

S90716

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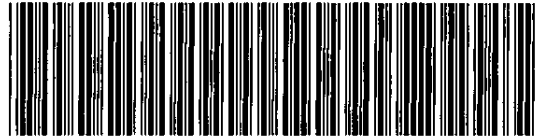
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TALLAHASSEE FLORIDA

Merger  
5/23/08

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Sunrise International S.A.  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

John R. Dunham, III  
(Contact Person)

Lutz, Bobo, Telfair, Dunham & Gabel  
(Firm/Company)

Two North Tamiami Trail, Suite 500  
(Address)

Sarasota, FL 34236  
(City/State and Zip Code)

For further information concerning this matter, please call:

Heather Tippet At ( 941 ) 951-1800  
(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

## ARTICLES OF MERGER

**(Profit Corporations)**

The following articles of merger are 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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Sunrise International S.A.	Luxembourg	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Arcadia Green, Inc.	Florida	S90716

**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

The Plan of Merger was adopted by the board of directors of the surviving corporation on

May 12, 2008 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

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 4/4/2024.

May 12, 2008 and shareholder approval was not required.

(Attach additional sheets if necessary)

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TALLAHASSEE FLORIDA



**AGREEMENT AND PLAN OF MERGER OF  
ARCADIA GREEN, INC. INTO SUNRISE INTERNATIONAL S.A.**

THIS AGREEMENT AND PLAN OF MERGER, dated this 12 day of May, 2008, made by and between ARCADIA GREEN, INC., a Florida corporation ("Disappearing Corp."), and SUNRISE INTERNATIONAL S.A., a Luxembourg corporation ("Surviving Corp.") (collectively the "Constituent Corporations").

WITNESSETH:

WHEREAS, Disappearing Corp. desires to merge with and into Surviving Corp. (the "Merger") on the terms, and subject to the conditions, set forth in this Plan of Merger (the "Plan"); and

WHEREAS, Surviving Corp. owns 100% percent of Disappearing Corp.'s outstanding Common Stock; and

WHEREAS, the Board of Directors of Surviving Corp. has determined that it is advisable that Disappearing Corp. be merged into Surviving Corp., on the terms and conditions set forth, in accordance with s. 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

**ARTICLE I**

**THE MERGER**

1. The term "Effective Date" shall mean the date on which the Articles of Merger are filed with the Secretary of State of Florida.

2. On the Effective Date, Disappearing Corp. shall be merged with and into Surviving Corp. The separate existence of Disappearing Corp. shall cease at the Effective Date and the existence of Surviving Corp. shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the laws of the state of Florida.

3. The Plan of Merger has been approved by the Directors of Surviving Corp. in accordance with s. 607.1104 of the Act. Surviving Corp. shall deliver notice of the Merger to the remaining shareholders of Disappearing Corp. Surviving Corp. agrees not to file Articles of Merger with the Florida Secretary of State in accordance with the Act until at least 30 days after the notice is mailed (unless the remaining shareholders of Disappearing Corp. waive such notice in writing).

**ARTICLE II**

**EFFECTS OF THE MERGER**

At the Effective Date, Surviving Corp. shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature, of Disappearing Corp., and shall be responsible and liable for all liabilities and obligations of Disappearing Corp., all as more particularly set forth in s. 607.1106 of the Act.

### **ARTICLE III**

#### **TERMS OF THE TRANSACTION; CONVERSION OF AND PAYMENT FOR SHARES**

The manner and basis of converting shares of Disappearing Corp.'s Common Stock into shares of Surviving Corp. Stock shall be as follows:

1. Each share of Disappearing Corp.'s common stock (the "Disappearing Corp. Common Stock") issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the holders, be converted into share(s) of the presently authorized and unissued shares of the common stock of Surviving Corp. (the "Surviving Corp. Common Stock"); provided that no fractional share of Surviving Corp. Common Stock shall be issued or exchanged for shares of Disappearing Corp. Common Stock. Notwithstanding the foregoing, each share of Disappearing Corp. Common Stock held by Surviving Corp. shall, by virtue of the Merger and without any action on the part of Surviving Corp., be canceled simultaneously with the effectiveness of the Merger.

2. Fractional shares of Surviving Corp. Common Stock will not be issued.

3. As soon as practicable after the Effective Date, a letter of transmittal providing instructions for surrendering certificates for cancellation and to be used for transmitting certificates for cancellation shall be delivered to all of the shareholders of Disappearing Corp.

### **ARTICLE IV**

#### **ASSIGNMENT**

If at any time Surviving Corp. shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in Surviving Corp. the title to any property or rights of Disappearing Corp., or to otherwise carry out the provisions of this Plan, the proper officers and directors of Disappearing Corp. as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in Surviving Corp.

### **ARTICLE V**

#### **EXPENSES**

Surviving Corp. shall pay all expenses of accomplishing the Merger.

### **ARTICLE VI**

#### **AMENDMENT**

At any time before the filing with the Florida Secretary of State of the Articles of Merger to be filed in connection with this Plan, the Directors of Surviving Corp. may amend this Plan. If the Articles of Merger already have been filed with the Secretary of State, amended Articles of Merger shall be filed with the Secretary of State, but only if such amended Articles of Merger can be filed before the Effective Date.

**ARTICLE VII**

**TERMINATION**

If for any reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of Surviving Corp., this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of Surviving Corp. Upon termination as provided in this Plan, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination of this Plan on the part of Surviving Corp. or Disappearing Corp., or their directors, officers, employees, agents, or shareholders.

IN WITNESS WHEREOF, the parties have set their hands this 12 day of May, 2008.

**SURVIVING CORP.:**

SUNRISE INTERNATIONAL S.A.,  
a Luxembourg corporation

Irmgard Ullrich  
Print Name: Irmgard Ullrich  
Title: Director

Christian Ullrich  
Print Name: Christian Ullrich  
Title: Director

Print Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Print Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**DISAPPEARING CORP.:**

ARCADIA GREEN, INC.,  
a Florida corporation

William Hackney  
William Hackney, Director and President

Christian Ullrich  
Christian Ullrich, Director and President

Irmgard Ullrich  
Irmgard Ullrich, Secretary and Treasurer