

P990000020887

Keith Jenkins

(Requestor's Name)

8142 CR 136

(Address)

(Address)

Lisa Oak FL 32060

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

Spectrum Nurseries, Inc

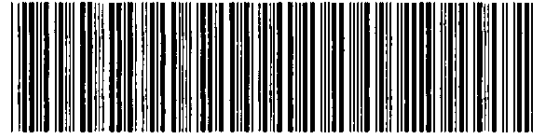
(Business Entity Name)

(Document Number)

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Merged

RECEIVED  
10 FEB -9 PM 3:29  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
2010 FEB -9 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2/19/10

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Spectrum Tree Farms, 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:

Keith Jacks  
(Contact Person)

Spectrum Tree Farms Inc  
(Firm/Company)

8142 CR 136  
(Address)

Live Oak FL 32060  
(City/State and Zip Code)

For further information concerning this matter, please call:

\_\_\_\_\_  
(Name of Contact Person) At (\_\_\_\_\_) \_\_\_\_\_  
(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**  
**(Profit Corporations)**

**FILED**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

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2007-9-11 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**First:** The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Spectrum Tree Farms Inc.</u>	<u>Florida</u>	<u>P990000020887</u>

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Spectrum Nurseries, Inc.</u>	<u>Florida</u>	<u>P93000073182</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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.

**OR** 12/29/06 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12-29-06.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12-29-06.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

**Name of Corporation**

Signature of an Officer or Director

**Typed or Printed Name of Individual & Title**

[illegible]

## **PLAN OF MERGER**

**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Spectrum Tax Firms, Inc.

Florida

**Second:** The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Spectrum Nurseries, Inc.

Florida

**Third:** The terms and conditions of the merger are as follows:

*See Attached*

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

*(Attach additional sheets if necessary)*

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**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

## **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (hereinafter referred to as this "Agreement") is entered into on Dec 29, 2006, between SPECTRUM TREE FARMS, INC., (sometimes hereinafter referred to as "surviving corporation"), a Florida corporation, and SPECTRUM NURSERIES, INC. (sometimes hereinafter referred to as "absorbed corporation"), a Florida corporation.

### **STIPULATIONS**

A. SPECTRUM TREE FARMS, INC. is a corporation organized and existing under the laws of the State of Florida with its principal office at 8142 County Road 136, Live Oak, Florida 32060.

B. SPECTRUM TREE FARMS, INC. has a capitalization of One Thousand (1,000) authorized shares of One Dollar (\$1.00) par value capital stock of which One Thousand (1,000) shares are issued and outstanding. All of the issued and outstanding shares are owned by SPECTRUM NURSERIES, INC.

C. SPECTRUM NURSERIES, INC. is a corporation organized and existing under the laws of the State of Florida with its principal office at 8142 County Road 136, Live Oak, Florida 32060.

D. SPECTRUM NURSERIES, INC. has a capitalization of One Thousand (1,000) authorized shares of One Dollar (\$1.00) par value capital stock of which One Thousand (1,000) shares are issued and outstanding. All of the issued and outstanding shares are owned by Keith L. Jacks.

The respective shareholders and respective Boards of Directors of the absorbed corporation and the surviving corporation deem it desirable and in the best interests of both corporations and their respective shareholders that SPECTRUM NURSERIES, INC. be merged into SPECTRUM TREE FARMS, INC., pursuant to the provisions of Chapter 607 of the Florida Statutes, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

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In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the absorbed corporation and the surviving corporation hereby agree as follows:

1. **MERGER**

SPECTRUM NURSERIES, INC. shall merge with and into SPECTRUM TREE FARMS, INC., which shall be the surviving corporation.

2. **TERMS AND CONDITIONS**

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. **CONVERSION OF SHARES**

The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation shall be as follows:

a. The shareholder of the absorbed corporation shall endorse in favor of the absorbed corporation all of the capital stock in the absorbed corporation, and said capital stock in the absorbed corporation be cancelled.

b. Simultaneous with the aforesaid endorsement of the capital stock in the absorbed corporation, the shareholder of the surviving corporation shall endorse in favor of the shareholder of the absorbed corporation all of the capital stock in the surviving corporation, and said capital stock in the surviving corporation shall be issued and outstanding.



4. **CHANGES IN ARTICLES OF INCORPORATION**

The Articles of Incorporation of the surviving corporation, SPECTRUM TREE FARMS, INC., shall continue to be its Articles of Incorporation following the effective date of the merger.

5. **CHANGES IN BYLAWS**

The Bylaws of the surviving corporation, SPECTRUM TREE FARMS, INC., shall continue to be its Bylaws following the effective date of the merger.

6. **DIRECTORS AND OFFICERS**

The directors and officers of the surviving corporation, SPECTRUM TREE FARMS, INC., as of the effective date of the merger, shall continue to be the directors and officers of the surviving corporation for the full, unexpired term of their respective offices and until their successors have been duly elected or duly appointed and qualified.

7. **PROHIBITED TRANSACTIONS**

Neither the absorbed corporation nor the surviving corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

8. **APPROVAL BY SHAREHOLDERS**

This Agreement shall reflect the approval of the respective shareholders of the absorbed corporation and the surviving corporation, upon the execution of this Agreement by such shareholders.

9. **EFFECTIVE DATE OF THE MERGER**

The effective date of the merger shall be Dec. 29, 2006, at Live Oak, FL

EXECUTED on behalf of the parties, by their respective Presidents, and their respective Secretaries, pursuant to the authorization of their respective Boards of Directors and of their

respective shareholders, on the date set forth hereinbelow.

**[Signature Page & Notary Public Acknowledgments Follow]**

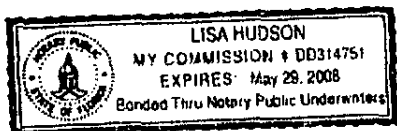
STATE OF FLORIDA  
COUNTY OF Seawater

On Dec 29, 2006, before me the undersigned officer, personally appeared,

Keith L. Jacks, as the President, Secretary, Director, and Shareholder of SPECTRUM NURSERIES, INC., who:

[ ] is personally known to me to be the individual described in, and who acknowledged and executed, the foregoing Agreement and Plan of Merger.

[ ] is not personally known to me, but provided Driver's License No. JAD051266449A as proof that he is the individual described in, and who acknowledged and executed, the foregoing Agreement and Plan of Merger.



Lisa Hudson  
Notary Public (Signature)

Lisa Hudson  
Notary Public (Printed Name)

STATE OF FLORIDA  
COUNTY OF Seawater

On Dec 29, 2006, before me the undersigned officer, personally appeared, Keith L. Jacks, as the President, Secretary, and Director of SPECTRUM TREE FARMS, INC., who:

[ ] is personally known to me to be the individual described in, and who acknowledged and executed, the foregoing Agreement and Plan of Merger.

[ ] is not personally known to me, but provided Driver's License No. JAD051266449A as proof that he is the individual described in, and who acknowledged and executed, the foregoing Agreement and Plan of Merger.



Lisa Hudson  
Notary Public (Signature)

Lisa Hudson  
Notary Public (Printed Name)

Signed, Sealed, and Delivered in the  
Presence of:

Lisa Hudson

Signature of Witness

Lisa Hudson

Printed Name of Witness

Margaret Ann Acker

Signature of Witness

MARGARET ANN ACKER

Printed Name of Witness

SPECTRUM TREE FARMS, INC.

By:

Keith L. Jacks, as its President & Secretary

Date: 12/29/06

Keith L. Jacks, Director

Date: 12/29/06

SPECTRUM NURSERIES, INC., Shareholder

By:

Keith L. Jacks, as its President & Secretary

Date: 12/29/06

SPECTRUM NURSERIES, INC.

By:

Keith L. Jacks, as its President & Secretary

Date: 12/29/06

Signed, Sealed, and Delivered  
In the Presence of:

Lisa Hudson

Signature of Witness

Lisa Hudson

Printed Name of Witness

Margaret Ann Acker

Signature of Witness

MARGARET ANN ACKER

Printed Name of Witness

Keith L. Jacks, Director

Date: 12/29/06

Keith L. Jacks, Shareholder

Date: 12/29/06