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OF ALABAMA
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Morgan

R. WHITE
OCT 17 2018

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18 OCT 17 AM 10:54
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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Roger L. Woerner, 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:

APRIL FUNK

Contact Person

WOERNER AGRIBUSINESS, LLC

Firm/Company

P.O. BOX 2016

Address

FOLEY, AL 36536

City/State and Zip Code

MBRUING@WOERNERTURF.COM

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

For further information concerning this matter, please call:

APRIL FUNK

Name of Contact Person

At (251) 943-3770

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
OF
ROGER L. WOERNER, INC., a Florida corporation
INTO
ROGER L. WOERNER, INC., an Alabama corporation

FILED
2018 OCT 17 11:11 AM
CLERK OF SUPERIOR COURT
JASPER COUNTY, ALABAMA

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."
- (2) **ARTICLE SECOND:** The name of the surviving corporation is "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:

	<u>Entitled to Vote</u>	<u>Voting in Favor</u>
(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

By: Roger L. Woerner
Roger L. Woerner, President

By: Roger L. Woerner
Roger L. Woerner, President

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.