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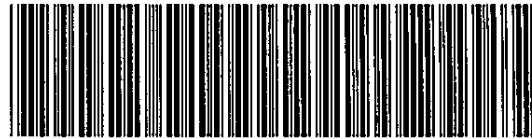
(Business Entity Name)

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December 4, 2017

COUNSEL  
CLARENCE H. DONINGER  
GREGORY S. FEHRIBACH

Via FedEx # 770897796521

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Articles of Merger

Dear Madam or Sir:

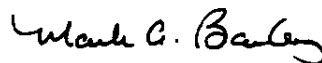
Enclosed, submitted on behalf of our clients, are one (1) original and one (1) photocopy of Articles of Merger with respect to the merger of Ingredient Merchandisers, Inc., an Illinois corporation (not qualified to transact business in Florida), with and into Ingredient Merchandisers, Inc., a Florida corporation. Also enclosed is a check in the amount of \$70 payable (\$35 for each of the two (2) corporations) to the Secretary of State in payment of the applicable filing fee.

Please file the original of the Articles, file-stamp the photocopy, and return the photocopy to me in the self-addressed, postage-prepaid envelope enclosed for your convenience.

Please feel free to contact me if you have questions regarding this matter.

Thank you for your assistance.

Sincerely,



Mark A. Bailey

Enclosures

**ARTICLES OF MERGER**  
**(Profit Corporations)**

2017 DEC - 11

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)
Ingredient Merchandisers, Inc.	Florida	P17000092999

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Ingredient Merchandisers, Inc.	Illinois	59743015 (Illinois)

**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.)

**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.

**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 11/22/2017.

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 11/22/2017.

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)*



## **PLAN OF MERGER**

THIS PLAN OF MERGER, dated as of November 22, 2017 (this "Agreement"), is entered into by and between Ingredient Merchandisers, Inc., an Illinois corporation ("Merging Corporation"), and Ingredient Merchandisers, Inc., a Florida corporation ("Surviving Corporation"). Merging Corporation and Surviving Corporation are sometimes collectively referred to herein as the "Constituent Corporations."

### **Recitals**

- A. Merging Corporation is duly organized and existing under the laws of the State of Illinois.
- B. Surviving Corporation is duly organized and existing under the laws of the State of Florida.
- C. William H. Nicholson is the sole shareholder of each Constituent Corporation.
- D. The respective Boards of Directors and the sole Shareholder of each of the respective Constituent Corporations have determined that it is advisable and in the best interests of such corporations and their respective shareholders that Merging Corporation merge with and into Surviving Corporation upon the terms and subject to the conditions set forth in this Agreement.
- E. For United States federal income tax purposes, the parties hereto intend the Merger (as defined below) shall qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations promulgated thereunder, and this Agreement is hereby adopted as a plan of reorganization for purposes of Section 368(a) of the Code and the Treasury Regulations promulgated thereunder.
- F. The sole Shareholder of Surviving Corporation has approved this Agreement by execution of a written consent in accordance with Section 607.1107 of the Florida Business Corporation Act.
- G. The sole Shareholder of Merging Corporation has approved this Agreement by executing a written consent in accordance with Section 805 ILCS 5/1120.

## Terms

In consideration of the premises and mutual agreements and covenants herein contained, Merging Corporation and Surviving Corporation hereby agree as follows:

1. Merger. Merging Corporation shall be merged with and into Surviving Corporation (the "Merger") such that Surviving Corporation shall be the surviving corporation. Appropriate documents necessary to effectuate the Merger shall be filed with the Secretaries of State of the States of Illinois and Florida, and the Merger shall become effective as of the opening of business on December 1, 2017, or, if later, at the time provided by applicable law (the "Effective Time").

2. Governing Documents. The Articles of Incorporation and By-Laws of Surviving Corporation immediately prior to the Effective Time shall continue to be the Articles of Incorporation and By-Laws, respectively, of the Surviving Corporation from and after the Effective Time until revised or replaced in accordance with the applicable provisions of the Florida Business Corporation Act, as it shall be amended or replaced from time to time.

3. Directors. The persons who are directors of Surviving Corporation immediately prior to the Effective Time shall, after the Effective Time, be the directors of the Surviving Corporation, without change until their successors have been duly elected and qualified in accordance with the Articles of Incorporation and By-laws of the Surviving Corporation.

4. Officers. The persons who are officers of Surviving Corporation immediately prior to the Effective Time shall, after the Effective Time, be the officers of the Surviving Corporation, without change until their successors have been duly elected and qualified in accordance with the Articles of Incorporation and By-laws of the Surviving Corporation.

5. Succession. At the Effective Time, the separate corporate existence of Merging Corporation shall cease and (i) all the rights, privileges, powers and franchises of a public and private nature of each of the Constituent Corporations, subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; (ii) all assets, property, real, personal and mixed, belonging to each of the Constituent Corporations; and (iii) all debts due to each of the Constituent Corporations on any account, including stock subscriptions and all other things in action; shall succeed to, be vested in and become the property of the Surviving Corporation without any further act or deed as they were of the respective Constituent Corporations. The title to any real estate vested by deed or otherwise and any other asset, in either of such Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, but all rights of creditors and all liens upon any property of Merging Corporation shall be preserved unimpaired. To the extent permitted by law, any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place. All debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation 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 Corporation. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of Merging Corporation, its shareholders, Board of Directors and committees thereof, officers and agents that were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to Merging Corporation. The employees and agents of Merging Corporation shall become the employees and agents of the Surviving Corporation and continue to be entitled to the same rights and benefits that they enjoyed as employees and agents of Merging Corporation.

6. Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors or assigns, there shall be executed and delivered on behalf of Merging Corporation such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate, advisable or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Merging Corporation, and otherwise to carry out the purposes of this Agreement. The officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of Merging Corporation or otherwise, to take any and all such action and to execute and deliver any and all such deeds and other instruments.

7. Cancellation of Merging Corporation Shares; Continuation of Surviving Corporation Shares. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each share of the common capital stock without par value of the Merging Corporation shall (i) cease to be outstanding, (ii) be cancelled and retired without payment of any consideration therefor, and (iii) cease to exist. From and after the Effective Time, the issued and outstanding shares of the Surviving Corporation shall continue to be issued and outstanding as, as of the Effective Time, shall constitute the only issued and outstanding shares of capital stock of the Surviving Corporation.

8. Amendment. The parties hereto, by mutual consent of their respective Boards of Directors, may amend, modify or supplement this Agreement prior to the Effective Time.

9. Counterparts. This Agreement may be executed in one or more counterparts, and each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement.


10. Descriptive Headings. The descriptive headings herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Agreement.

11. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Florida, without giving effect to the choice or conflict of law provisions contained therein to the extent that the application of the laws of another jurisdiction will be required thereby.

*{remainder of page intentionally left blank; signature page follows}*


IN WITNESS WHEREOF, Merging Corporation and Surviving Corporation have caused this Agreement to be executed and delivered as of the date first written above.

Ingredient Merchandisers, Inc.,  
an Illinois corporation

By:   
William H. Nicholson, President

“Merging Corporation”

Ingredient Merchandisers, Inc.,  
a Florida corporation

By:   
William H. Nicholson, President

“Surviving Corporation”