

P14233

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

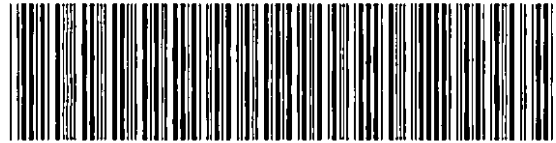
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FILED

2023 FEB -1 PM 2:09

STATE OF FLORIDA
TALLAHASSEE, FL

RECEIVED

2023 FEB 11 PM 3:26

RECORDS OFFICE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ef 2/16/2023

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

Date: 02/01/2023

Acc#I20160000072

W: C D V

Name:	Tropicana Services, Inc.
Document #:	
Order #:	14746719

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

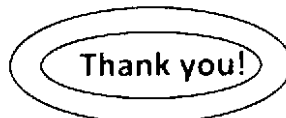
Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

Email Address for Annual Report Notifications:

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Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 78.75





FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 2, 2023

CT CORP

CORRECTED
Please Allow For
Same File Date

SUBJECT: TROPICANA PRODUCTS, INC.
Ref. Number: P14233

We have received your document for TROPICANA PRODUCTS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

According to our records, we show TROPICANA PRODUCTS, INC listed as a foreign entity; please correct your document.

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.

Claretha Golden
Regulatory Specialist II

Letter Number: 723A00002578

RECEIVED
2023 FEB -3 PM 3:19
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
Tropicana Products, Inc.	DE	Corporation	

SECOND: The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
Tropicana Services, Inc.	FL	Corporation	P94000078087

THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

FILED

2023 FEB -1 PM 2:10

SECRETARY OF STATE
TALLAHASSEE, FL

FOURTH: Please check one of the boxes that apply to surviving entity:

- ☐ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☒ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

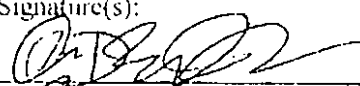
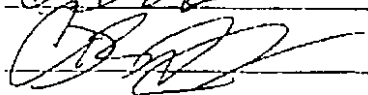
SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

EIGHTH: If other than the date of filing, the delayed 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:

Note: 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.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Tropicana Services, Inc.		Charles Broll
Tropicana Products, Inc.		Charles Broll

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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 an authorized person

**STATE OF DELAWARE
AGREEMENT AND PLAN OF MERGER OF
FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Agreement and Plan of Merger:

FIRST: The name of the surviving corporation is Tropicana Products, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Tropicana Services, Inc., a Florida corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware and the applicable laws of the State of Florida.

THIRD: The name of the surviving corporation is Tropicana Products, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

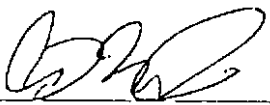
FIFTH: The authorized stock and par value of the non-Delaware corporation is 10,000 shares, no par value.

SIXTH: The merger is to become effective on January 18, 2023.

SEVENTH: The Agreement of Merger is on file at an office of Tropicana Products, Inc., the surviving corporation.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 18th day of January, 2023.

By: 
Name: Charles Broll
Title: Authorized Signatory

**ACTION
BY UNANIMOUS
WRITTEN CONSENT OF
THE BOARD OF
DIRECTORS OF
TROPICANA SERVICES,
INC.,
a Florida corporation**

The undersigned, comprising the Board of Directors (the "Board") of Tropicana Services, Inc., a Florida corporation (the "Company"), acting in accordance with Chapter 607, Florida Statutes (Florida Business Corporation Act) and the articles of incorporation and bylaws of the Company, hereby take the following actions and adopt the resolutions set forth below by written consent.

SHAREHOLDER RESOLUTION / AGREEMENT AND PLAN OF MERGER

WHEREAS, the Company is a wholly-owned subsidiary of Tropicana Products, Inc.;

WHEREAS, the Board of the Company's ultimate parent, New Tiger LLC, has approved the winding up of the Company and the Company and Tropicana Products, Inc. have determined it is in each company's best interests to merge the Company into Tropicana Products, Inc.; and

WHEREAS, the Company's shareholder, Tropicana Products, Inc. and the Company will execute an Agreement and Plan of Merger and other documentation to effectuate such change;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves Charles Broll as an authorized officer to execute all such relevant documentation on behalf of Tropicana Services, Inc., and that all acts and deeds of Charles Broll taken prior to the date hereof to carry out the intent and accomplish the purposes of the above resolution are hereby approved, adopted, ratified and confirmed in all respects as the acts and deeds of the Company.

GENERAL AUTHORITY

RESOLVED, that any specific resolutions that may be required to have been adopted by the Board in connection with the transactions contemplated by the foregoing resolutions be, and the same hereby are, adopted, and that each officer of the Company be, and hereby is, authorized in the name and on behalf of the Company to certify as to the adoption of any and all such resolutions;

RESOLVED FURTHER, that the officers of the Company be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of the Company, to execute and deliver, or to cause to be executed and delivered, all such other agreements, instruments, certificates and documents, to do or cause to be done all such further acts and things, and to pay or cause to be paid all necessary fees and expenses (including, without limitation, legal, financial advisory and auditors' fees and expenses), as they or any of them may deem necessary or advisable or to effectuate the purpose and intent of the foregoing resolutions, such approval to be conclusively evidenced by the taking of any such action or the execution and delivery of any such instrument by such officer; and

RESOLVED FURTHER, that any and all action heretofore taken by any officer of the Company in connection with the documents and transactions referred or contemplated by the foregoing resolutions are hereby ratified, approved and confirmed.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the undersigned have executed this action by unanimous written consent on January 18, 2022.

BOARD:

By: W. A. Kelley
Name: William Kelley
Title: Director

By: Glen Walter
Name: Glen Walter
Title: Director

**ACTION
BY UNANIMOUS
WRITTEN CONSENT OF
THE BOARD OF
DIRECTORS OF
TROPICANA PRODUCTS,
INC.,
a Delaware corporation**

The undersigned, comprising the Board of Directors (the "Board") of Tropicana Products, Inc., a Delaware corporation (the "Company"), acting in accordance with the General Corporation Law of the State of Delaware and the articles of incorporation and bylaws of the Company, hereby take the following actions and adopt the resolutions set forth below by written consent.

SHAREHOLDER RESOLUTION / AGREEMENT AND PLAN OF MERGER

WHEREAS, the Company is the parent entity of Tropicana Services, Inc.;

WHEREAS, the Board of the Company's ultimate parent, New Tiger LLC, has approved the winding up of Tropicana Services Inc. and the Company and Tropicana Services, Inc, have determined it is in each company's best interests to merge Tropicana Services, Inc. into the Company; and

WHEREAS, the Company will execute a Shareholder's resolution, an Agreement and Plan of Moerger, and other necessary documentation to effectuate such change;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves Charles Broll as an authorized officer to execute the Shareholder's Resolution, Agreement and Plan of Merger and other necessary documentation on behalf of Tropicana Products, Inc., and that all acts and deeds of Charles Broll taken prior to the date hereof to carry out the intent and accomplish the purposes of the above resolution are hereby approved, adopted, ratified and confirmed in all respects as the acts and deeds of the Company.

GENERAL AUTHORITY

RESOLVED, that any specific resolutions that may be required to have been adopted by the Board in connection with the transactions contemplated by the foregoing resolutions be, and the same hereby are, adopted, and that each officer of the Company be, and hereby is, authorized in the name and on behalf of the Company to certify as to the adoption of any and all such resolutions;

RESOLVED FURTHER, that the officers of the Company be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of the Company, to execute and deliver, or to cause to be executed and delivered, all such other agreements, instruments, certificates and documents, to do or cause to be done all such further acts and things, and to pay or cause to be paid all necessary fees and expenses (including, without limitation, legal, financial advisory and auditors' fees and expenses), as they or any of them may deem necessary or advisable or to effectuate the purpose and intent of the foregoing resolutions, such approval to be conclusively evidenced by the taking of any such action or the execution and delivery of any such instrument by such officer; and

RESOLVED FURTHER, that any and all action heretofore taken by any officer of the Company in connection with the documents and transactions referred or contemplated by the foregoing resolutions are hereby ratified, approved and confirmed.

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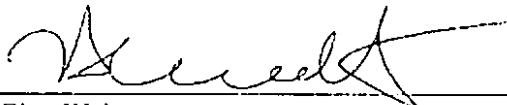
IN WITNESS WHEREOF, the undersigned have executed this action by unanimous written consent on January 18, 2022.

BOARD:

By: 

Name: William Kelley

Title: Director

By: 

Name: Glen Walter

Title: Director

**WRITTEN CONSENT
OF
THE SOLE SHAREHOLDER
OF
TROPICANA SERVICES, INC.**

January 18, 2023

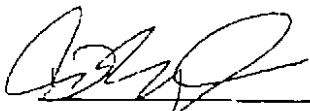
The undersigned, being the sole shareholder (the "Shareholder") of Tropicana Services, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), does hereby consent in writing pursuant to Section 607, Florida Statutes (Florida Business Corporation Act), as amended, to the adoption of the following resolutions and that such actions be taken without a meeting, which consent may be executed in any number of counterparts (this "Written Consent"):

WHEREAS, the Shareholder deems it appropriate to approve the agreement and plan of merger of the Corporation into Tropicana Products, Inc., and any and all such necessary documents to effectuate the same, effective as of the date hereof.

NOW, THEREFORE, BE IT RESOLVED, the Shareholder approves the agreement and plan of merger of the Corporation into Tropicana Products, Inc., and any and all such necessary documents to effectuate the same, effective as of the date hereof in accordance with the bylaws of the Corporation:

IN WITNESS WHEREOF, the undersigned has executed this Written Consent of the Shareholder as of the date first written above.

TROPICANA PRODUCTS, INC.



Charles Broll
Authorized Signatory

**ACTION
BY UNANIMOUS
WRITTEN CONSENT OF
THE BOARD OF
DIRECTORS OF NEW
TIGER HOLDCO, INC.,
a Delaware corporation**

The undersigned, comprising the Board of Directors (the "Board") of New Tiger Holdco, Inc., a Delaware corporation (the "Company"), acting in accordance with the General Corporation Law of the State of Delaware and the articles of incorporation and bylaws of the Company, hereby take the following actions and adopt the resolutions set forth below by written consent.

SHAREHOLDER RESOLUTION / AGREEMENT AND PLAN OF MERGER

WHEREAS, the Company is the parent entity of both Tropicana Products, Inc. and Tropicana Services, Inc.;

WHEREAS, the Board of the Company's ultimate parent, New Tiger LLC, has approved the winding up of Tropicana Services Inc. and Tropicana Products, Inc. and Tropicana Services, Inc. have determined it is in each company's best interests to merge Tropicana Services, Inc. into Tropicana Products, Inc.; and

WHEREAS, as the sole shareholder of Tropicana Products, Inc., the Company will execute a Shareholder's resolution to effectuate such change;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves Charles Broll as an authorized officer to execute the Shareholder's resolution as shareholder of Tropicana Products, Inc., and that all acts and deeds of Charles Broll taken prior to the date hereof to carry out the intent and accomplish the purposes of the above resolution are hereby approved, adopted, ratified and confirmed in all respects as the acts and deeds of the Company.

GENERAL AUTHORITY

RESOLVED, that any specific resolutions that may be required to have been adopted by the Board in connection with the transactions contemplated by the foregoing resolutions be, and the same hereby are, adopted, and that each officer of the Company be, and hereby is, authorized in the name and on behalf of the Company to certify as to the adoption of any and all such resolutions;

RESOLVED FURTHER, that the officers of the Company be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of the Company, to execute and deliver, or to cause to be executed and delivered, all such other agreements, instruments, certificates and documents, to do or cause to be done all such further acts and things, and to pay or cause to be paid all necessary fees and expenses (including, without limitation, legal, financial advisory and auditors' fees and expenses), as they or any of them may deem necessary or advisable or to effectuate the purpose and intent of the foregoing resolutions, such approval to be conclusively evidenced by the taking of any such action or the execution and delivery of any such instrument by such officer; and

RESOLVED FURTHER, that any and all action heretofore taken by any officer of the Company in connection with the documents and transactions referred or contemplated by the foregoing resolutions are hereby ratified, approved and confirmed.

IN WITNESS WHEREOF, the undersigned have executed this action by unanimous written consent on January 18, 2022.

BOARD:

By: _____

Name: William Kelley

Title: Director

By: _____

Name: Glen Walter

Title: Director

**WRITTEN CONSENT
OF
THE SOLE SHAREHOLDER
OF
TROPICANA PRODUCTS, INC.**

January 18, 2023

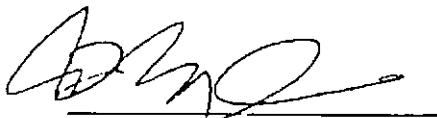
The undersigned, being the sole shareholder (the "Shareholder") of Tropicana Products, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby consent in writing pursuant to Section 228 of the Delaware General Corporation Law, as amended, to the adoption of the following resolutions and that such actions be taken without a meeting pursuant to said Section 228, which consent may be executed in any number of counterparts (this "Written Consent");

WHEREAS, the Shareholder deems it appropriate to approve the agreement and plan of merger of Tropicana Services, Inc. into the Corporation, and any and all such necessary documents to effectuate the same, effective as of the date hereof.

NOW, THEREFORE, BE IT RESOLVED, the Shareholder approves the agreement and plan of merger of Tropicana Services, Inc. into the Corporation, and any and all such necessary documents to effectuate the same, effective as of the date hereof in accordance with the bylaws of the Corporation;

IN WITNESS WHEREOF, the undersigned has executed this Written Consent of the Shareholder as of the date first written above.

NEW TIGER HOLDCO, INC



Charles Broll
Authorized Signatory