

S17775

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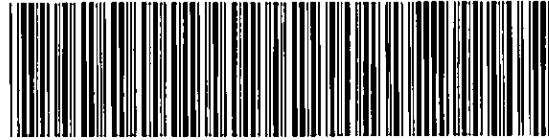
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CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 856011 80640A

AUTHORIZATION :

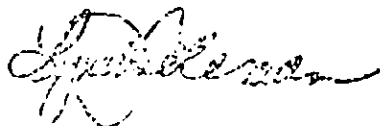
COST LIMIT : \$ 50.0 APPROVED FEE IF MORE

ORDER DATE : December 20, 2024

ORDER TIME : 11:57 AM

ORDER NO. : 856011-005

CUSTOMER NO: 80640A



ARTICLES OF MERGER

HELM FERTILIZER CORPORATION
(FLORIDA)

INTO

HELM AGRO US, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Shauna Godbolt

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
OF
HELM FERTILIZER CORPORATION (FLORIDA)
WITH AND INTO
HELM AGRO US, INC.**

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2024 DEC 26 AM 10:35

The following Articles of Merger are submitted to merge HELM FERTILIZER CORPORATION (FLORIDA), a Florida for profit corporation (Document No.: S17775) ("Helm Fertilizer"), and HELM AGRO US, INC., a Tennessee for profit corporation (Control No.: 000440564) ("Helm Agro"), in accordance with Section 48-21-107, Tennessee Code Annotated (2024), and Section 607.1105, Florida Statutes (2024):

1. Helm Fertilizer and Helm Agro are parties to the merger.
2. Helm Agro will be the surviving entity following the merger.
3. HELM AMERICA CORP., a Delaware for profit corporation ("Helm America"), is the sole shareholder and parent corporation of each of Helm Agro and Helm Fertilizer. Helm America's Board of Directors adopted and approved the Plan of Merger ("Plan") by unanimous consent on December 3, 2024, in accordance with Section 607.1104(1)(b), Florida Statutes (2024), and Section 48-21-105(b), Tennessee Code Annotated (2024), which authorizes the filing of these Articles of Merger. A vote of the shareholders of Helm Agro and Helm Fertilizer was not required for approval of the merger as provided under Section 607.1104(1)(b), Florida Statutes (2024), and Section 48-21-105(c), Tennessee Code Annotated (2024).
4. No change in the Articles of Incorporation of Helm Agro, being the surviving corporation, shall be affected by the merger.
5. Helm Fertilizer's participation in the merger was duly authorized in accordance with Florida law and Helm Fertilizer's organic documents, and Helm Agro's adoption of the Plan

and the performance of its terms were duly authorized in accordance with Tennessee law and Helm Agro's organic documents.

6. The merger shall be effective as of 12:01 AM on January 1, 2025 ("Effective Date").

[THIS SPACE IS LEFT INTENTIONALLY BLANK. SIGNATURE PAGE TO FOLLOW.]

IN WITNESS WHEREOF, Michael Peyton, as President of Helm Fertilizer, and Jacob M. Shreve, as President of Helm Agro, have executed these Articles of Merger effective as of the Effective Date.

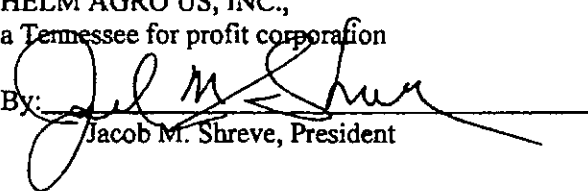
HELM FERTILIZER CORPORATION
(FLORIDA), a Florida for profit corporation

By:


Michael Peyton, President

HELM AGRO US, INC.,
a Tennessee for profit corporation

By:


Jacob M. Shreve, President

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