

P 22000012514

(Requestor's Name)

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ALLAHASSEE, FLORIDA

10/10/2022

Incorporating Services, Ltd.

1540 Glenway Drive
Tallahassee, FL 32301
850.656.7956
Fax: 850.656.7953
www.incserv.com
e-mail: accounting@incserv.com

incserv^o

ORDER FORM

TO Florida Department of State
The Centre of Tallahassee
2415 North Monroe Street, Suite 810
Tallahassee, FL 32303
corphelp@dos.myflorida.com
850-245-6051

FROM Melissa Moreau
mmoreau@incserv.com
850.656.7953

REQUEST DATE 10/7/2022

PRIORITY Regular Approval

OUR REF.# (Order ID#) 1075883

ORDER ENTITY
SEABRA FOODS XV, INC.

PLEASE PERFORM THE FOLLOWING SERVICES:

SEABRA FOODS XV, INC. (FL)

File the attached merger document and provide a certified copy.

NOTES:

\$78.75 Authorized

RETURN/FORWARDING INSTRUCTIONS:

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,



Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

2022 OCT -7 11:10:41

**ARTICLES OF MERGER OF
A.M.S. REAL ESTATE HOLDINGS, LLC
WITH AND INTO SEABRA FOODS XV, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned hereby adopt the following Articles of Merger:

ARTICLE I – NAME OF SURVIVING ENTITY

The surviving entity is as follows:

Name	Jurisdiction	Entity Type	Document Number
Seabra Foods XV, Inc. ("Seabra Foods XV")	Florida	For profit corporation	P22000012516

ARTICLE II – NAME OF MERGING ENTITY

The merging entity is as follows:

Name	Jurisdiction	Entity Type	Document Number
A.M.S. Real Estate Holdings, LLC ("AMS")	Florida	Limited liability company	L22000067758

ARTICLE III - ADOPTION OF PLAN OF MERGER

The merger was approved by each domestic merging corporation in accordance with Florida Statutes §607.1101(1)(b) and by the organic law governing the other parties to the merger.

ARTICLE IV – STATUS OF SURVIVING ENTITY

The surviving entity, Seabra Foods XV, Inc., exists before the merger and is a domestic filing entity.

ARTICLE V – APPROVAL BY DOMESTIC CORPORATION

The plan of merger was approved by the shareholders and each separate voting group as required of Seabra Foods XV, Inc. which is the only domestic corporation which is a party to the merger.

ARTICLE VI – FOREIGN CORPORATION

No foreign corporation or other foreign entity is a participant in the merger.

ARTICLE VII – APPROVAL BY NON-CORPORATION

Participation of the domestic or foreign non corporation(s), A.M.S. Real Estate Holdings, LLC, was duly authorized in accordance with such eligible entity's organic law.

ARTICLE VIII – EFFECTIVE DATE

The effective date of the merger shall be the date of filing of these Articles of Merger with the Secretary of State of the State of Florida.

ARTICLE IX - PLAN OF MERGER

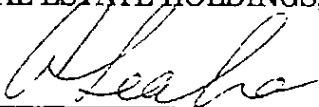
The Plan of Merger of AMS with and into Seabra Foods XV is set forth below:

1. AMS shall merge with and into Seabra Foods XV, with Seabra Foods XV as the surviving entity.
2. Upon the consummation of the merger of AMS with and into Seabra Foods XV, the separate existence of AMS shall cease. Seabra Foods XV, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of Seabra Foods XV shall not be affected by the merger and upon the merger, Seabra Foods XV, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of AMS, prior to the merger as provided in Section 607.11101 of the Florida Statutes. Further, as provided in Section 607.11101 of the Florida Statutes, all rights of creditors and any person or persons dealing with AMS, shall be preserved and remain unimpaired by the merger, all liens upon the properties of AMS, shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of AMS, shall henceforth attach to Seabra Foods XV and may be enforced against Seabra Foods XV to the same extent as if such obligations and duties had been incurred by Seabra Foods XV. Additionally, any existing claim or action or proceeding pending by or against AMS or Seabra Foods XV may be continued as if the merger did not occur or Seabra Foods XV may be substituted in such proceedings for AMS.
3. The Articles of Incorporation and Bylaws of Seabra Foods XV in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation and Bylaws of Seabra Foods XV.


[Signature Page Follows]

DATED September 17, 2022.

A.M.S. REAL ESTATE HOLDINGS, LLC

By: 
Antonio M. Seabra, Manager and
Authorized Representative

SEABRA FOODS XV, INC.

By: 
Antonio M. Seabra, President