

P990000024493

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(Requestor's Name)

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(City/State/Zip/Phone #)

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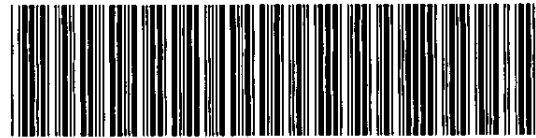
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
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2018 NOV 18 PM 4:40  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

*DR*  
*11/19/13*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 889230 163366A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : November 18, 2013

ORDER TIME : 3:36 PM

ORDER NO. : 889230-005

CUSTOMER NO: 163366A

ARTICLES OF MERGER

O. MUSTAD & SON LATIN AMERICA,  
INC.

INTO

O. MUSTAD & SON AMERICAS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

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

# ARTICLES OF MERGER

(Profit Corporations)

FILED

2013 NOV 18 PM 4:40

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
O. Mustad & Son Americas, Inc.	New York	N/A

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
O. Mustad & Son Latin America, Inc.	Florida	P99000024493

**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** \_\_\_\_/\_\_\_\_/\_\_\_\_ (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 October 1, 2013.

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 October 1, 2013.

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)

Name of Corporation

Typed or Printed Name of Individual & Title

Americas, Inc.

2. After 4 Feb 1972

Atle Hakonsen, President

**Latin America, Inc.**

\* RAC 1/2/2000

Atle Hakonsen, President

**PLAN OF MERGER**  
**(Merger of subsidiary corporation(s))**

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>O. Mustad &amp; Son Americas, Inc.</u>	<u>New York</u>

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>O. Mustad &amp; Son Latin America, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The parent corporation is the owner of 100% of the outstanding shares of the subsidiary corporation. The subsidiary corporation shall merge into the parent corporation. The shares of the subsidiary corporation shall not be converted in any manner but shall be surrendered and extinguished as of the effective date of the merger.

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not applicable.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

The parent corporation, as the sole shareholder of the subsidiary corporation, approved this merger and waived any notice of the Plan of Merger including the mailing requirement under Florida Statute Section 607.1104.