

P94000051934

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MERGER OR SHARE EXCHANGE
The Showcase of Citrus, Inc.

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SEP 24 2015

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September 24, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

THE SHOWCASE OF CITRUS, INC.
5010 HWY 27
CLERMONT, FL 34714US

SUBJECT: THE SHOWCASE OF CITRUS, INC.
REF: P94000051934

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes. The proper form is enclosed for your convenience.

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H15000229211
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ARTICLES OF MERGER

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOLOORGANICS, L.L.C., a Limited Liability Company
(Document No. L11000027139; Date Filed: March 11, 2011)

INTO

THE SHOWCASE OF CITRUS, INC., a Florida corporation
(Document No. P94000051934; Date of Incorporation: July 11, 1994)

Under Section 605.1025 of Florida Statutes

Pursuant to the provisions of Section 605.1025 of the Florida Statutes, the undersigned hereby certify by these Articles of Merger as follows:

FIRST: The names of the entities which are parties to the merger are **SOLOORGANICS, L.L.C.**, a limited liability company (the "L.L.C."), and **THE SHOWCASE OF CITRUS, INC.**, a Florida Corporation (the "Corporation"). The surviving entity is the Corporation.

SECOND: The Plan of Merger is annexed hereto as **Exhibit "A"** and incorporated herein by reference in its entirety.

THIRD: The plan of merger was duly adopted by the unanimous vote of the members of the LLC and of the directors and shareholders of the Florida Corporation to the merger on the _____ day of September, 2015.

FOURTH: This merger shall be effective on the 30th day of September, 2015.

William H. Cauthen, Esquire
William H. Cauthen, P.A.
Attorneys at Law
215 North Joanna Avenue
Tavares, FL 32778
(352)343-2225
Florida Bar #133488
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IN WITNESS WHEREOF, each of the parties to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized officers this 22nd day of September, 2015.

SOLOORGANICS, L.L.C.,
a Limited Liability Company

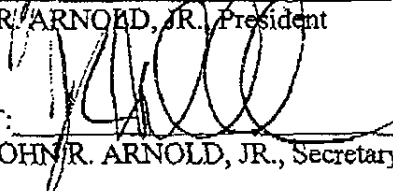
By: 

JOHN R. ARNOLD, JR., Manager

THE SHOCASE OF CITRUS, INC.,
a Florida corporation

By: 

JOHN R. ARNOLD, JR., President

ATTEST: 

JOHN R. ARNOLD, JR., Secretary

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EXHIBIT "A"

ATTACHED

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is dated effective the 30th day of September, 2015, between **SOLOGANICS, L.L.C.**, a Florida limited liability company, (the "LLC") and **THE SHOWCASE OF CITRUS, INC.**, a Florida corporation, (the "Corporation"), said LLC and Corporation being sometimes collectively referred to herein as the "Constituent Entities".

WITNESSETH:

WHEREAS, the LLC, is a Florida limited liability company duly organized and existing under the laws of the State of Florida.

WHEREAS, the Corporation is a Florida corporation duly organized and existing under the laws of the State of Florida, having an authorized capital stock of One Thousand (1,000) shares of common stock, of which as of the date hereof Five Hundred (500) shares of common stock are validly issued and outstanding.

WHEREAS, the Members of the LLC and Shareholders of the Corporation deem it advisable for the general welfare of such Constituent Entities that the LLC and the Corporation be merged into the Corporation.

WHEREAS, the Members of the LLC will receive in exchange for their interest in the LLC, common stock of the Corporation, as more fully described in ARTICLE VI hereafter.

NOW, THEREFORE, the Constituent Entities hereby agree that the LLC, shall be merged with and into the Corporation in accordance with the applicable laws of the State of Florida and the terms and conditions of the following Plan of Merger.

ARTICLE I**THE CONSTITUENT ENTITIES**

The names of the Constituent Entities to the merger are **SOLOGANICS, L.L.C.**, a Florida limited liability company, (Florida Document No. L11000027139) and **THE SHOWCASE OF CITRUS, INC.**, a Florida Corporation, (Florida Document No. P94000051934).

ARTICLE II
THE MERGER; THE SURVIVING CORPORATION

On the Effective Date, as hereinafter defined, the LLC, shall be merged into the Florida Corporation, in accordance with the applicable provisions of Chapter 607 of the Florida Statutes (the Florida Business Corporation Act) and the Corporation shall be the surviving Corporation, and shall be governed by the laws of the State of Florida.

ARTICLE III
THE EFFECT OF THE MERGER

From and after the filing of the Articles of Merger in accordance with Article VII hereof, the LLC and Corporation shall be a single corporation, which shall be the Corporation. From and after such filing, the separate existence of the LLC, shall cease, while the corporate existence of the Corporation, shall continue unaffected and unimpaired. The Corporation shall have all the rights, privileges, immunities, and powers, and shall be subject to all the duties and liabilities, of a corporation organized under the Florida Business Corporation Act. The Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the Constituent Entities. All property, real, personal and mixed, and all debts on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the LLC and Corporation, shall be taken and deemed to be transferred to and vested in the Corporation without further act or deed. The title to any real estate, or any interest therein, vested in either of the Constituent Entities shall not revert or be in any way impaired by reason of such merger. The Corporation shall henceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Entities, and any claim existing or action or proceeding pending by or against either of the Constituent Entities may be prosecuted as if such merger had not taken place, or the Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Entities shall be impaired by such merger.

ARTICLE IV
SUPPLEMENTARY ACTION

If at any time after the Effective Date any further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect, confirm or record in the Corporation the title to any property or rights of either of the Constituent Entities, or otherwise to carry out the provisions of this Agreement and Plan of Merger, the proper manager, officers and directors of the respective Constituent Entities as of the Effective Date shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest or to perfect or confirm title to such property or rights in the Corporation and otherwise to carry out the purposes and provisions of this Agreement and Plan of Merger.

ARTICLE V
CERTIFICATE OF INCORPORATION AND BYLAWS: OFFICERS AND DIRECTORS

(a) The Certificate of Incorporation and Bylaws of the Corporation, as heretofore amended and in effect on the Effective Date, shall remain the Certificate of Incorporation and Bylaws of the Corporation, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

(b) The persons who shall serve as directors of the Corporation shall be:

JOHN R. ARNOLD, JR.

The persons who shall serve as officers of the Corporation and the offices in which they shall serve, shall be:

President:	JOHN R. ARNOLD, JR.
Secretary:	JOHN R. ARNOLD, JR.
Treasurer:	JOHN R. ARNOLD, JR.

ARTICLE VI
TREATMENT OF SHARES OF THE CONSTITUENT ENTITIES

(a) Each share of the common stock of the Corporation, outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII, shall continue in existence as a share of the merged Constituent Entities and there shall be no distribution of cash or securities with respect thereto.

(b) The interest in the LLC, outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII shall, by virtue of the merger and without any action on the part of the holder thereof, cease to exist and be cancelled, and no additional shares of common stock of the Corporation shall be issued.

ARTICLE VII
APPROVAL BY CONSTITUENT ENTITIES

This Plan of Merger shall be submitted to the Constituent Entities for approval as provided by the Florida Business Corporation Act on the 22nd day of September, 2015. If duly adopted by the requisite vote of such shareholders and members, Articles of Merger meeting the requirements of the Florida Business Corporation Act shall be filed immediately in the appropriate office in Florida.

ARTICLE VIII
EFFECTIVE DATE

The merger of the LLC into the Corporation, shall become effective the 30th day of September, 2015 in accordance with the Florida Business Corporation. The date on which such merger shall become effective is herein called the "Effective Date".

ARTICLE IX
COVENANTS OF THE CORPORATION

The Corporation covenants and agrees that: (a) it will not further amend its certificate of incorporation prior to the Effective Date; and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

ARTICLE X
TERMINATION

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Members of the LLC and Board of Directors of the Corporation at any time prior to the filing of the Articles of Merger.

ARTICLE XI
COUNTERPARTS

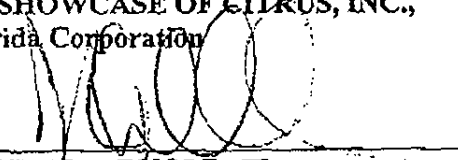
This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

SOLOORGANICS, L.L.C.,
a Florida Limited Liability Company,

By: 
JOHN R. ARNOLD, JR., Member

THE SHOWCASE OF CITRUS, INC.,
a Florida Corporation

By: 
JOHN R. ARNOLD, JR.,
President and Shareholder