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(Requestor's Name)

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☐ PICK-UP

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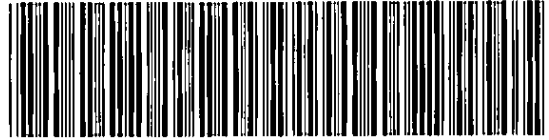
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



600390618866

RECEIVED

2022 JUL -8 PM 1:48

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

2022 JUL /3 AM 10:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 19 2022

D COM

Merger

TEMMO G

JUL 19 2022



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 8, 2022

CT CORP

Ref. Number: 600390618866

CORRECTED
Please Allow For
Same File Date

We have received your document . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The Merger cannot be filed as the entity does not exist in Florida. Please reference letter 922A00015296.

Because of recent changes to Chapters 607, 605, and 620, Florida Statutes, your document does not meet current filing requirements. You may download the correct form and instructions from our website www.sunbiz.org.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Querida R Silas
Regulatory Specialist II

Letter Number: 222A00015305

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TALLAHASSEE, FL

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

Date: 07/08/2022

Acc#I20160000072

en: 12/11

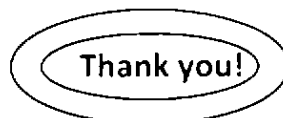
Name:	THE PRODUCE NEWS, INC
Document #:	
Order #:	14430805

Certified Copy of Arts & Amend:	<input type="checkbox"/>	1-2 Filing Incorporation 1st - Merger 2nd	
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"/>

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

Amount: \$ 78.75



**ARTICLES OF MERGER
OF
THE PRODUCE NEWS, INC., A NEW JERSEY CORPORATION
WITH AND INTO
THE PRODUCE NEWS, INC., A FLORIDA CORPORATION**

The undersigned corporations, The Produce News, Inc., a New Jersey corporation ("TPNI NJ"), and The Produce News, Inc., a Florida corporation ("TPNI FL"), hereby certify in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes, as follows:

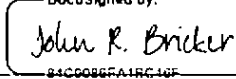
1. The name of the surviving entity is "The Produce News, Inc.", a Florida corporation.
2. The surviving entity exists before the merger and is a domestic filing entity.
2. The name of the merging entity is "The Produce News, Inc.", a New Jersey corporation.
3. Attached hereto as Exhibit A is the Plan of Merger of TPNI NJ with and into TPNI FL (the "**Plan of Merger**").
4. The Plan of Merger has been approved by the Board of Directors and all shareholders entitled to vote on the matter thereof, of TPNI NJ on July 8, 2022, in accordance with the New Jersey Business Corporation Act.
5. The Plan of Merger has been approved by the Board of Directors and all shareholders entitled to vote on the matter thereof, of TPNI FL on July 13, 2022, in accordance with section 6.01.1101(1)(b), Florida Statutes
6. The merger shall become effective on the date the Certificate of Merger are filed with the Florida Department of State.

[Signature Page to Follow]

FILED
2022 JUL 13 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated: July 13, 2022.

The Produce News, Inc.,
a New Jersey corporation

By: 
Name: John R. Bricker
Title: President & CEO

Dated: July 13, 2022.

The Produce News, Inc.,
a Florida corporation

By: 
Name: John R. Bricker
Title: President & CEO

EXHIBIT A
**PLAN OF MERGER
FOR THE MERGER
OF
THE PRODUCE NEWS, INC.
INTO
THE PRODUCE NEWS, INC.**

This Plan of Merger (hereinafter referred to as the “**Plan**”), for the merger of The Produce News, Inc., a New Jersey corporation (the “**Merged Corporation**”), with and into The Produce News, Inc., a Florida corporation, (the “**Surviving Corporation**”), takes effect on July 13, 2022 (the “**Effective Date**”).

RECITALS

A. The Merged Corporation is duly organized and exists under the laws of the State of New Jersey.

B. The Surviving Corporation is duly organized and existing under the laws of the State of Florida.

NOW, THEREFORE, the Merged Corporation shall be merged into The Produce News, Inc., a Florida Jersey corporation, which shall continue its existence and be the corporation surviving the merger. The terms and conditions of this merger (the “**Merger**”) and the manner of carrying the same into effect, are as follows:

ARTICLE I
Effective Date of the Merger

The Effective Date of the Merger shall be the close of business on July 13, 2022. Upon the Effective Date of the Merger, the existences of the Merged Corporation shall cease, and the Merged Corporation shall merge with and into the Surviving Corporation. The name of the Surviving Corporation shall be The Produce News, Inc.

ARTICLE II
Certificate of Incorporation

The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of the Surviving Corporation as the same shall be in effect on the Effective Date of the Merger.

ARTICLE III
Bylaws

The Bylaws of the Surviving Corporation as of the Effective Date of the Merger shall be the Bylaws of the Surviving Corporation as the same shall be in effect on the Effective Date of the Merger.

ARTICLE IV

Directors and Officers

The directors of the Surviving Corporation in office as of the date hereof shall remain the directors of the Surviving Corporation at and after the Effective Date of the Merger until their respective successors shall have been duly elected and qualified. Subject to the authority of the Board of Directors as provided by law and the Bylaws of the Surviving Corporation, the officers of Surviving Corporation at the Effective Date of Merger shall remain the officers of the Surviving Corporation. The directors of the Merged Corporation holding office on the Effective Date shall be deemed to have resigned effective as of the Effective Date.

ARTICLE V

Conversion of Shares in the Merger

The manner of carrying the Merger into effect, and the manner and basis of converting the shares of the Merged Corporation into shares of the Surviving Corporation are as follows:

A. Surviving Corporation's Shares. No shares of the Surviving Corporation's stock issued at the Effective Date shall be converted as a result of the Merger, but all such shares shall remain issued shares of the Surviving Corporation.

B. Merged Corporation's Shares. All shares of the Merged Corporation shall be cancelled.

ARTICLE VI

Merged Corporation Shareholder Dissent

Shareholders of The Produce News, Inc., a Florida Jersey corporation, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1421, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

ARTICLE VI

Effect of the Merger

At the Effective Date of the Merger, the Surviving Corporation shall succeed to and shall possess and enjoy all the rights, privileges, immunities, powers and franchises, both of a public and private nature, of the Merged Corporation, and all property, real, personal, and mixed, including patents, trademarks, tradenames, and all debts due to the Merged Corporation on whatever account, for stock subscriptions as well as for all other things in action or all other rights belonging to either of said corporations; and all said property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter the property of the Surviving Corporation as effectively as they were of the Merged Corporation, and the title of any real estate vested by deed or

otherwise in the Merged Corporation shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of the Merged Corporation shall be preserved unimpaired, limited in lien to the property affected by such liens prior to the Effective Date of the Merger, and all debts, liabilities, and duties of the Merged Corporation, respectively, shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted in the first instance by the Surviving Corporation.

ARTICLE VII

Accounting Matters

The assets and liabilities of the Merged Corporation as of the Effective Date of the Merger shall be taken up on the books of the Surviving Corporation at the amounts at which they were carried at that time on the books of the Merged Corporation. The surplus of the Surviving Corporation after the Merger, including any surplus arising in the Merger, shall be available to be used for any lawful purposes for which surplus may be used. Accounting procedures and depreciation schedules and procedures of the Merged Corporation may be converted to those procedures and schedules selected by the Surviving Corporation.

ARTICLE VIII

Intended Tax Treatment

The Merged Corporation and Surviving Corporation intend that the Merger qualify as a tax-free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and this Plan shall be treated as a "plan of reorganization" within the meaning of Treasury Regulations Section 1.368(a)-2(g).

ARTICLE IX

Filing of Plan of Merger

Upon adoption and approval of the Plan of Merger by the Boards of Directors in accordance with the New Jersey Business Corporation Act and the Florida Business Corporation Act, the Certificate of Merger and Articles of Merger shall be executed and delivered to the Secretary of State of the State of New Jersey and Florida, respectively for filing as provided by the New Jersey Business Corporation Act and the Florida Business Corporation Act. The Merged Corporation shall also cause to be performed all necessary acts within the State of Florida, the State of New Jersey, and elsewhere to effectuate the Merger.