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EXAMINER

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PLEASE REPLY TO: JACKSONVILLE OFFICE

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FISHER, TOUSEY, LEAS & BALL
ATTORNEYS AT LAW

November 2, 2012

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

Re: Articles of Merger – Bitter End Plantation

To Whom It May Concern:

On behalf of our client, Bitter End Plantation, enclosed please find Articles of Merger for Bitter End Plantation. Also enclosed is a check made payable to the Florida Department of State for \$70.00 which represents the required fee.

Please forward confirmation of the filing to my attention at the Jacksonville address. If you have any additional questions, please contact me at (904) 356-2600 ext. 368.

Sincerely,

Jill C. McPherson, FRP
Paralegal

Enclosures
351001

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Bitter End Plantation, Inc.	Florida	Corporation - P9500031500
Bitter End Plantation, LLC	Delaware	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Bitter End Plantation, LLC	Delaware	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

1814 Industrial Boulevard, Jacksonville, Florida 32254

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

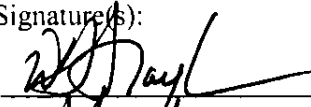
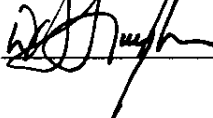
b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Bitter End Plantation, Inc.		W. Hamilton Taylor
Bitter End Plantation, LLC		W. Hamilton Taylor

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger") is hereby adopted by **BITTER END PLANTATION, INC.**, a Florida corporation (the "Company"), for the purpose of merging with and into **BITTER END PLANTATION, LLC**, a Delaware limited liability company ("BEP") with BEP being the surviving entity (the "Merger").

NOW, THEREFORE, the Company and BEP hereby approve and adopt this Plan of Merger providing for the Merger as authorized by Section 607.1109 of the Florida Business Corporation Act (the "Florida Act") and Section Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act"), upon the terms and subject to the conditions herein.

1. Merger. At the Effective Time (as defined herein) of the Merger, the Company shall be merged with and into BEP, BEP shall be the surviving entity of the Merger (hereinafter sometimes referred to as the "Surviving Entity") and the separate corporate existence of the Company shall cease. The Merger shall become effective on the latest of (a) October 31, 2012, (b) the filing of the Articles of Merger with the Florida Department of State in accordance with the provisions of Chapter 608 of the Florida Act, or (c) the filing of Articles of Merger with the Delaware Secretary of State in accordance with the provisions of Title 6, Section 18-209 of the Delaware Act (the "Effective Time"). The Merger was approved by BEP in accordance with Chapter 608, Florida Statutes and approved by the Company in accordance with Title 6, Section 18-209 of the Delaware Act. All of the Directors and Shareholders of the Company and all of the Managers and Members of BEP have consented to the Merger.

2. Governing Documents.

(a) The Certificate of Formation of BEP, as in effect immediately prior to the Effective Time shall constitute the Certificate of Formation of the Surviving Company until thereafter amended in accordance with the provisions thereof and applicable law.

(b) The Operating Agreement of BEP as in effect immediately prior to the Effective Time shall constitute the Operating Agreement of the Surviving Company without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law.

3. Name. The name of the Surviving Company shall be Bitter End Plantation, LLC.

4. Addresses. The address of BEP is 1814 Industrial Boulevard, Jacksonville, Florida 32254. The address of the Company is 1814 Industrial Boulevard, Jacksonville, Florida 32254.

5. Registered Agent and Jurisdiction of Surviving Company. The Surviving Company is to be governed by the laws of the State of Delaware and the address of its registered

office in the State of Delaware shall be 1209 Orange Street, Wilmington, Delaware 19801. The name of its registered agent at such address shall be The Corporation Trust Company.

6. Succession. At the Effective Time, the separate corporate existence of the Company shall cease, and the Surviving Company shall possess all the rights, privileges, powers and franchises of a public or private nature and be subject to all the restrictions, disabilities and duties of the Company, and all property, real, personal and mixed, and all debts due to the Company on whatever account and all other things in action, shall be vested in the Surviving Company.

7. Capitalization of Surviving Company; Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, immediately upon the Effective Date of this Merger, each issued and outstanding share of common stock of the Company, which is issued and outstanding on the Effective Date of the Merger, shall, without further action on the part of the holder thereof, automatically become, and be converted into a membership interest in the Surviving Company in accordance with the Operating Agreement of the Surviving Entity to be held the holder of such share of common stock. The Percentage Interests of Members in the Surviving Company shall be unchanged by the Merger.

8. Other Provisions with Respect to the Merger. All provisions of the laws of the State of Florida and the State of Delaware applicable to the Merger have been or will have been complied with upon the filing and recording of the Articles of Merger with the Secretaries of State of the States of Florida and Delaware.

9. Manager of BEP. BEP is managed by managers. The name and address of the sole Manager of BEP is:

Carlton H. Spence
1814 Industrial Boulevard
Jacksonville, Florida 32254

10. Authorized Representative. W. Hamilton Traylor is hereby authorized to execute and file all certificates of merger, or other required statutory documents, which, in his reasonable discretion are necessary or appropriate in order to effect the Merger.

11. Headings. The headings of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan of Merger.

SIGNATURES ON NEXT PAGE

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30th IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger this
day of October, 2012.

BITTER END PLANTATION, INC.,
a Florida corporation

By: Carlton H. Spence
Carlton H. Spence, President

BITTER END PLANTATION, LLC,
a Delaware limited liability company

By: Carlton H. Spence
Carlton H. Spence, Manager

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