

P23488

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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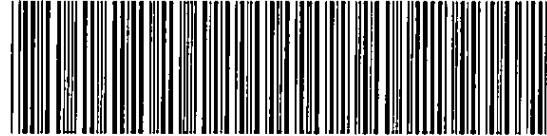
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TS

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

Date: 9/30/2019

Acc#120160000072

en: c DW

Name:	HOM / ADE FOODS, INC. (J&J SNACK FOODS SALES CORP.)
Document #:	
Order #:	12222078

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 70.00

Thank you!

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: J & J Snack Foods Sales Corp.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Suzanne M. Irwin, Paralegal

Contact Person

Flaster/Greenberg P.C.

Firm/Company

1810 Chapel Avenue West

Address

Cherry Hill, NJ 08002

City/State and Zip Code

MROshkoff@jjsnack.com

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

For further information concerning this matter, please call:

Suzanne M. Irwin, Paralegal

Name of Contact Person

At (856) 382-2251

Area Code & Daytime Telephone Number

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

STREET ADDRESS:

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

MAILING ADDRESS:

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

ARTICLES OF MERGER

(Profit Corporations)

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)
J & J Snack Foods Sales Corp.	New Jersey	P23488

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Hon/Ade Foods, Inc.	Florida	P06000138083
J & J Snack Foods Sales Corp.	New Jersey	P23488

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 09/04/2019.

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 09/04/2019.

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)

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JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

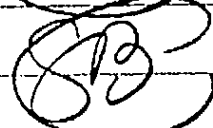
Typed or Printed Name of Individual & Title

J & J Snack Foods Sales Corp.



Gerald B. Shreiber, President

Mont/Ade Foods, Inc.



Gerald B. Shreiber, Vice President

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TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into on September 4, 2019, by, between and among J & J Snack Foods Sales Corp. a New Jersey corporation ("J & J"), and Hom/ Ade Foods, Inc. a Florida corporation ("HA").

Background

J & J and HA have determined that benefits can be obtained by merging HA with and into J & J with J & J being the surviving entity.

NOW, THEREFORE, intending to be legally bound and acknowledging the receipt of adequate consideration, the parties hereby agree as follows:

1. **The Merger.** In accordance with the New Jersey Business Corporation Act (the "BCA") and the Florida Business Corporation Act ("FBCA"), and the terms and conditions set forth herein, HA shall be merged with and into J & J and J & J shall continue its corporate existence and be the New Jersey business corporation surviving the merger (the "Merger").
2. **Effective Date.** The consummation of the Merger shall be upon the filing of the Certificate of Merger with the New Jersey State Treasurer (the "Merger Effective Date").
3. **Shareholder and Directors of J & J.** From and after the Merger Effective Date, the current shareholders of J & J, the directors of J & J and the officers of J & J shall continue as such.
4. **Shareholder of HA.** On the Merger Effective Date, the current shareholder of HA shall cease to be a Shareholder of HA.
5. **Existence.** On the Merger Effective Date, the separate existence of HA shall cease, and J & J shall, thereafter, alone survive and possess all the rights, privileges, powers, immunities, purposes and franchises, both public and private, of HA.
6. **Property of Merged Entities.** On the Merger Effective Date, all property, tangible and intangible, of every kind and description, belonging to HA shall be vested in J & J without further act or deed and the title to any interest therein, vested in J & J, shall not revert or be in any way impaired by reason of the Merger; provided that J & J shall be liable for all the obligations and liabilities of HA, and all claims existing or actions or proceedings pending by or against HA may be enforced against J & J, and neither the rights of creditors nor any liens upon, or security interests in, the property of HA shall be impaired by the Merger.

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JUDICIAL DISTRICT OF CLERK

7. **Assets and Liabilities.** The assets and liabilities of HA on the Merger Effective Date shall be taken upon the books of J & J at the amounts at which the same shall be carried at the time on the books of J & J, such value also representing the respective fair market value of such assets.

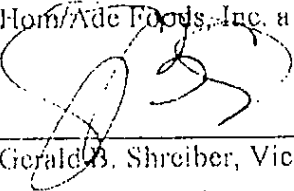
8. **Approval of Merger.** This Agreement shall be submitted to the Directors of HA and to the shareholders of J & J for their approval as provided by law. Upon the approval of the Directors and shareholders, the Certificate of Merger described in Section 2 hereof shall be executed on behalf of HA and J & J and filed with the State Treasurer of New Jersey and Division of Corporations in Florida

9. **Termination of Merger.** The Merger may be terminated and abandoned by the mutual consent of HA and J & J at any time before the Merger Effective Date.


10. **Counterparts.** This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed to be one and the same agreement. A signed copy of this Agreement delivered by facsimile, e-mail or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Agreement.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed on the date set forth above.

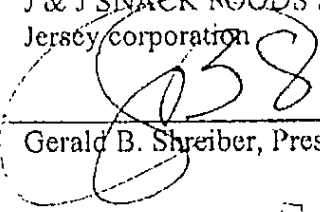
Hormel Foods, Inc. a Florida corporation



Gerald B. Shreiber, Vice President


Dennis Moore, Secretary, Vice President

J & J SNACK FOODS SALES CORP, a New Jersey corporation



Gerald B. Shreiber, President

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