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Merger  
DEC 30 2013  
R. WHITE

FILED  
13 DEC 27 AM 9:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 942661-81491A

AUTHORIZATION : *Adlerman*

COST LIMIT : \$ 78.75

ORDER DATE : December 27, 2013

ORDER TIME : 3:08 PM

ORDER NO. : 942661-010

CUSTOMER NO: 81491A

ARTICLES OF MERGER

GREENBRIER FARMS, INC.

INTO

WOERNER HOLDINGS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: \_\_\_\_\_

FILED

13 DEC 27 AM 9:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF MERGER

**Woerner Holdings, Inc.**  
a Florida corporation

and

**Greenbrier Farms, Inc.**  
a Florida corporation

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes:

**First:** The name and jurisdiction of the surviving corporation is Woerner Holdings, Inc., a Florida corporation, located at 525 Okeechobee Blvd., Suite 720, West Palm Beach, FL 33401 (Document No. P98000007872).

**Second:** The name and jurisdiction of the merging corporation is Greenbrier Farms, Inc., a Florida corporation, located at 525 Okeechobee Blvd., Suite 720, West Palm Beach, FL 33401 (Document No. P98000104341).

**Third:** The Plan of Merger is attached and made part hereof.

**Fourth:** The effective date of the merger shall be December 31, 2013.

**Fifth:** The Plan of Merger was adopted by the shareholders of the surviving corporation.

**Sixth:** The Plan of Merger was adopted by the shareholders of the merging corporation.

### Surviving Corporation:

Woerner Holdings, Inc.,  
a Florida corporation

By: \_\_\_\_\_

Lester J. Woerner  
Its: President

### Merging Corporation:

Greenbrier Farms, Inc.  
a Florida corporation

By: \_\_\_\_\_

Lester J. Woerner  
Its: President

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Woerner Holdings, 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:

Larry B. Alexander, Esq.  
Contact Person

Jones, Foster, Johnston & Stubbs, P.A.  
Firm/Company

505 S. Flagler Drive, Suite 1100  
Address

West Palm Beach, FL 33401  
City/State and Zip Code

dpayton@jonesfoster.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dominique A. Payton At ( 561 ) 650-0427  
Name of Contact Person 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

## **PLAN OF MERGER**

**GREENBRIER FARMS, INC.**  
a Florida corporation

into

**WOERNER HOLDINGS, INC.**  
a Florida corporation

The following Plan of Merger is made and entered into effective as of December 31, 2013 and is submitted in compliance with Section 607.1101, Florida Statutes:

1. The name and jurisdiction of the surviving corporation is Woerner Holdings, Inc., a Florida corporation (the "Surviving Corporation").

2. The name and jurisdiction of the merging corporation is Greenbrier Farms, Inc., a Florida corporation (the "Merging Corporation").

3. *The Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida and has authorized one hundred (100) common shares, of which one (1) share shall be designated a Voting Common Share and ninety-nine (99) shares shall be designated Non-Voting Common Shares, each with a par value of one cent (\$0.01) per share, of which one hundred (100) shares are currently issued and outstanding.*

4. The Merging Corporation is a corporation duly organized and existing under the laws of the State of Florida and has authorized one thousand (1,000) common shares with a par value of one cent (\$0.01) per share, of which one hundred (100) shares are currently issued and outstanding.

5. The terms and conditions of the merger are as follows:

A. The merger shall become effective at 12:01 am on December 31, 2013.

B. The Merging Corporation shall be merged into the Surviving Corporation. The name of the Surviving Corporation shall continue to be Woerner Holdings, Inc., a Florida corporation.

C. On the effective date of the merger, the Merging Corporation shall be merged into the Surviving Corporation, the separate corporate existence of the Merging Corporation shall cease, and the Surviving Corporation shall continue in existence, and without the necessity of other transfer or assumption, shall succeed to and possess all of the assets, properties, amenities, powers, franchises, and authority of a public as well as a private nature, and assume and be subject to all of the liabilities, obligations, debts and duties of the Merging Corporation and any claim existing or action or proceeding pending by or against the Merging Corporation may be prosecuted

as if the merger has not taken place or the Surviving Corporation may be substituted in its place, all without further act or deed.

D. On the effective date of the merger, all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to the Merging Corporation shall be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein vested in the Merging Corporation shall be vested in the Surviving Corporation without revision or impairment.

Notwithstanding the foregoing, if at any time the Surviving Corporation shall consider or be advised that further assignments, conveyances or assurances are necessary or desirable to carry out the provisions hereof, the proper officers and directors of the Merging Corporation as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments and assurances, and do all things necessary or proper to carry out the provisions hereof.

6. The Articles of Incorporation of the Surviving Corporation and the By-Laws of the Surviving Corporation shall remain in effect until amended or changed as provided in such Articles or such By-Laws.

7. The terms of the merger, the mode of carrying them into effect and the manner and basis for canceling the shares of the Merging Corporation shall be as follows.

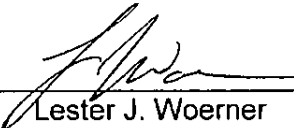
A. At the effective date of this merger, each of the shares of the Surviving Corporation issued and outstanding immediately prior to the effective date of this merger shall, on and immediately after the effective date of the merger, remain issued and outstanding, with no change in the holder, terms or conditions affected by the merger.

B. At the effective date of this merger, each common share of the Merging Corporation which is outstanding shall be deemed surrendered by the shareholder owning such share for cancellation.

IN WITNESS WHEREOF, the Merging Corporation and the Surviving Corporation, have signed this Plan of Merger as of the date and year first written above.

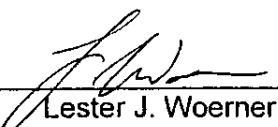
**Surviving Corporation:**

Woerner Holdings, Inc.,  
a Florida corporation

By:   
Lester J. Woerner  
Its: President

**Merging Corporation:**

Greenbrier Farms, Inc.  
a Florida corporation

By:   
Lester J. Woerner  
Its: President