

P92000011647

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August 25, 1999

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-08/26/99--01070--015
*****70.00 *****70.00

RE: Articles of Merger, together with related Plan of Merger, regarding the Merger of Olive Brothers Farm, Inc., a Florida Corporation, with and into Olive Brothers Farm, Inc., an Alabama Corporation

Dear Sir or Madam:

I enclose Articles of Merger, and one copy, that have previously been recorded in the Office of the Secretary of State of Alabama regarding the captioned transaction for filing in your offices, together with our firm's check No.15049 in the amount of \$70.00 to cover applicable recording fees, and a self-addressed, pre-paid Federal Express envelope.

After the Articles of Merger have been duly filed in your office, please return evidence of filing, in the enclosed self-addressed, pre-paid Federal Express envelope, to the undersigned at your earliest convenience.

Merger
9-2-99
DJS

Very truly yours,

JOHNSTON, HINESLEY, FLOWERS & CLENNEY, P.C.

R. Eugene Clenney, Jr.

REC/sb

Enclosure

cc: Tommy Bedsole, CPA
Johnny M. Olive
Charles H. Olive

FILED
99 AUG 26 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

OLIVE BROTHERS FARM, INC., a Florida corporation, P92000011647.

INTO

OLIVE BROTHERS FARM, INC., an Alabama corporation not qualified in
Florida.

File date: August 26, 1999

Corporate Specialist: Doug Spitler

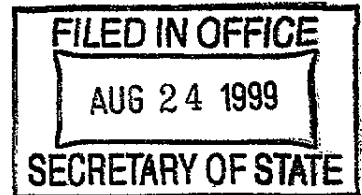
ARTICLES OF MERGER

OF

OLIVE BROTHERS FARM, INC.
A Florida corporation

INTO

OLIVE BROTHERS FARM, INC.
an Alabama corporation



FILED
99 AUG 26 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1101 - 607.1107, F.S. and Section 10-2B-11.01, et seq., of the Code of Alabama (1975), respectively.

ARTICLE ONE

The name of the surviving corporation shall be **Olive Brothers Farm, Inc.**, an Alabama corporation, and it shall be governed by the laws of the State of Alabama.

ARTICLE TWO

The names of the corporations proposing to merge, and the names of the States under the laws of which such corporations are organized, are as follows:

NAME OF CORPORATION

STATE OF
INCORPORATION

Olive Brothers Farm, Inc.

Florida

Olive Brothers Farm, Inc.

Alabama

ARTICLE THREE

The Articles of Incorporation and By-Laws of Olive Brothers Farm, Inc., an Alabama corporation shall survive the merger and remain the Articles of Incorporation and By-Laws of the surviving corporation.

ARTICLE FOUR

The plan of merger is attached hereto, made a part hereof and incorporated herein by reference as Exhibit "A".

ARTICLE FIVE

The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State and the Alabama Secretary of State.

ARTICLE SIX

As to each corporation, the number of shares outstanding and the number of shares entitled to vote are:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Total Number of Shares Entitled to Vote</u>
Olive Brothers Farm, Inc., a Florida corporation	100	100
Olive Brothers Farm, Inc., an Alabama corporation	100	100

ARTICLE SEVEN

As to each corporation, the number of shares voted for and against the plan, respectively, are:

<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>
Olive Brothers Farm, Inc., a Florida corporation	100	-0-
Olive Brothers Farm, Inc., an Alabama corporation	100	-0-

ARTICLE EIGHT

The Plan of Merger was adopted was adopted by the shareholders of the surviving corporation on August 19, 1999.

ARTICLE NINE

The Plan of Merger was adopted by the shareholders of the merging corporation on August 19, 1999.

ARTICLE TEN

As to each Alabama corporation, the county in which its Articles of Incorporation are filed is:

Name of Corporation

County in Which Articles
of Incorporation are Filed

Olive Brothers Farm, Inc.

Houston County, Alabama

ARTICLE ELEVEN

Olive Brothers Farm, Inc., an Alabama corporation, as the surviving corporation of the merger, does hereby appoint the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders of each domestic corporation that is party to the merger.

ARTICLE TWELVE

Olive Brothers Farm, Inc., an Alabama corporation, as the surviving corporation of the merger, does hereby agree to pay the dissenting shareholders of each domestic corporation that is party to the merger the amount, if any, to which they are entitled under Sections 607.1302, 620.205 and 608.4384, Florida Statutes.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its authorized officer as of the 19th day of August, 1999.

OLIVE BROTHERS FARM, INC.,
a Florida corporation

By: Johnny M. Olive
Johnny M. Olive, President

By: Charles H. Olive
Charles H. Olive, Secretary and Treasurer

OLIVE BROTHERS FARM, INC.,
an Alabama corporation

By: Johnny M. Olive
Johnny M. Olive, President

By: Charles H. Olive
Charles H. Olive, Secretary and Treasurer

EXHIBIT "A"

PLAN OF MERGER

Agreement and Plan of Merger made and entered into this 19th day of August, 1999, by and between **OLIVE BROTHERS FARM, INC.**, a Florida corporation (the "Merged Corporation"), and **OLIVE BROTHERS FARM, INC.**, an Alabama corporation (the "Surviving Corporation").

The Merged Corporation and the Surviving Corporation, by their respective Boards of Directors and with the unanimous consent of their respective shareholders, hereby adopt a Plan of Merger pursuant to the provisions of the Florida Business Corporation Act, the Alabama Business Corporation Act, and Section 368(a)(1)(A) and (F) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the Merger), as follows:

1. The Merged Corporation, shall be merged with and into the Surviving Corporation with the effect provided in the Florida Business Corporation Act, pursuant to section 607.1107, F.S. and the Alabama Business Corporation Act pursuant to Code of Alabama, 1975, Section 10-2B-11.01. At the time the Merger becomes effective, the separate existence of the Merged Corporation shall cease and the Surviving Corporation shall continue to exist as the Surviving Corporation. The Articles of Incorporation and By-laws of the Surviving Corporation shall be the Articles of Incorporation and Bylaws of the Surviving Corporation.

2. The Board of Directors and Officers of the Surviving Corporation shall be the Board of Directors and Officers of the Surviving Corporation.

3. At the time the Merger becomes effective, the outstanding shares of the Merged Corporation, consisting of 100 shares of common stock, \$10.00 par value, shall automatically, by virtue of the Merger, be converted into the right to receive, and shall be exchangeable for, 100 shares

of common stock, \$10.00 par value, of the Surviving Corporation. Each holder of the Merged Corporation stock shall be entitled to receive one (1) share of Surviving Corporation common stock, \$10.00 par value, for each share of Merged Corporation stock held by such person.

4. Notwithstanding any other provision of this Agreement and Plan of Merger, it may be abandoned at any time prior to the effectiveness of the Merger by mutual consent of the Boards of Directors of the Merged Corporation and the Surviving Corporation.

5. Articles of Merger shall be filed and recorded in the Offices of the Secretary of State of each of the State of Florida and the State of Alabama, and Articles of Merger shall be filed in accordance with the filing and recording requirements of the Florida Business Corporation Act and Alabama Business Corporation Act on such date as may be agreed upon by the Merged Corporation and the Surviving Corporation.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the President and Secretary/Treasurer of each party hereto.

OLIVE BROTHERS FARM, INC.,
a Florida corporation

By: Johnny M. Olive
Johnny M. Olive, President
By: Charles H. Olive
Charles H. Olive, Secretary and Treasurer

OLIVE BROTHERS FARM, INC.,
an Alabama corporation

By: Johnny M. Olive
Johnny M. Olive, President
By: Charles H. Olive
Charles H. Olive, Secretary and Treasurer