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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

EFFECTIVE DATE
12-29-12

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**MERGER OR SHARE EXCHANGE
SUNNYRIDGE FARM, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$68.75

RECEIVED

12 DEC 28 AM 8:05

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

12 DEC 28 PM 1:46

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Merger

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Corporate Filing Menu

Help

<https://efile.sunbiz.org/scripts/efilcovr.exe>

12-29-12

Dr

W/Name Change

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Sunnyridge Farm, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

David Murott

Contact Person

Dole Food Company, Inc.

Firm/Company

One Dale Drive

Address

Westlake Village, CA 91362

City, State and Zip Code

david.marote@dolc.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David Marote

at (818) 879-6760

Name of Contact Person

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:

**Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301**

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Articles of Merger
For
Florida Profit or Non-Profit Corporation

EFFECTIVE DATE
12-29-12

12 DEC 28 PM 1:16
FILED

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>
Dole Berry Company, LLC	Delaware	Limited liability company

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>
Sunnyridge Farm, Inc.	Florida	Corporation - Profit

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.

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:
December 29, 2012

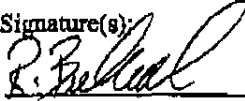

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

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.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Dole Berry Company, LLC		RONALD D. BOUCHARD
Sunnyridge Farm, Inc.		JEFFREY E. CONNER

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
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

PLAN OF MERGER

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>
Dole Berry Company, LLC	Delaware	Limited liability company

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>
Sunnyridge Farm, Inc.	Florida	Corporation - Profit

THIRD: The terms and conditions of the merger are as follows:

1. The merging party shall be merged with and into the surviving party.
2. The separate existence of the merging party shall cease upon the effective date of the merger.
3. Upon the effective date of the merger, the surviving party shall assume all of the liabilities of the merging party.
4. The directors and officers of the surviving party on the effective date of the merger shall continue serving in their respective capacities until their eventual resignation, termination or replacement, in accordance with the By-Laws of the surviving party.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Upon the effective date of the merger, each issued membership unit of the merging party shall, by virtue of the merger and, without any action upon the part of any holder thereof, no longer be issued, but shall instead be canceled without consideration. The issued shares of the surviving party shall not be converted or exchanged in any manner or any consideration be paid therefor, but each such share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving party.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

(Attach additional sheet if necessary)

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SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

As of the effective date of the merger, Article I of the Amended and Restated Articles of Incorporation of the surviving party shall be amended to read as follows:

ARTICLE I

NAME

The name of the Corporation shall be Dole Berry Company.

(Attach additional sheet if necessary)