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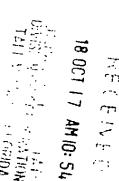
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R. WHITE DOLD



COVER LETTER

TO:	Amendment Section Division of Corporations	
SUBII	ECT: Roger L. Woerner, Inc.	
701331	Name of Surviving Co	proration
The er	nclosed Articles of Merger and fee are submit	tted for filing.
Please	return all correspondence concerning this m	atter to following:
APRIL	FUNK	
	Contact Person	
WOER	NER AGRIBUSINESS, LLC	
	Firm/Company	
Р.О. В	OX 2016	
	Address	
FOLEY	f. AL. 36536	
	City/State and Zip Code	
	HNG WOERNERTURF.COM	
E-	mail address: (to be used for future annual report noti	fication)
For fui	rther information concerning this matter, plea	ise call:
APRIL	FUNK	251 943-3770 _ At ()
	Name of Contact Person	Area Code & Daytime Telephone Number

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 Fallahassee, Florida 32314

FILED ARTICLES OF MERGER

ROGER L. WOERNER, INC., a Florida corporation

ROGER L. WOERNER, INC., an Alabama corporation

Pursuant to §607.1107 of the Florida Business Corporation Act (the "Florida Act"). ROGER L. WOERNER, INC., a Florida corporation ("RLW-Florida") and ROGER L. WOERNER, INC., an Alabama corporation ("RLW-Alabama"), adopt the following Articles of Merger:

- (1)**ARTICLE FIRST:** RLW-Florida and RLW-Alabama shall be merged into RLW-Alabama, and RLW-Alabama shall be the surviving corporation (the "Merger"). Hereinafter, RLW-Florida and RLW-Alabama are sometimes collectively referred to as the "Constituent Corporations."
- **ARTICLE SECOND:** The name of the surviving corporation is (2) "ROGER L. WOERNER, INC."
- (3) **ARTICLE THIRD:** A Plan of Merger (the "Plan"), a copy of which is attached hereto as Exhibit 1 and incorporated herein by reference, has been unanimously adopted and approved by the Board of Directors and by the sole shareholder of RLW-Florida, effective October 11, 2018, and unanimously adopted and approved by the Board of Directors and the sole shareholder of RLW-Alabama by written consent, effective October 11, 2018. all pursuant to §607.0821 and §607.0704 of the Florida Act and applicable Alabama law.
- (4)**ARTICLE FOURTH:** The shares of each of the Constituent Corporations entitled to vote on and voting in favor of the Merger is as follows:

		Entitled to Vote	Voting in Favor
(i)	RLW-Florida	100 Common Shares	100 Common Shares
(ii)	RLW-Alabama	1,000 Common Shares	1,000 Common Shares

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed by their respective duly authorized officers as of the 11th day of October, 2018.

ROGER L. WOERNER, INC.,

a Florida corporation

ROGER L. WOERNER, INC.,

an Alabama corporation

EXHIBIT 1

PLAN OF MERGER

- (1) Merger. ROGER L. WOERNER, INC., a Florida corporation ("RLW-Florida") and ROGER L. WOERNER. INC., an Alabama corporation ("RLW-Alabama"), shall be merged with RLW-Alabama as the surviving corporation (the "Merger"). RLW-Alabama shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"). The Merger shall become effective upon the filing of Articles of Merger with the Secretary of State of the state of Florida (the "Effective Date").
- (2) Surviving Corporation. The name of the Surviving Corporation shall be **Roger L. Woerner, Inc.**, and it shall be an Alabama corporation.
- (3) Articles of Incorporation and Bylaws. The Articles of Incorporation of RLW-Alabama, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation, and the Bylaws of RLW-Alabama, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation, in each case without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law.
 - (3) Conversion/Cancellation of Shares.
 - (a) Each share of RLW-Florida issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger, and without any action on the part of the holder thereof, be canceled and of no further force and effect as of the Effective Date.
 - (b) Each outstanding share of RLW-Alabama immediately prior to the Effective Date shall continue to be one equivalent outstanding share of the Surviving Corporation.