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*ML*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** HARLLEE FARMS INC

Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

JAMES POWELL

Contact Person

HARLLEE FARMS

Firm/Company

340 W CENTRAL AVE STE 220

Address

WINTER HAVEN, FL 33880

City/State and Zip Code

JHP@HARLLEE.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JAMES POWELL

Name of Contact Person

At ( 863 ) 288-0990

Area Code & Daytime Telephone Number

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☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**IMPORTANT NOTICE:** Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

**ARTICLES OF MERGER  
MERGING  
RIVER VALLEY, INC.  
AND  
INNOVATION AGRICULTURE LLC  
WITH AND INTO  
HARLLEE FARMS INC**

These Articles of Merger are submitted to merge the following entities, in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, *Florida Statutes* (the "Merger"):

**ARTICLE I**

The exact name, type of entity and jurisdiction for the surviving entity (the "Surviving Corporation") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>Document No.</u>
Harllee Farms Inc	Florida	Corporation	P22000075427

**ARTICLE II**

The exact name, type of entity and jurisdiction for the merging entities (the "Merging Corporation" and the "Merging LLC") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>Document No.</u>
River Valley, Inc.	Florida	Corporation	P10000027786
Innovation Agriculture LLC	Florida	LLC	L21000144572

**ARTICLE III**

The Agreement and Plan of Merger (the "Plan of Merger"), attached hereto as **Exhibit A**, was duly adopted by the sole shareholder of the Surviving Corporation in accordance with sections 607.1101(1)(b), *Florida Statutes*. The participation of the Merging LLC and Merging Corporation was duly authorized and approved in accordance sections 605.1021-605.1026, *Florida Statutes*.

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#### ARTICLE IV

The Surviving Corporation exists before the Merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached hereto as **Exhibit B**. In accordance with the Plan of Merger, the Articles of Incorporation of the Survivor Corporation in effect immediately prior to the Merger shall remain in effect following the Merger.

#### ARTICLE V

The effective date of the Merger shall be the December 20, 2024.

IN WITNESS WHEREOF, these Articles of Merger are executed and dated the 16th day of December, 2024.

#### **MERGING CORPORATION:**

RIVER VALLEY, INC., a Florida corporation

By: \_\_\_\_\_

Name: James H. Powell  
Title: President

#### **MERGING LLC:**

INNOVATION AGRICULTURE LLC, a Florida limited liability company

By: \_\_\_\_\_

Name: James H. Powell  
Title: Manager

#### **SURVIVING CORPORATION:**

HARLLEE FARMS INC, a Florida corporation

By: \_\_\_\_\_

Name: James H. Powell  
Title: President

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**EXHIBIT A**  
**Plan of Merger**

**[See attached]**

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**AGREEMENT AND PLAN OF MERGER**  
*Merging*  
**RIVER VALLEY, INC.**  
*And*  
**INNOVATION AGRICULTURE LLC**  
*With And Into*  
**HARLLEE FARMS INC**

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") was adopted and approved by **RIVER VALLEY, INC.**, a Florida corporation, **INNOVATION AGRICULTURE LLC**, a Florida limited liability company, and **HARLLEE FARMS INC**, a Florida corporation in accordance with the Florida Revised Limited Liability Act (the "LLC Act") and the Florida Business Corporation Act (the "Corporation Act") and together with the LLC Act, the "Acts");

**ARTICLE 1**

The exact name, type of entity and jurisdiction of the merging entities are as follows (the "Merging Corporation" and the "Merging LLC");

Name	Jurisdiction	Form/Entity Type
River Valley, Inc.	Florida	Corporation
Innovation Agriculture LLC	Florida	Limited Liability Company

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**ARTICLE 2**

The exact name, type of entity and jurisdiction of the surviving entity are as follows (the "Surviving Corporation");

Name	Jurisdiction	Form/Entity/Type
Harlee Farms Inc	Florida	Corporation

**ARTICLE 3**

3.1 **The Merger** The Merging Corporation and Merging LLC shall merge with and into the Surviving Corporation (with such merger referred to herein as the "Merger") at the Effective Time (as defined below). From and after the Effective Time, the separate existence of the Merging Corporation and Merging LLC shall cease, and the Surviving Corporation shall continue as the surviving entity in the Merger and shall further continue its legal existence under the laws of the State of Florida.

3.2 **Effective Time** The Surviving Corporation will cause Articles of Merger to be filed with the Florida Department of State, Division of Corporations in such form as required by, and executed in accordance with the relevant provisions of the Acts. The Merger shall become effective as of the date and time set forth in such filing (the "**Effective Time**")

3.3 **Federal Tax Treatment of Merger** This Plan of Merger shall be considered a "Plan of Reorganization" as such term is used in Section 368 of the Internal Revenue Code of 1986, as amended (the "**Code**"). For Federal tax purposes, the Merger is intended to be treated as a tax-free reorganization pursuant to Section 368(a)(1)(A) of the Code.

3.4 **Additional Action** The Surviving Corporation shall, at any time after the Effective Time, take necessary or desirable action, including executing and delivering any document, in the named on behalf of the Merging Corporation, Merging LLC and/or the Surviving Corporation in order to vest or to perfect or confirm of record in the Surviving Corporation the title to any property, right (including contract rights), privileges, powers, licenses, and franchises of the Merging Corporation, Merging LLC or the Surviving Corporation.

#### **ARTICLE 4**

4.1 **Relationship of Merging Entities** As of the date hereof and immediately prior to the Merger, James H. Powell is sole shareholder of the Merging Corporation (the "**Shareholder**"), sole member of the Merging LLC (the "**Member**") and the sole shareholder of the Surviving Corporation (the "**Shareholder**"). Following the Merger, James H. Powell shall continue to be the sole Shareholder of the Surviving Corporation.

4.2 **Manner and Basis of Converting Equity Interests** Inasmuch as James H. Powell is, and will be after the Merger, the sole shareholder of the Merging Corporation, the sole member of the Merging LLC and the sole shareholder of the Surviving Corporation, all shares of the Merging Corporation issued and outstanding immediately prior to the consummation of the Merger (the "**Merging Corporation Interests**"), all membership interests of the Merging LLC issued and outstanding immediately prior to the consummation of the Merger (the "**Merging LLC Interests**") will be surrendered and canceled at the Effective Time of the Merger.

4.3 **No Conversion of Rights to Acquire** Since there were no rights to acquire any equity interests of the Merging Corporation, the Merging LLC or the Surviving Corporation prior to the Effective Time, no conversion of such rights is necessary.

4.4 **Miscellaneous Merging Corporation Matters**

(a) No interest, dividends, or other distributions shall be payable with respect to any Merging Corporation Interests in connection with the Merger.

(b) From and after the Effective Time, no Merging LLC Interests shall be deemed outstanding, and the Owner shall cease to have any rights with respect thereto, except as provided herein or by the Corporation Act. At the Effective Time, no actual surrender of any certificates or other indicia of ownership of the Merging Corporation Interests will be

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required; instead, from and after the Effective Time, all Merging Corporation Interests shall be deemed for all purposes surrendered and canceled.

(c) At the Effective Time, the transfer books for the Merging Corporation shall be closed and no transfer of the Merging Corporation Interests shall thereafter be made.

#### 4.5 **Miscellaneous Merging LLC Matters**

(a) No interest, dividends, or other distributions shall be payable with respect to any Merging LLC Interests in connection with the Merger.

(b) From and after the Effective Time, no Merging LLC Interests shall be deemed outstanding, and the Owner shall cease to have any rights with respect thereto, except as provided herein or by the LLC Act. At the Effective Time, no actual surrender of any certificates or other indicia of ownership of the Merging LLC Interests will be required; instead, from and after the Effective Time, all Merging LLC Interests shall be deemed for all purposes surrendered and canceled.

(c) At the Effective Time, the transfer books for the Merging LLC shall be closed and no transfer of Merging LLC Interests shall thereafter be made.

### **ARTICLE 5**

5.1 **Rights and obligations of the Merging Corporation** By virtue of the Merger, and in accordance with, and insofar as permitted by, the applicable provisions of the Acts, from and after the Effective Time: (i) the Surviving Corporation shall possess all rights, privileges and powers of the Merging Corporation; (ii) all property and assets of the Merging Corporation shall vest in the Surviving Corporation without any further act or deed; and (iii) the Surviving Corporation shall assume and be liable for all liabilities and obligations of the Merging Corporation.

5.2 **Rights and obligations of the Merging LLC** By virtue of the Merger, and in accordance with, and insofar as permitted by, the applicable provisions of the Acts, from and after the Effective Time: (i) the Surviving Corporation shall possess all rights, privileges and powers of the Merging LLC; (ii) all property and assets of the Merging LLC shall vest in the Surviving Corporation without any further act or deed; and (iii) the Surviving Corporation shall assume and be liable for all liabilities and obligations of the Merging LLC.

5.3 **Surviving Corporation Articles of Incorporation** The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Time shall be and remain the Articles of Incorporation of the Surviving Corporation immediately following the Merger.

5.4 **Surviving Corporation Bylaws** The Bylaws of the Surviving Corporation in effect immediately prior to the Effective Time shall be and remain the Bylaws of the Surviving Corporation immediately following the Merging.

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5.5 **Merging Corporation's Organizational Documents** The Articles of Incorporation, Corporation Bylaws, and all other organizational documents, agreements and instruments relating to the Merging Corporation shall be deemed terminated as of the Effective Time.

5.6 **Merging LLC's Organizational Documents** The Articles of Organization, Operating Agreement, and all other organizational documents, agreements and instruments relating to the Merging LLC shall be deemed terminated as of the Effective Time.

## **ARTICLE 6**

6.1 **Amendment** The Merging Corporation, the Merging LLC and the Surviving Corporation may, by mutual consent, amend this Plan of Merger prior to the Effective Time; provided, however, that an amendment made subsequent to obtaining the requisite approval of this Plan of Merger by the Shareholder of the Merging Corporation, the Member of the Merging LLC and the Shareholder of the Surviving Corporation, shall be subject to any restrictions contained in the Acts. No amendment of any provision of this Plan of Merger shall be valid unless the same shall be in writing and approved by the Shareholder of the Merging Corporation, the Member of the Merging LLC and the Shareholder of the Surviving Corporation.

6.2 **Termination** This Plan of Merger may be terminated, and the Merger and other transactions herein provided for may be abandoned at anytime prior to the Effective Time (whether before or after requisite approval of the Plan of Merger has been obtained from the Merging Corporation, Merging LLC and the Surviving Corporation) upon mutual written consent of the Merging Corporation, the Merging LLC and the Surviving Corporation.

6.3 **Member and Shareholder Approval** The respective obligations of the Merging Corporation, the Merging LLC and the Surviving Corporation to effect the Merger shall be subject to the Merging Corporation, the Merging LLC and the Surviving Corporation obtaining the requisite approval of the sole Shareholder of the the Merging Corporation, the sole Member of the Merging LLC and the sole Shareholder of the Surviving Corporation, all as required by the Acts, prior to the Effective Time.

6.4 **Filing of the Merger Documents** After obtaining the requisite approvals required by the Acts, the President of the Surviving Corporation, the President of the Merging Corporation and the sole Manager of the Merging LLC are hereby authorized and directed to cause the Articles of Merger and all other required documents, if any, to be executed, filed, and recorded, and all other required action to be taken in order to consummate the Merger as the Effective Time.

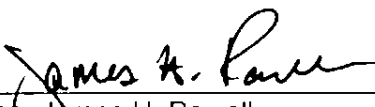
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**IN WITNESS WHEREOF** the parties hereto have executed this Plan of Merger effective as of the date first written above.

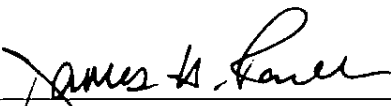
**MERGING CORPORATION:**

RIVER VALLEY, INC., a Florida corporation

By:   
Name: James H. Powell  
Title: President


**SURVIVING CORPORATION:**

HARLLEE FARMS INC, a Florida corporation

By:   
Name: James H. Powell  
Title: President

**MERGING LLC:**

INNOVATION AGRICULTURE LLC, a Florida limited liability company

By:   
Name: James H. Powell  
Title: Manager

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**EXHIBIT B**  
**Articles of Amendment**  
**to the**  
**Articles of Incorporation**  
**Of**  
**Harlee Farms Inc**

**[See attached]**

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**TALLAHASSEE, FL**

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
HARLLEE FARMS INC**

Harlee Farms Inc, a Florida corporation organized and existing under the laws of the State of Florida (the "Corporation") hereby certifies as follows:

1. **Name of the Corporation** The name of the Corporation is Harlee Farms Inc
2. **Date of Filing of Articles of Incorporation** The Corporation filed Articles of Incorporation on September 26, 2022 (the "Articles") with the Florida Department of State.
3. **Amendment to Articles** The undersigned desires to amend the Corporation's Articles, and the Articles are hereby amended, by deleting the current Article 1 in its entirety and inserting the following in its place:

The name of the Corporation is HARLLEE FRUIT & VEGETABLE INC

4. **Amendment to Articles** The undersigned desires to amend the Corporation's Articles, and the Articles are hereby amended, by deleting the current Article 4 in its entirety and insert the following in its place:

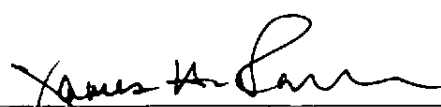
The number of shares the Corporation is authorized to issue is 10,000

5. **Adoption of Amendment** The Amendment was adopted on December 16th, 2024 by the sole shareholder and the sole member of the Board of Directors. The number of votes cast for the Amendment by the sole shareholder and the sole member of the Board of Directors was sufficient for approval.

6. **Effective Date** The effective date of these Articles of Amendment to the Articles of Incorporation shall be the December 20, 2024.

The undersigned has executed these Articles of Amendment to the the Articles of Incorporation on the 16th day of December, 2024.

HARLLEE FARMS INC, a Florida corporation

By:   
Name: James H. Powell  
Title: President

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