

12/9/2014 14:17:49 From: To: 8506176380

Division of Corporations

Page 1 of 2

**P/14000076853**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H14000284039 3)))



H140002840393ABC+

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**MERGER OR SHARE EXCHANGE  
CJP MERGER, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	09
Estimated Charge	\$175.00

RECEIVED

14 DEC -9 AM 2:28

14 DEC -9 AM 2:28

14 DEC -9 PM 2:44

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

12/10/14

FILED  
14 DEC -9 PM 2:44  
RECEIVED

### ARTICLES OF MERGER

The following Articles of Merger are submitted to merge the following entities in accordance with Chapters 607 and 620, *Florida Statutes*, and Title 14, Chapter 2, Article 11 of the *Official Code of Georgia*:

**FIRST:** The names and jurisdictions of formation of each of the merging parties are as follows:

CJ PALLET CO., INC., a Georgia corporation authorized to transact business in Florida ("CJ Pallet").

THE CHARLES O. AND ELIZABETH H. HERBERT FAMILY, LTD., a Florida limited partnership ("Herbert FLP").

HERBERT FAMILY HOLDING CO., INC., a Florida corporation ("HFHC").

CJP MERGER, INC., a Florida corporation (the "Surviving Corporation").

**SECOND:** The surviving entity is CJP MERGER, INC., a Florida corporation (the "Surviving Corporation").

**THIRD:** The attached Agreement and Plan of Merger has been authorized, approved and executed by the Surviving Corporation, Herbert FLP and HFHC in accordance with the applicable provisions of Chapters 607 and 620, *Florida Statutes*, respectively.

**FOURTH:** The attached Agreement and Plan of Merger has been authorized, approved and executed by CJ Pallet in accordance with Title 14, Chapter 2, Article 11 of the *Official Code of Georgia*.

**FIFTH:** The Articles of Incorporation and Bylaws of the Surviving Corporation as they existed immediately prior to giving effect to the merger shall survive the merger until the same shall thereafter be further amended or repealed as provided therein and by applicable law, except that pursuant to the attached Agreement and Plan of Merger, Article I of the Articles of Incorporation of the Surviving Corporation is amended to change the name of the Surviving Corporation to CJ Pallet Company.

**SIXTH:** The merger is to become effective on the date of filing with the Florida Secretary of State.

IN WITNESS WHEREOF, each of the constituent entities to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized representative this 5<sup>th</sup> day of December, 2014.

**CJ PALLET CO., INC.**, a Georgia corporation

By: Cindy H. Blauer  
Cindy H. Blauer, President

**THE CHARLES O. AND ELIZABETH H.  
HERBERT FAMILY, LTD.**,  
a Florida limited partnership

By its General Partner:

**HERBERT FAMILY HOLDING CO., INC.**,  
a Florida corporation

By: Cindy H. Blauer  
Cindy H. Blauer, President

**HERBERT FAMILY HOLDING CO., INC.**,  
a Florida corporation

By: Cindy H. Blauer  
Cindy H. Blauer, President

**CJP MERGER, INC.**, a Florida corporation

By: Brian L. Pearlman  
Brian L. Pearlman, President

## **AGREEMENT AND PLAN OF MERGER**

**THIS AGREEMENT AND PLAN OF MERGER**, dated this 5<sup>th</sup> day of December, 2014, is made and entered into by and among **CJ PALLET CO., INC.**, a Georgia corporation authorized to transact business in Florida ("CJ Pallet"), **THE CHARLES O. AND ELIZABETH H. HERBERT FAMILY, LTD.**, a Florida limited partnership ("Herbert FLP"), **HERBERT FAMILY HOLDING CO., INC.**, a Florida corporation ("HFHC," and together with CJ Pallet and Herbert FLP, the "Merging Entity"), and **CJP MERGER, INC.**, a Florida corporation (the "Surviving Corporation"). The Merging Entity and the Surviving Corporation are sometimes referred to herein as the "Constituent Companies."

### **WITNESSETH:**

**WHEREAS**, CJ Pallet is a corporation duly incorporated under the laws of the State of Georgia and authorized to transact business in Florida; and

**WHEREAS**, Herbert FLP is a limited partnership duly organized under the laws of the State of Florida; and

**WHEREAS**, HFHC is a corporation duly incorporated under the laws of the State of Florida; and

**WHEREAS**, the Surviving Corporation is a corporation duly incorporated under the laws of the State of Florida; and

**WHEREAS**, the owners of each of the Constituent Companies deem it advisable for the general welfare of such Constituent Companies that the Merging Entity be merged into the Surviving Corporation, which Surviving Corporation shall be the surviving entity, and that the name of the Surviving Corporation will be changed to **CJ PALLET COMPANY**; and

**WHEREAS**, for state law purposes, the transaction shall qualify as a statutory merger under the laws of the States of Florida and Georgia;

**NOW, THEREFORE**, the Constituent Companies hereby agree that the Merging Entity shall be merged with and into the Surviving Corporation in accordance with the applicable laws of the States of Florida and Georgia and the terms and conditions of the following Agreement and Plan of Merger:

### **ARTICLE I**

#### **The Constituent Companies**

The names of the Constituent Companies to the merger are **CJ PALLET CO., INC.** (Georgia Entity ID No. 633264), **THE CHARLES O. AND ELIZABETH H. HERBERT FAMILY, LTD.** (Florida Document No. A97000002933), **HERBERT FAMILY HOLDING CO., INC.** (Florida Document No P97000105680) and **CJP MERGER, INC.** (Florida Document No. P14000076853).

## **ARTICLE II The Merger**

On the Effective Date (as hereinafter defined), the Merging Entity shall be merged with and into the Surviving Corporation (the "Merger"), upon the terms and subject to the conditions hereinafter set forth as permitted by and in accordance with the provisions of Chapters 607 and 620, *Florida Statutes* (the "Florida Act"), and Title 14, Chapter 2, Article 11 of the *Official Code of Georgia* (the "Georgia Act").

## **ARTICLE III Effect of Merger**

From and after the filing of the Articles of Merger with the Florida Secretary of State in accordance with Article VIII hereof, the Constituent Entities shall be a single corporation which shall be the Surviving Corporation. From and after such filing, the separate existence of the Merging Entity shall cease, while the existence of the Surviving Corporation shall continue unaffected and unimpaired. The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation incorporated under the Florida Act. The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as a private, nature of each of the Constituent Companies. All property, real, personal and mixed, and all debts due on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Companies shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The title to any real estate, or any interest therein vested in any of the Constituent Companies, shall not revert or be in any way impaired by reason of such Merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Companies, and any claim existing or action or proceeding pending by or against any of the Constituent Companies may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any of the Constituent Companies shall be impaired by such Merger.

## **ARTICLE IV Articles of Incorporation and Bylaws of the Surviving Corporation**

The Articles of Incorporation and Bylaws of the Surviving Corporation as they existed immediately prior to giving effect to the Merger shall survive the Merger, and until the same shall thereafter be further amended or repealed as provided therein and by applicable law, except that Article I of the Articles is hereby amended to change the name of the Surviving Corporation to CJ PALLET COMPANY.

The persons who shall serve as the Directors of the Surviving Corporation shall be:

<b>Name</b>	<b>Address</b>
Cindy H. Blaeuer	3850 Old Tampa Highway Lakeland, Florida 33811-1108

<b>Name</b>	<b>Address</b>
Bruce A. Blaeuer	3850 Old Tampa Highway Lakeland, Florida 33811-1108
Brian L. Pearlman	3850 Old Tampa Highway Lakeland, Florida 33811-1108

The persons who shall serve as officers of the Surviving Corporation and the offices in which they shall serve are as follows:

<b>Name</b>	<b>Office</b>
Brian L. Pearlman	President
Bruce A. Blaeuer	Vice President
Cindy H. Blaeuer	Secretary and Treasurer

#### **ARTICLE V**

##### **Treatment of Ownership Interests of Constituent Companies**

By virtue of the Merger and without any action on the part of the owners of the Constituent Companies thereof, upon the Effective Date pursuant to this Agreement and Plan of Merger, the ownership in the Constituent Companies shall be treated in the following manner:

1. Each share of the Common Stock of the Surviving Corporation owned immediately prior to the filing of the Articles of Merger in accordance with Article VIII hereof shall, by virtue of the Merger and without any action on the part of the holder thereof, continue in existence as a share of the Common Stock of the Surviving Corporation.

2. Each partnership interest of Herbert FLP owned immediately prior to the filing of the Articles of Merger in accordance with Article VIII hereof shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to exist and be cancelled, and no shares of common stock of the Surviving Corporation shall be issued therefor.

3. Each outstanding share of the common stock of HFHC owned immediately prior to the filing of the Articles of Merger in accordance with Article VIII hereof shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to exist and be cancelled, and no shares of common stock of the Surviving Corporation shall be issued therefor.

4. Each outstanding share of the common stock of CJ Pallet owned immediately prior to the filing of the Articles of Merger in accordance with Article VIII hereof shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to exist and be cancelled, and no shares of common stock of the Surviving Corporation shall be issued therefor.

**ARTICLE VI**  
**Further Assurance**

If at any time after the Effective Date the Surviving Corporation shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Merging Entity, the last acting General Partner of Herbert FLP and the last acting Presidents of HFHC and CJ Pallet shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

**ARTICLE VII**  
**Approvals**

This Agreement and Plan of Merger shall be approved by the Boards of Directors of the Surviving Corporation, HFHC and CJ Pallet, and submitted to the Shareholders thereof for approval as provided by the Florida Act and the Georgia Act, as applicable. This Agreement and Plan of Merger shall be approved by the Partners of Herbert FLP as provided by the Florida Act. If duly adopted, Articles of Merger meeting the requirements of the Florida Act and the Georgia Act shall be filed immediately with the Florida Secretary of State and the Georgia Secretary of State.

**ARTICLE VIII**  
**Effective Date**

The Merger of the Merging Entity into the Surviving Corporation shall become effective upon the filing of the Articles of Merger with the Florida Secretary of State in accordance with the Florida Act and the Georgia Act. The date on which the Merger shall become effective is herein called the "Effective Date."

**ARTICLE IX**  
**Covenants of CJ Pallet**

CJ Pallet covenants and agrees that (a) it will not further amend its Articles of Incorporation prior to the Effective Date; and (b) it will not issue any new shares of common stock or rights to acquire any such shares of common stock prior to the Effective Date.

**ARTICLE X**  
**Covenants of Herbert FLP**

Herbert FLP covenants and agrees that (a) it will not further amend its Certificate of Limited Partnership prior to the Effective Date; and (b) it will not issue any new partnership interests or rights to acquire any such partnership interests prior to the Effective Date.

**ARTICLE XI**  
**Covenants of HFHC**

HFHC covenants and agrees that (a) it will not further amend its Articles of Incorporation prior to the Effective Date; and (b) it will not issue any new shares of common stock or rights to acquire any such shares of common stock prior to the Effective Date.

**ARTICLE XII**  
**Covenants of the Surviving Corporation**

The Surviving Corporation covenants and agrees that (a) it will not further amend its Articles of Incorporation prior to the Effective Date; and (b) it will not issue any new shares of common stock or rights to acquire any such shares of common stock prior to the Effective Date.

**ARTICLE XIII**  
**Termination**

Notwithstanding anything contained herein or elsewhere to the contrary, this Agreement and Plan of Merger may be terminated and abandoned by any of the Constituent Companies at any time prior to the filing of the Articles of Merger with the Florida Secretary of State and the Georgia Secretary of State.

**ARTICLE XIV**  
**Counterparts**

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

**IN WITNESS WHEREOF**, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

**CJ PALLET CO., INC.**, a Georgia corporation

By: Cindy H. Blauer  
Cindy H. Blauer, President

**THE CHARLES O. AND ELIZABETH H.  
HERBERT FAMILY, LTD.**,  
a Florida limited partnership

By its General Partner:

**HERBERT FAMILY HOLDING CO., INC.**,  
a Florida corporation

By: Cindy H. Blauer  
Cindy H. Blauer, President

*(Signatures Continue on Next Page)*

12/9/2014 14:17:59 From: To: 8506176380

( 9/9 )

**HERBERT FAMILY HOLDING CO., INC.,**  
a Florida corporation

By: Cindy H. Blacuer  
Cindy H. Blacuer, President

**CJP MERGER, INC.,** a Florida corporation

By: Brian L. Pearlman  
Brian L. Pearlman, President