

PI 8000032794

April Funk

(Requestor's Name)

818 N McKinnic Street

(Address)

(Address)

Truck, Mahanwa 36535

(City/State/Zip/Phone #)



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Woerner Turf and Turf Outlet

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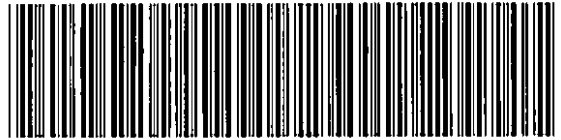
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STATE
OF
MISSISSIPPI
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ARTICLES OF MERGER
OF
WOERNER TURF & LANDSCAPE SUPPLY, INC., a Florida corporation
INTO
TURF OUTLET, INC., a Florida corporation

Pursuant to §607.1105 of the Florida Business Corporation Act (the "Florida Act"), WOERNER TURF & LANDSCAPE SUPPLY, INC., a Florida corporation ("WTLS") and TURF OUTLET, INC., a Florida corporation ("TO"), adopt the following Articles of Merger:

- (1) **ARTICLE FIRST:** WTLS and TO shall be merged with and into TO, and TO shall be the surviving corporation (the "Merger"). Hereinafter, WTLS and TO are sometimes collectively referred to as the "Constituent Corporations."
- (2) **ARTICLE SECOND:** The name of the surviving corporation shall be "WOERNER TURF & LANDSCAPE SUPPLY, INC."
- (3) **ARTICLE THIRD:** A Plan of Merger (the "Plan"), a copy of which is attached hereto as *Exhibit 1* and incorporated herein by reference, has been unanimously adopted and approved by the Board of Directors and by the sole shareholder of WTLS by written consent, effective June 20, 2018, and unanimously adopted and approved by the Board of Directors and the sole shareholder of TO by written consent, effective June 20, 2018, all pursuant to §607.0821 and §607.0704 of the Florida Act.
- (4) **ARTICLE FOURTH:** The shares of each of the Constituent Corporations entitled to vote on and voting in favor of the Merger is as follows:

	<u>Entitled to Vote</u>	<u>Voting in Favor</u>
(i) WTLS	1,000 Common Shares	1,000 Common Shares
(ii) TO	1,000 Common Shares	1,000 Common Shares
- (5) **ARTICLE FIFTH:** The effective date of the merger shall be 5:00 p.m., EDT, on June 30, 2018.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed by their respective duly authorized officers as of the 20th day of June, 2018.

WOERNER TURF & LANDSCAPE
SUPPLY, INC.

TURF OUTLET, INC.

By: April W Funk
April Funk, President

By: April W Funk
April Funk, President

EXHIBIT 1
PLAN OF MERGER

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(1) *Merger.* TURF OUTLET, INC., a Florida corporation ("TO") and WOERNER TURF & LANDSCAPE SUPPLY, INC., a Florida corporation ("WTLS"), shall be merged with and into TO as the surviving corporation (the "Merger"). TO shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"). The Merger shall become effective at 5:00 p.m., EDT, on June 30, 2018, following the filing of Articles of Merger with the Secretary of State of the state of Florida in accordance with the provisions of applicable law (the "Effective Date").

(2) *Surviving Corporation.* The name of the Surviving Corporation shall be WOERNER TURF & LANDSCAPE SUPPLY, INC.

(3) *Articles of Incorporation and Bylaws.* The Articles of Incorporation of TO, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation, and the Bylaws of TO, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation, in each case without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law.

(3) *Conversion/Cancellation of Shares.*

(a) Each share of WTLS issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger, and without any action on the part of the holder thereof, be canceled and shall be of no further force and effect as of the Effective Date.

(b) Each outstanding share of TO immediately prior to the Effective Date shall continue to be one equivalent outstanding share of the Surviving Corporation.