

P99000106253
Katz, Katter
Requester's Name

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #) *Merger*
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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00 FEB 16 AM 8:51
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TALLAHASSEE, FLORIDA

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AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

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OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

ARTICLES OF MERGER
Merger Sheet

MERGING:

SIBONEY SUGAR CORP., a Florida corporation P99000103552

INTO

L & L ACQUISITION CORP., a Florida entity, P99000106253

File date: February 16, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
of
SIBONEY SUGAR CORP., a Florida corporation
into
L & L ACQUISITION CORP., a Florida corporation

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Pursuant to Sections 607.1104 and 607.1105 of the Florida Business Corporation Act, Siboney Sugar Corp., a Florida corporation ("Siboney"), and L & L Acquisition Corp., a Florida corporation ("L&L"), adopt the following Articles of Merger:

- (1) **ARTICLE FIRST:** Siboney shall be merged into L&L, and L&L shall be the surviving corporation.
- (2) **ARTICLE SECOND:** The name of the surviving corporation is "L & L Acquisition Corp."
- (3) **ARTICLE THIRD:** An Agreement and Plan of Merger (the "Merger Agreement"), a copy of which is attached hereto as Exhibit "A," and incorporated by reference as if fully set forth herein, has been approved by the Board of Directors of each of Siboney and L&L under Section 607.1104 of the Florida Business Corporation Act. Shareholder approval was not required.
- (4) **ARTICLE FOURTH:** The Merger Agreement was adopted by the unanimous written consent of the Board of Directors of Siboney on February 15, 2000.
- (5) **ARTICLE FIFTH:** The Merger Agreement was adopted by the unanimous written consent of the Board of Directors of L&L on February 15, 2000.
- (6) **ARTICLE SIXTH:** The effective date of the merger shall be the date of filing these Articles of Merger with the Department of State of Florida.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed by their respective duly authorized officers as of the 15 day of February, 2000.

SIBONEY SUGAR CORP.,
a Florida corporation

By: _____

Lester J. Woerner, President

L & L ACQUISITION CORP.,
a Florida corporation

By: _____

Lester J. Woerner, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement"), is dated as of February 15, 2000, and is between L & L Acquisition Corp., a Florida corporation ("L&L"); and Siboney Sugar Corp., a Florida corporation ("Siboney"), and a wholly-owned subsidiary of L&L. L&L and Siboney are hereinafter sometimes collectively referred to as the "Constituent Corporations."

Background of this Agreement

L&L is a corporation duly organized and existing under the laws of the State of Florida.

Siboney is a corporation duly organized and existing under the laws of the State of Florida and a wholly-owned subsidiary of L&L.

On the date of this Agreement, L&L has authority to issue 1,000 shares of Common Stock, \$.01 par value per share ("L&L Common Stock"), of which 200 shares are issued.

On the date of this Agreement, Siboney has authority to issue 1,000,000 shares of common stock, \$.10 par value per share, of which 250,000 shares are issued ("Siboney Common Stock").

The respective Boards of Directors of L&L and Siboney have, by resolutions duly adopted, approved this Agreement and directed that it be executed by the undersigned officers.

AGREEMENT

L&L and Siboney hereby agree as follows:

(1) **Merger.** Siboney shall be merged with and into L&L (the "Merger"), and L&L shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"). The Merger shall become effective upon the time and date of filing of Articles of Merger with the Department of State of the State of Florida in accordance with the provisions of the Florida Business Corporation Act (the "Effective Date").

(2) **Articles of Incorporation and Bylaws.** The Articles of Incorporation of L&L, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation, and the Bylaws of L&L, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation, without change or amendment until thereafter amended in accordance with the provisions thereof and applicable laws.

(3) **Succession.** At the Effective Date, the separate corporate existence of Siboney shall cease, and L&L shall possess all rights, privileges, powers, and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers, and franchises of each of the Constituent Corporations, and all property, real, personal, and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of the Constituent Corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest, shall

be thereafter the property of the Surviving Corporation as they were of the several and respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of such Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. All corporate acts, plans, policies, agreements, arrangements, approvals, and authorizations of Siboney, its shareholders, Board of Directors and committees thereof, officers, and agents which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals, and authorizations of L&L, and shall be as effective and binding thereon as the same were with respect to Siboney. The employees and agents of Siboney shall become the employees and agents of L&L and continue to be entitled to the same rights and benefits which they enjoyed as employees and agents of Siboney.

(4) Conversion of Shares.

(a) Each share of Siboney Common Stock 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.

(b) Each share of L&L Common Stock outstanding immediately prior to the Effective Date shall continue to be one share of common stock of the Surviving Corporation.

(5) Officers and Directors. The directors and officers of L&L on the Effective Date shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

(6) Expenses of Merger. The Surviving Corporation shall pay all expenses of carrying this Agreement and Plan of Merger into effect and of accomplishing the Merger.

(7) Rights of Shareholders of Absorbed Corporation. Shareholders of Siboney who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act (the "Act"), would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Act, may be entitled, if they comply with the provisions of the Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

IN WITNESS WHEREOF, L&L and Siboney have caused this Agreement to be signed by their respective duly authorized officers as of the date first above written.

L & L ACQUISITION CORP.,
a Florida corporation

By: 
Lester J. Woerner, President

SIBONEY SUGAR CORP.,
a Florida corporation

By: 
Lester J. Woerner, President