

P96000024923

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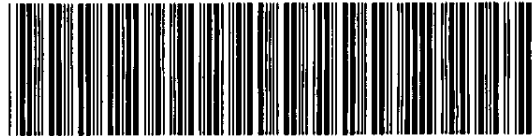
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. GOLDEN

APR 26 2018

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DATE: 4/25/18

NAME: SILVER SPRINGS CITRUS, INC

TYPE OF FILING: MERGER

COST: 78.75

RETURN: *certified* COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

** File First **

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Silver Springs Citrus, Inc.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Gretchen Nine-Bunnell, Paralegal
Contact Person

Hahn Loeser & Parks LLP
Firm/Company

200 Public Square, Suite 2800
Address

Cleveland, OH 44114
City/State and Zip Code

gnb@hahnlaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gretchen Nine-Bunnell, Paralegal At (216) 274-2217
Name of Contact Person 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)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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) |
|-----------------------------|---------------------|--|
| Silver Springs Citrus, Inc. | Florida | P96000024923 |

Second: The name and jurisdiction of each **merging** corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|--------------------------|---------------------|--|
| Winthorpe Holdings, Inc. | Delaware | |
| | | |
| | | |
| | | |
| | | |

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 04 / 27 / 2018 (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.)

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 April 24, 2018.

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 April 24, 2018.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Silver Springs Citrus, Inc.

James M. O'Toole

James M. O'Toole, President

Winthorpe Holdings, Inc.

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Silver Springs Citrus, Inc.

Winthorpe Holdings, Inc.

Thomas Koeb

THOMAS KOEB Sr VP & CFO/TREASURER

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|------------------------------------|---------------------|
| <u>Silver Springs Citrus, Inc.</u> | <u>Florida</u> |

The name and jurisdiction of each **subsidiary** corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|---------------------------------|---------------------|
| <u>Winthorpe Holdings, Inc.</u> | <u>Delaware</u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All of the shares of Silver Springs Citrus, Inc. which are issued and outstanding immediately prior to the Effective Time shall continue without effect following the Merger. All shares of Winthorpe Holdings, Inc. which are issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the Constituent Companies or any other person, be canceled and extinguished without any consideration.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A