

G 79435
STOWELL, ANTON & KRAEMER
Requestor's Name

Post Office Box 11059
Address

Tallahassee, Florida 32302 222-1055
City/State/Zip Phone#

Office Use Only

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

1. Oglesby Nursery, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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☐ Will Wait ☐ Photocopy

☐ Certified Copy
☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other -

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

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATIONS	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials

G79435

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

OGLESBY NURSERY, INC., a Florida corporation, document number 320823

INTO

OGLESBY PLANTS INTERNATIONAL, INC., a Florida corporation, G79435.

File date: November 26, 1997

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RECEIVED
97 NOV 26 PM 2:45

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

November 25, 1997

STOWELL ANTON & KRAEMER

TALLAHASSEE, FL

SUBJECT: OGLESBY PLANTS INTERNATIONAL, INC.
Ref. Number: G79435

We have received your document for OGLESBY PLANTS INTERNATIONAL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 897A00056308

ARTICLES OF MERGER
OF
Oglesby Nursery, Inc., a Florida Corporation,
into
Oglesby Plants International, Inc., a Florida Corporation,

FILED
97 NOV 26 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between Oglesby Nursery, Inc., a Florida corporation ("Nursery") and Oglesby Plants International, Inc., a Florida corporation ("International").

Pursuant to s. 607.1105 of the Florida Business Corporation Act (the "Act") Oglesby Nursery, Inc. and Oglesby Plants International, Inc. adopt the following Articles of Merger.

1. The Agreement and Plan of Merger between Nursery and International was approved and adopted by the unanimous consent of the shareholders of both corporations.

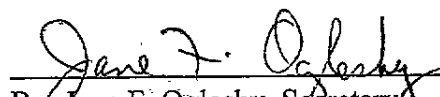
2. Pursuant to the Plan of Merger, all issued and outstanding shares of Nursery's stock will be acquired by means of a merger of Nursery into International with Oglesby Plants International, Inc. the surviving corporation.

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth. The Plan of Merger was adopted on September 15, 1997.

IN WITNESS WHEREOF, the parties have set their hands this 1st day of October, 1997.

ATTEST:

OGLESBY NURSERY, INC.
a Florida corporation

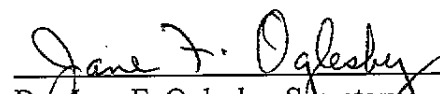

By: Jane F. Oglesby, Secretary



By: David P. Oglesby, President

(Corporate Seal)

ATTEST:

OGLESBY PLANTS INTERNATIONAL, INC.
a Florida corporation


By: Jane F. Oglesby, Secretary


By: Gary R. Hennen, President

(Corporate Seal)

PLAN OF MERGER

Merger between Oglesby Plants International, Inc., (the "Surviving Corp.") and Oglesby Nursery, Inc., (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with s. 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.
2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for shares of common stock in accordance with this Plan. Stock in the Surviving Corp. shall be surrendered and new stock issued reflecting the appropriate ownership of the existing and new shareholders.
3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will not be issued. Former holders of Disappearing Corp. stock who would be entitled to receive fractional shares of Surviving Corp.'s stock shall receive stock in an amount determined by rounding to the nearest even number of shares.
5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in s. 607.1106 of the Act.
6. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with s. 607.1103 of the Act.

9. Termination. At any time before the Effective Date this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.