

P96000066765

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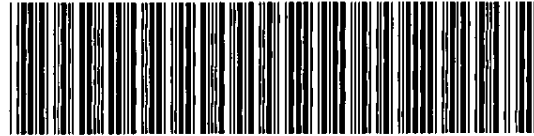
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mwilkinson@gray-robinson.com

December 28, 2011

VIA HAND DELIVERY

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

Re: Articles and Certificate of Merger into Sunnyridge Farm, Inc.
Document Number P96000066765
Our File No. 5269-17

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DIVISION OF CORPORATIONS
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To Whom It May Concern:

Enclosed for filing, please find an original and one copy of **ARTICLES AND CERTIFICATE OF MERGER** into **SUNNYRIDGE FARM, INC.**

Please **FILE THE ORIGINAL** and date-stamp the copy of these Articles. A check in the amount of **\$417.50** is enclosed.

Thank you for your assistance in this matter.

Sincerely,


Mari-Jo Lewis-Wilkinson
Paralegal

Enclosures

\5269\17 - # 4565228 v1

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DIVISION OF CORPORATIONS
11 DEC 28 AM 8:24

ARTICLES AND CERTIFICATE OF MERGER

Merging Each Of

SUNNYRIDGE MICHIGAN, LLC
MFF FLORIDA PROPERTIES, LLC
MIXON FAMILY FARMS, INC.
SUNNYRIDGE BERRY CENTER, INC.
BLUEBERRY FARMS OF GEORGIA, LLC
OWL'S DEN FARM, LLC
MIXON GEORGIA GENERAL PARTNER, LLC
SRF STRAWBERRIES, LLC
SUNNYRIDGE CAROLINA BERRY CENTER, LLC
GEORGIA BLUEBERRY FARMS ENTERPRISES, LTD.
SRF LOGISTICS, LLC
HCE SERVICES, INC.
MFF POUCHER, LLC

L09000015765
L04000087594
P94000093594
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L67000124177
L01000003620
L080000063984
L08000016306
A61000000751
L05000104231
P06000157697
L060000051968

With And Into

SUNNYRIDGE FARM, INC.

These Articles and Certificate of Merger are submitted in order to merge the following Florida entities, in accordance with Sections 607.1108, 607.1109 and 607.11101 of the Florida Business Corporation Act (and further in accordance with Sections 608.438, 608.4382 and 608.4383 of the Florida Limited Liability Company Act and Sections 620.2106, 620.2108 and 620.2109 of the Florida Revised Uniform Limited Partnership Act of 2005) (the "Merger"):

ARTICLE I

The exact name, type of entity and jurisdiction for each merging party (the "Merging Entities") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Sunnyridge Michigan, LLC	Florida	Limited Liability Company
MFF Florida Properties, LLC	Florida	Limited Liability Company
Mixon Family Farms, Inc.	Florida	Corporation
Sunnyridge Berry Center, Inc.	Florida	Corporation
Blueberry Farms of Georgia, LLC	Florida	Limited Liability Company
Owl's Den Farm, LLC	Florida	Limited Liability Company
Mixon Georgia General Partner, LLC	Florida	Limited Liability Company
SRF Strawberries, LLC	Florida	Limited Liability Company
Sunnyridge Carolina Berry Center, LLC	Florida	Limited Liability Company
Georgia Blueberry Farms Enterprises, Ltd.	Florida	Limited Partnership
SRF Logistics, LLC	Florida	Limited Liability Company
HCE Services, Inc.	Florida	Corporation
MFF Poucher, LLC	Florida	Limited Liability Company

ARTICLE II

The exact name, type of entity and jurisdiction for the **surviving** party (the "**Survivor**") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Sunnyridge Farm, Inc.	Florida	Corporation

ARTICLE III

The Plan of Merger pursuant to which the Merging Entities shall be merged with and into the Survivor (the "**Plan of Merger**") is attached hereto as **Exhibit A** and is incorporated herein and made a part hereof by reference.

ARTICLE IV

The attached Plan of Merger was approved by each domestic corporation, each domestic limited liability company and each domestic limited partnership that is a party to the Merger in accordance with the applicable provisions of Chapters 607, 608 and 620, *Florida Statutes*.

ARTICLE V

The effective date of the Merger shall be the date on which these Articles and Certificate of Merger are filed with the Florida Department of State.

[remainder of page intentionally left blank -- signatures to follow]

IN WITNESS WHEREOF, these Articles and Certificate of Merger are executed as of the 21 day of December, 2011.

SURVIVOR:

SUNNYRIDGE FARM, INC.

By: 

Name: Keith D. Mixon

Title: President

By: 

Name: Lucius M. Dyal, Jr.

Title: Secretary

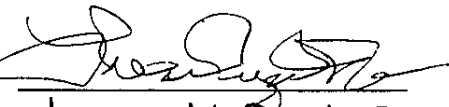
MERGING ENTITIES:

SUNNYRIDGE MICHIGAN, LLC

By: 

Name: Keith D. Mixon

Title: President

By: 

Name: Lucius M. Dyal, Jr.


Title: Secretary

MFF FLORIDA PROPERTIES, LLC

By: 

Name: Keith D. Mixon

Title: President

By: 

Name: Lucius M. Dyal, Jr.

Title: Secretary

MIXON FAMILY FARMS, INC.

By: [Signature]

Name: Keith D. Mixon

Title: President

By: [Signature]

Name: Lucius M. Dyal, Jr.

Title: Secretary

SUNNYRIDGE BERRY CENTER, INC.

By: [Signature]

Name: Keith D. Mixon

Title: President

By: [Signature]

Name: Lucius M. Dyal, Jr.

Title: Secretary

BLUEBERRY FARMS OF GEORGIA, LLC

By: [Signature]

Name: Keith D. Mixon

Title: President

By: [Signature]

Name: Lucius M. Dyal, Jr.

Title: Secretary

OWL'S DEN FARM, LLC

By: [Signature]

Name: Keith D. Mixon

Title: President

By: [Signature]

Name: Lucius M. Dyal, Jr.

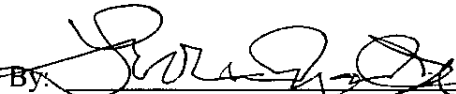
Title: Secretary

**MIXON GEORGIA GENERAL
PARTNER, LLC**

By: 

Name: Keith D. Mixon

Title: President

By: 

Name: Lucius M. Dyal, Jr.

Title: Secretary

SRF STRAWBERRIES, LLC

By: 

Name: Keith D. Mixon

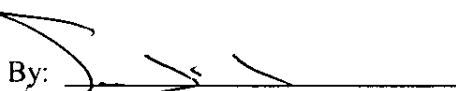
Title: President

By: 

Name: Lucius M. Dyal, Jr.

Title: Secretary

**SUNNYRIDGE CAROLINA BERRY
CENTER, LLC**

By: 

Name: Keith D. Mixon

Title: President

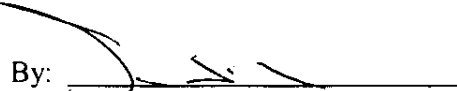
By: 

Name: Lucius M. Dyal, Jr.

Title: Secretary

**GEORGIA BLUEBERRY FARMS
ENTERPRISES, LTD.**

**By: Mixon Georgia General Partner,
LLC, its General Partner**

By: 

Name: Keith D. Mixon

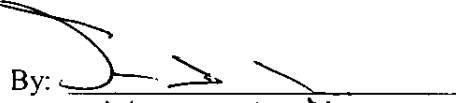
Title: President

By: 

Name: Lucius M. Dyal, Jr.

Title: Secretary

SRF LOGISTICS, LLC

By: 

Name: Keith D. Nixon

Title: President

By: 

Name: Lucius M. Dyal, Jr.

Title: Secretary

HCE SERVICES, INC.

By: 

Name: Keith D. Nixon

Title: President

By: 

Name: Lucius M. Dyal, Jr.

Title: Secretary

MFF POUCHER, LLC

By: 

Name: Keith D. Nixon

Title: President

By: 

Name: Lucius M. Dyal, Jr.

Title: Secretary

EXHIBIT A

PLAN OF MERGER

Merging Each Of

**SUNNYRIDGE MICHIGAN, LLC
MFF FLORIDA PROPERTIES, LLC
MIXON FAMILY FARMS, INC.
SUNNYRIDGE BERRY CENTER, INC.
BLUEBERRY FARMS OF GEORGIA, LLC
OWL'S DEN FARM, LLC
MIXON GEORGIA GENERAL PARTNER, LLC
SRF STRAWBERRIES, LLC
SUNNYRIDGE CAROLINA BERRY CENTER, LLC
GEORGIA BLUEBERRY FARMS ENTERPRISES, LTD.
SRF LOGISTICS, LLC
HCE SERVICES, INC.
MFF POUCHER, LLC**

With And Into

SUNNYRIDGE FARM, INC

The following Plan of Merger was adopted and approved by:

- (i) The Board of Directors and all of the shareholders of each corporation party to the merger, in accordance with Sections 607.1103 and 607.1108, *Florida Statutes*,
- (ii) All of the managers and members of each limited liability company party to the merger, in accordance with Section 608.4381, *Florida Statutes*, and
- (iii) All general partners and limited partners of each limited partnership party to the merger, in accordance with Section 620.2107, *Florida Statutes*,

and is being submitted in accordance with the relevant provisions of the Florida Business Corporation Act (the "Corporation Act"), the Florida Limited Liability Company Act (the "LLC Act"), and the Florida Revised Uniform Limited Partnership Act of 2005 (the "LP Act"), and together with the Corporation Act and the LLC Act, the "Acts").

ARTICLE 1

The exact name, type of entity and jurisdiction of each **merging** party is as follows (the “**Merging Entities**”):

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Sunnyridge Michigan, LLC	Florida	Limited Liability Company
MFF Florida Properties, LLC	Florida	Limited Liability Company
Mixon Family Farms, Inc.	Florida	Corporation
Sunnyridge Berry Center, Inc.	Florida	Corporation
Blueberry Farms of Georgia, LLC	Florida	Limited Liability Company
Owl’s Den Farm, LLC	Florida	Limited Liability Company
Mixon Georgia General Partner, LLC	Florida	Limited Liability Company
SRF Strawberries, LLC	Florida	Limited Liability Company
Sunnyridge Carolina Berry Center, LLC	Florida	Limited Liability Company
Georgia Blueberry Farms Enterprises, Ltd.	Florida	Limited Partnership
SRF Logistics, LLC	Florida	Limited Liability Company
HCE Services, Inc.	Florida	Corporation
MFF Poucher, LLC	Florida	Limited Liability Company

ARTICLE 2

The exact name, type of entity and jurisdiction of the **surviving entity** is as follows (the “**Survivor**”):

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Sunnyridge Farm, Inc.	Florida	Corporation

ARTICLE 3

The terms and conditions of the merger are as follows:

3.1 **The Merger.** The Merging Entities shall merge with and into Survivor (with such merger referred to herein as the “**Merger**”) at the Effective Time (as defined below). From and after the Effective Time, the separate existence of the Merging Entities shall cease, and the Survivor shall continue as the surviving entity in the Merger and shall further continue its legal existence under the laws of the State of Florida.

3.2 **Effective Time.** The Merging Entities and the Survivor will cause Articles and Certificate of Merger to be filed with the Florida Department of State in such form as required by, and executed in accordance with, the relevant provisions of the Acts. The Merger shall become effective upon filing of the Articles and Certificate of Merger with the Florida

Department of State, or such later date as may be expressly stated in the Articles and Certificate of Merger (the "Effective Time").

3.3 **Additional Action.** The Survivor shall, at any time after the Effective Time, take any necessary or desirable action, including executing and delivering any document, in the name and on behalf of any of the Merging Entities or the Survivor, in order to vest or to perfect or confirm of record in the Survivor the title to any property, rights, privileges, powers, licenses, and franchises of any of the Merging Entities or the Survivor.

ARTICLE 4

4.1 **Relationship of Merging Parties.** The Survivor is a wholly-owned subsidiary of HCE Corporation, a Florida corporation ("Parent"). Each of the Merging Entities is also a wholly-owned subsidiary of Parent, whether directly or indirectly.

4.2 **Manner and Basis of Converting Interests/Shares Generally.** Since the Merger is between a wholly-owned subsidiary corporation of Parent (the Survivor) and a number of other wholly-owned (whether directly or indirectly) subsidiary corporations, limited liability companies and limited partnerships of Parent (the Merging Entities), whereby the wholly-owned subsidiary corporation of Parent (the Survivor) is the survivor, no membership interests, partnership interests or shares of capital stock, as applicable, of the Merging Entities need be converted, and at the Effective Time all of the membership interests, partnership interests or shares of capital stock, as applicable, of the Merging Entities issued and outstanding immediately prior thereto (each a "Merging Entity Interest") shall, by virtue of the Merger and without any action on the part of any holder thereof, be surrendered and canceled.

4.3 **Effect on Survivor's Stock.** As of the Effective Time, each share of the Survivor's issued and outstanding capital stock shall remain issued and outstanding, shall be unaffected by the Merger, and shall remain and constitute all of the Survivor's issued and outstanding shares of capital stock, all of which are and shall continue to be owned by Parent.

4.4 **No Conversion of Rights to Acquire.** Since there were no rights to acquire any membership interests, partnership interests or shares of capital stock, as applicable, of any of the Merging Entities or the Survivor outstanding prior to the Effective Time, no conversion of such rights is necessary.

4.5 **Miscellaneous.**

(a) No interest, dividends, or other distributions shall be payable with respect to any Merging Entity Interest in connection with the Merger.

(b) From and after the Effective Time, no Merging Entity Interest shall be deemed issued or outstanding, and the holders thereof shall cease to have any rights with respect thereto, except as provided herein or by the Acts. At the Effective Time, no actual surrender of any certificates or other indicia of ownership of a Merging Entity Interest will be required;

instead, from and after the Effective Time, all Merging Entity Interests shall be deemed for all purposes surrendered and canceled.

(c) At the Effective Time, the transfer books for the Merging Entities shall be closed and no transfer of Merging Entity Interests shall thereafter be made (other than to reflect the cancellation of the Merging Entity Interests as a consequence of the consummation of the Merger).

ARTICLE 5

5.1 **Rights and Obligations of the Merging Entities.** By virtue of the Merger, and in accordance with and insofar as permitted by the applicable provisions of the Acts, from and after the Effective Time: (i) the Survivor shall possess all rights, privileges and powers of the Merging Entities, (ii) all property and assets of the Merging Entities shall vest in the Survivor without any further act or deed, and (iii) the Survivor shall assume and be liable for all liabilities and obligations of the Merging Entities.

5.2 **Survivor Articles of Incorporation.** The Articles of Incorporation of the Survivor in effect immediately prior to the Effective Time shall be and remain the Articles of Incorporation of the Survivor immediately following the Merger.

5.3 **Survivor Bylaws.** The Bylaws of the Survivor in effect immediately prior to the Effective Time shall be and remain the Bylaws of the Survivor immediately following the Merger.

5.4 **Merging Entities' Organizational Documents.** All Articles of Incorporation, Articles of Organization, Certificate of Limited Partnership and all other organizational documents, agreements and instruments relating to the Merging Entities shall be deemed terminated as of the Effective Time.

ARTICLE 6

6.1 **Amendment.** The Merging Entities and the Survivor may, by mutual consent, amend this Plan of Merger prior to the Effective Time; provided, however, that an amendment made subsequent to obtaining the requisite approval of this Plan of Merger by the shareholders, members and/or partners of the Merging Entities and the shareholder of the Survivor shall be subject to any restrictions contained in the Acts. No amendment of any provision of this Plan of Merger shall be valid unless the same shall be in writing and signed by the requisite shareholders, members and/or partners of the Merging Entities and the shareholder of the Survivor.

6.2 **Termination.** This Plan of Merger may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the Effective Time (whether before or after requisite approval of the Plan of Merger has been obtained from the

Merging Entities and the Survivor) upon mutual written consent of the Merging Entities and the Survivor.

6.3 **Shareholder, Member and Partner Approval.** The respective obligations of the Merging Entities and the Survivor to effect the Merger shall be subject to the Merging Entities and the Survivor obtaining the requisite approval of the shareholders, members and/or partners of the Merging Entities and the shareholder of the Survivor, all as required by the Acts, prior to the Effective Time.

6.4 **Filing of the Merger Documents.** After obtaining the requisite approvals required by the Acts, the shareholders, directors and/or officers of the Survivor and the shareholders, directors, members, managers, officers and/or partners of the Merging Entities are hereby authorized and directed to cause the Articles and Certificate of Merger and all other required documents, if any, to be executed, filed and recorded and all other required action to be taken in order to consummate the Merger as of the Effective Time.