

P97000104433

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MERGER OR SHARE EXCHANGE
GR BAGE (FL), INC.

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Merger

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ARTICLES OF MERGER

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, jurisdiction, and document number of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
GR Bage (FL), Inc.	Florida	P97000104433

SECOND: The name, jurisdiction, and document number of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Turner Foods Corporation	Florida	K68405

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.

FIFTH: Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the board of directors of the surviving corporation by unanimous written consent dated December 30, 2014 and shareholder approval was not required.

SIXTH: Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the board of directors of the merging corporation by written consent dated December 30, 2014 and by the sole shareholder of the merging corporation by written consent dated December 30, 2014.

SEVENTH: Signatures for each Corporation

SIGNATURES APPEAR ON FOLLOWING PAGE

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on the 30th day of December, 2014.

TURNER FOODS CORPORATION

By: Melissa A. Plotsky
Melissa A. Plotsky
Assistant Secretary

GR BAGE (FL), INC.

By: Melissa A. Plotsky
Melissa A. Plotsky
Secretary

PLAN OF MERGER

This Plan of Merger (the "Plan of Merger") is entered into this 30th day of December, 2014 between Turner Foods Corporation ("Turner Foods"), a Florida corporation, and GR Bage (FL), Inc., a Florida corporation ("GRB").

RECITALS

This Plan of Merger was approved by the unanimous written consent of the Boards of Directors of each of Turner Foods and GRB and the sole shareholder of Turner Foods.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties, intending to be legally bound, agree as follows:

PLAN OF MERGER

1. **Merger and Surviving Company.** Subject to the terms and conditions of this Agreement and in accordance with the Florida Business Corporation Act (the "Florida Act"), at the Effective Time (as defined below), Turner Foods shall be merged (the "Merger") with and into GRB. GRB shall be the surviving corporation. GRB shall continue to be governed by the laws of the State of Florida (including, without limitation, the Florida Act).

2. **Effective Time.** The Merger shall become effective on the date that the Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Time").

3. **Corporate Bylaws.** The Bylaws of GRB ("GRB's Bylaws") as in effect immediately prior to the Effective Time of the Merger shall continue in full force and effect as GRB's Bylaws with no changes thereto. GRB's Bylaws may thereafter continue to be amended and/or restated as provided therein and by the Florida Act.

5. **Corporate Governance after the Merger.** At the Effective Time, the officers and directors of GRB will continue to serve as officers and directors of GRB, and no officers or directors of Turner Foods will become officers or directors of GRB.

6. **Rights and Liabilities of Surviving Company.** At the Effective Time, all of the properties, rights, privileges, powers and franchises of Turner Foods will vest in GRB and all debts, liabilities and duties of Turner Foods will become the debts, liabilities and duties of GRB.

7. Consideration for Shares. All right, title and interest in the shares of Turner Foods (the "Turner Foods Shares") that 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 holder thereof, be cancelled without payment of any consideration and without any conversion and the immediately prior holder of the Turner Foods Shares shall cease to have any rights with respect to the Turner Foods Shares. The shareholder of GRB will hold the same number of shares of GRB that were issued and outstanding immediately prior to the Effective Time, with identical designations, preferences, limitations, and relative rights, immediately after the Merger.

8. Representations and Warranties of Turner Foods. Turner Foods represents and warrants that it is a corporation duly formed, validly existing and in good standing under the laws of the State of Florida, and that it has the requisite power and authority to enter into this Plan of Merger and the transactions contemplated by this Plan of Merger.

9. Representations and Warranties of GRB. GRB represents and warrants that it is a corporation duly formed, validly existing and in good standing under the laws of the State of Florida, and that it has the requisite power and authority to enter into this Plan of Merger and the transactions contemplated by this Plan of Merger.


10. Governing Law. This Plan of Merger shall be governed and construed in accordance with the laws of the State of Florida, without regard to conflicts of law principles.

11. Counterparts. This Plan of Merger may be executed in one or more counterparts, each of which when executed shall be deemed to be an original but all of which taken together shall constitute one and the same agreement.

[SIGNATURES APPEAR ON FOLLOWING PAGE]


IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed as of the day and year first written above.

TURNER FOODS CORPORATION
a Florida corporation

By: 

Mitchell S. Ross
President

GR BAGE (FL), INC.,
a Florida corporation

By: 

Michael O'Sullivan
Vice President