 68.75

Thank you!

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Frozen Food Development, 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:

Stephen R. Lazun, Esquire
Contact Person

Barley Snyder LLP
Firm/Company

100 East Market Street
Address

York, PA 17401
City/State and Zip Code

slazun@barley.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Stephen R. Lazun At (717) 846-8888
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

FILED

17 OCT 30 AM 8:20

ARTICLES OF MERGER

(Profit Corporations)

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)
Frozen Food Development, Inc.	Florida	P13000080668

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CF Holding Company, LLC	Florida	1.12000102236

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 / / (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 October 23, 2017.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 October 23, 2017.

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

Gary H. Gregory, President

Gary H. Gregory, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made as of October 23, 2017, by and between **FROZEN FOOD DEVELOPMENT, INC.**, a corporation organized and existing under the laws of the State of Florida ("FFDI"), and **CF HOLDING COMPANY, LLC**, a limited liability company existing under the laws of the State of Florida ("CFHC").

BACKGROUND

WHEREAS, FFDI is a corporation organized and existing under Florida law, its Articles of Incorporation having been filed with the Florida Department of State on September 30, 2013;

WHEREAS, CFHC is a limited liability company organized and existing under Florida law, its Articles of Organization having been filed with the Florida Secretary of State on August 8, 2012;

WHEREAS, in all respects, the respective members of FFDI and CFHC deem it advisable and to the advantage, welfare and best interests of such entities to merge CFHC with and into FFDI pursuant to the Florida Revised Limited Liability Company Act, as amended (the "FL LLC Act"), and the Florida Business Corporation Act, as amended (the "FL Corp. Act"), upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the promises and of the mutual covenants hereinafter contained, and intending to be legally bound, the parties hereto agree as follows:

1. **Merger.** Upon and subject to all the terms and conditions set forth in this Agreement and Plan of Merger, CFHC shall merge (the "**Merger**") with and into FFDI, with FFDI (the "**Surviving Company**") surviving and continuing to do business under the name "Frozen Food Development, Inc.", as a Florida corporation.
2. **Effective Date.** The Merger shall be effective on the date of filing of the corresponding Articles of Merger with the Florida Department of State, which date shall be referred to hereinafter as the "**Effective Date.**"
3. **Operating Agreement.** On the Effective Date, that certain Shareholders' Agreement of FFDI dated October 23, 2017, but effective as of the Effective Date, shall constitute the Shareholders' Agreement of the Surviving Company until further amended in accordance with the provisions thereof.
4. **Conversion of Membership Interests.** As of the Effective Date of the Merger, and by virtue of the Merger and without any action on the part of the parties hereto, each membership interest in CFHC shall be converted into an identical ownership interest in the Surviving Company, such that, on and after the Effective Date, Gary H. Gregory shall own ninety percent (90%) of the issued and outstanding capital stock of FFDI and Steven H. Davis shall own ten percent (10%) of the issued and outstanding capital stock of FFDI.
5. **Principal Office.** The location of the principal office of the Surviving Company shall be 201 Granite Drive, Suite 290, Lancaster, PA 17601.

6. **Authorization.** As set forth in Section 605.1023 of the FL LLC Act and Section 607.1103 of the FL Corp. Act, this Agreement and Plan of Merger has been authorized by the affirmative vote of the members of CFHC and the sole shareholder of FFDI.

7. **Effect of Merger.** On the Effective Date of the Merger:

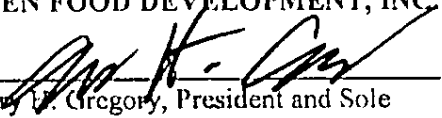
- a. CFHC shall be merged with and into FFDI and CFHC shall cease to exist;
- b. all the property, real, personal and mixed, all franchises, licenses, and all debts due on whatever account to CFHC, including causes of action belonging to CFHC, shall be transferred to and vested in the Surviving Company without further act or deed;
- c. The Surviving Company shall be responsible for all liabilities and obligations of CFHC and FFDI. Liens upon the property of CFHC shall not be impaired by the merger and any claim existing or action or proceeding pending by or against CFHC may be prosecuted to judgment as if such merger had not taken place or Surviving Company may be substituted in CFHC's place; and
- d. all taxes, penalties and other governmental accounts claimed against CFHC but not settled, assessed or determined prior to the merger shall be settled, assessed or determined against the Surviving Company and shall be a lien against the franchises and property, both real and personal, of the Surviving Company to the extent required by law.

8. **Further Acts.** The parties will cause to be executed and filed or recorded any document prescribed by the FL LLC Act and the FL Corp. Act and perform all necessary acts within Florida and elsewhere to effectuate the Merger. The members of the parties are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger.


[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Frozen Food Development, Inc. and CF Holding Company, LLC have caused this Agreement and Plan of Merger to be executed on their behalf by their respective authorized officers, members and sole shareholder as of the day and year first above written.

FROZEN FOOD DEVELOPMENT, INC.

By: 
Gary H. Gregory, President and Sole
Shareholder

CF HOLDING COMPANY, LLC

By: 
Gary H. Gregory, President and Member

By: 
Steven H. Davis, Member