

IN THE MATTER OF)
)
 THE APPLICATION FOR APPEAL OF)
 INTERPRETATION OF CURRENT)
 PLANNING SUPERVISOR TO BOARD)
 OF ADJUSTMENT OF HIS OCTOBER 13, 2017)
 DECISION CONCERNING SOUTHEAST)
 PROPERTY GROUP, LLC'S PROPERTY ON)
 MORROW MILL ROAD)

**PRODUCTION OF DOCUMENTS
 IN RESPONSE TO SUBPOENAS**

In response to subpoenas issued by the Orange County Board of Adjustment on May 25, 2018 and without waiving, forfeiting, or otherwise abandoning any objections or challenges thereto, Wild Flora Farm, LLC, on behalf of itself and Southeast Property Group, LLC, and Kara Brewer submit the following documents, attached hereto:

	Page(s)
1. Application for Qualifying Farmer Exemption Certificate	
Number for Qualified Purchases	1
1a. Attachment to Application for Qualifying Farmer	
Exemption Certificate Number (Form 1040 Schedule F)	2
2. IRS Employment Identification Number Letter for Wild Flora Farm	3-4
3. Plan of Merger for Southeast Property Group, LLC	
and Wild Flora Farm, LLC	5-6
4. October 12, 2017 Letter to M. Harvey	7
4a. Exhibit 1 – NC Department of Revenue	
Qualifying Farmer Exemption Certificate Letter	8
4b. Exhibit 2 – General Warranty Deed for PIN 9729-50-7168	9-11
4c. Exhibit 3 – 2017 Annual Report for	
Southeast Property Group, LLC	12
4d. Exhibit 4 – Certificate of Assumed Name for LLC (Recorded)	13
5. March 8, 2018 Letter to M. Harvey	14-15
5a. Exhibit 5 – Articles of Merger	16-17
5b. Exhibit 6 – Certificate of Merger	18-19

Respectfully submitted, this the 9th day of July 2018.

PETESCH LAW

By: 

Andrew J. Petesch
State Bar No. 35499
127 W. Hargett Street, Suite 500
Raleigh, NC 27601
T: (919) 747-8611
F: (888) 848-9605
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ATTORNEY FOR
WILD FLORA FARM, LLC, and
KARA BREWER

**SCHEDULE F
(Form 1040)**

Department of the Treasury
Internal Revenue Service (99)

Profit or Loss From Farming

▶ Attach to Form 1040, Form 1040NR, Form 1041, Form 1065, or Form 1065-B.

▶ Information about Schedule F and its separate instructions is at www.irs.gov/schedulef.

OMB No. 1545-0074

2016

Attachment
Sequence No **14**

Name of proprietor

Social security number (SSN)

WILD FLORA FARM

A Principal crop or activity
FLOWERS

B Enter code from Part IV
▶ **111400**

C Accounting method:
 Cash Accrual

D Employer ID number (EIN)
804

- E** Did you "materially participate" in the operation of this business during 2016? If "No," see instructions for limit on passive losses. Yes No
- F** Did you make any payments in 2016 that would require you to file Form(s) 1099 (see instructions)? Yes No
- G** If "Yes," did you or will you file required Forms 1099? Yes No

Part I Farm Income - Cash Method. Complete Parts I and II (Accrual method. Complete Parts II and III, and Part I, line 9.)

1a Sales of livestock and other resale items (see instructions)	1a		
b Cost or other basis of livestock or other items reported on line 1a	1b		
c Subtract line 1b from line 1a		1c	
2 Sales of livestock, produce, grains, and other products you raised		2	12,000.
3a Cooperative distributions (Form(s) 1099-PATR)	3a	3b Taxable amount	
4a Agricultural program payments (see instructions)	4a	4b Taxable amount	
5a Commodity Credit Corporation (CCC) loans reported under election		5a	
b CCC loans forfeited	5b	5c Taxable amount	
6 Crop insurance proceeds and federal crop disaster payments (see instructions)		6b Taxable amount	
a Amount received in 2016	6a	6d	
c If election to defer to 2017 is attached, check here <input type="checkbox"/>		6d Amount deferred from 2015	
7 Custom hire (machine work) income		7	
8 Other income, including federal and state gasoline or fuel tax credit or refund (see instructions)		8	
9 Gross income. Add amounts in the right column (lines 1c, 2, 3b, 4b, 5a, 5c, 6b, 6d, 7, and 8).		9	12,000.

If you use the accrual method, enter the amount from Part III, line 50

Part II Farm Expenses - Cash and Accrual Method. Do not include personal or living expenses (see instructions).

10 Car and truck expenses (see instructions). Also attach Form 4562 STMT 5	10		23 Pension and profit-sharing plans	23
11 Chemicals	11		24 Rent or lease (see instructions):	
12 Conservation expenses (see instructions)	12		a Vehicles, machinery, equipment	24a
13 Custom hire (machine work)	13		b Other (land, animals, etc.)	24b
14 Depreciation and section 179 expense (see instructions)	14		25 Repairs and maintenance	25
15 Employee benefit programs other than on line 23	15		26 Seeds and plants	26
16 Feed	16		27 Storage and warehousing	27
17 Fertilizers and lime	17		28 Supplies	28
18 Freight and trucking	18		29 Taxes	29
19 Gasoline, fuel, and oil	19		30 Utilities	30
20 Insurance (other than health)	20		31 Veterinary, breeding, and medicine	31
21 Interest:			32 Other expenses (specify):	
a Mortgage (paid to banks, etc.)	21a		a MEMBERSHIPS	32a
b Other	21b		b SUBSCRIPTIONS	32b
22 Labor hired (less employment credits)	22		c OFFICE SUPPLIES	32c
			d PROFESSIONAL	32d
			e DEVELOPMENT	32e
			f	32f
33 Total expenses. Add lines 10 through 32f. If line 32f is negative, see instructions				33
34 Net farm profit or (loss). Subtract line 33 from line 9				34

- If a profit, stop here and see instructions for where to report. If a loss, complete lines 35 and 36.
- 35** Did you receive an applicable subsidy in 2016? (see instructions) Yes No
- 36** Check the box that describes your investment in this activity and see instructions for where to report your loss.
- a** All investment is at risk. **b** Some investment is not at risk.

LHA For Paperwork Reduction Act Notice, see the separate instructions.

Schedule F (Form 1040) 2016

Date of this notice: 04-12-2017

Employer Identification Number:
[REDACTED] 804

Form: SS-4

Number of this notice: CP 575 A

WILD FLORA FARM LLC
KARA BREWER SOLE MBR
82 JORDAN HLS
CHAPEL HILL, NC 27517

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN [REDACTED] 804. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Based on the information received from you or your representative, you must file the following form(s) by the date(s) shown.

Form 940	01/31/2018
Form 943	01/31/2018

If you have questions about the form(s) or the due date(s) shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, *Accounting Periods and Methods*.

We assigned you a tax classification based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2004-1, 2004-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, *Entity Classification Election*. See Form 8832 and its instructions for additional information.

If you are required to deposit for employment taxes (Forms 941, 943, 940, 944, 945, CT-1, or 1042), excise taxes (Form 720), or income taxes (Form 1120), you will receive a Welcome Package shortly, which includes instructions for making your deposits electronically through the Electronic Federal Tax Payment System (EFTPS). A Personal Identification Number (PIN) for EFTPS will also be sent to you under separate cover. Please activate the PIN once you receive it, even if you have requested the services of a tax professional or representative. For more information about EFTPS, refer to Publication 966, *Electronic Choices to Pay All Your Federal Taxes*. If you need to make a deposit immediately, you will need to make arrangements with your Financial Institution to complete a wire transfer.

PLAN OF MERGER OF WILD FLORA FARM, LLC, A NORTH CAROLINA LIMITED LIABILITY COMPANY, AND SOUTHEAST PROPERTY GROUP, LLC, A NORTH CAROLINA LIMITED LIABILITY COMPANY

1. Merger. Southeast Property Group, LLC (the “Merging LLC”) will be merged into Wild Flora Farm, LLC (the “Surviving LLC”). Immediately before the merger, the organization and internal affairs of both the Merging LLC and the Surviving LLC are governed by the laws of the State of North Carolina.
2. Surviving Entity. Wild Flora Farm, LLC, a North Carolina limited liability company, will be the surviving entity after the merger.
3. Terms and Conditions. The separate existence of the Merging LLC shall cease when the merger takes effect, and thereafter the Merging LLC and the Surviving LLC shall be a continuing single North Carolina limited liability company. The Surviving LLC shall succeed to all rights, assets, liabilities and obligations of the Merging LLC, and, when the merger takes effect, hereby assumes such liabilities and obligations. When the merger takes effect, the title to all real estate and other property owned by the Merging LLC shall be vested in the Surviving LLC without reversion or impairment.
4. Conversion of Interests. Immediately before the merger, Kara M. Brewer, an individual resident of the State of North Carolina (“Brewer”), is the sole member of the Merging LLC and the sole member of the Surviving LLC. When the merger takes effect, all of Brewer’s ownership interest in the Merging LLC will be converted to ownership interest in the Surviving LLC, and Brewer will be the sole member of the Surviving LLC.
5. Amendments to Articles of Organization. No amendments to the articles of organization of the Surviving LLC are to be made in connection with the merger.
6. Approval and Filing. This plan of merger has been approved by the unanimous consent of Brewer as the sole member and economic interest owner of the Merging LLC and the Surviving LLC, as evidenced by the signatures of Brewer below. Articles of merger will be filed and recorded with the Secretary of State of North Carolina in accordance with the requirements of North Carolina General Statutes Section 57D-9-42.

IN WITNESS WHEREOF, the Merging LLC, the Surviving LLC and Brewer have executed this plan of merger as of the 14th day of February, 2018.

[Signatures on following page.]

WILD FLORA FARM, LLC,
a North Carolina limited liability company

By: Kara M. Brewer
Kara M. Brewer, Member/Manager

SOUTHEAST PROPERTY GROUP, LLC,
a North Carolina limited liability company

By: Kara M. Brewer
Kara M. Brewer, Member/Manager

Kara M. Brewer
KARA M. BREWER, Sole Member of Wild
Flora Farm, LLC, a North Carolina limited
liability company

Kara M. Brewer
KARA M. BREWER, Sole Member of
Southeast Property Group, LLC, a North
Carolina limited liability company

October 12, 2017

VIA EMAIL and US MAIL

Michael Harvey
Current Planning Supervisor
Orange County
P.O. Box 8181
Hillsborough, NC 27278
mharvey@orangecountync.gov

Re: Compliance with Session Law 2017-108

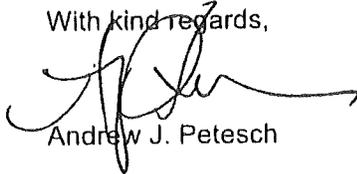
Mr. Harvey:

By letter dated September 22, 2017 (attached hereto as **Exhibit 1**), the North Carolina Department of Revenue issued a Qualifying Farmer exemption certificate number to Wild Flora Farm ("WFF") and Kara Brewer. As you are aware, Mrs. Brewer is the owner and operator of Wild Flora Farm located at 7316 Morrow Mill Road (PIN 9729-50-7168). The record owner of that property is Southeast Property Group, LLC ("SPG") d/b/a Wild Flora Farm. Mrs. Brewer is the sole member of SPG. See Exhibits 2-4, attached hereto.

Pursuant to N.C. Gen. Stat. 153A-340(b)(1), (b)(2), and (b)(2a), I respectfully request that the Orange County Planning Department make a formal determination classifying use of the barn building and structure at Wild Flora Farm for agritourism events as a bona fide farm purpose and, therefore, such use is exempt from the County's zoning regulation.¹ See Session Law 2017-108, Sec. 8.(a).

Please let me know if you have any questions.

With kind regards,



Andrew J. Petesch

enclosures

cc: James Bryan, Esq. (by email)
Kara Brewer (by email)

¹ Mrs. Brewer, Southeast Property Group, and Wild Flora Farm maintain that agritourism activities at Wild Flora Farm are exempt from zoning regulations under State law as it existed prior to the adoption and effective date of Session Law 2017-108. This letter and accompanying documentation in no way constitute a waiver of any vested or other right to conduct agritourism activities on property owned or operated by Mrs. Brewer, Southeast Property Group, LLC, Wild Flora Farm, LLC, or The Barn of Chapel Hill, LLC.



North Carolina Department of Revenue
P.O. Box 871, Raleigh, North Carolina 27602-0871

Roy Cooper
Governor

September 22, 2017

Ronald G. Penny
Secretary

Ms Kara Brewer
82 Jordan Hills
Chapel Hill, NC 27517

Dear Ms Brewer:

The Department received the application for a Qualifying Farmer exemption certificate number for qualified purchases. The Department has assigned Exemption Certificate Number 718574 to be used to purchase qualified tangible personal property exempt from tax based on your status as a purchaser and the intended use of the property. This letter should be retained for future reference. The perforated card bearing the exemption certificate number at the bottom of this letter can be detached for your convenience.

This exemption certificate number should be used in conjunction with Form E-595E, Streamlined Sales and Use Tax Agreement Certificate of Exemption. This exemption certificate authorizes a retailer to sell a qualified purchase to the holder of the certificate and not collect tax on the sale. A person who makes purchases of property under an exemption certificate without payment of sales and use tax to the retailer is liable for any tax due and applicable penalties and interest if the Department determines that the person is not eligible for the exemption or the qualified property was not used as intended by the person.

A person who no longer qualifies for a use-based exemption certificate number must notify the Department within 30 days to cancel the exemption certificate number and must give notice to each seller that may rely on the exemption certificate on or before the next purchase.

Additional information regarding the use of the Qualifying Farmer certificate number is available on the Department's website at www.dornc.com. If you have further questions, contact our Taxpayer Assistance and Collection Center at telephone number 1-877-252-3052.



NC Department of Revenue
Qualifying Farmer Exemption

Exemption ID: 718574

Wild Flora Farm

Kara Brewer

82 Jordan Hills

Chapel Hill, NC 27517

Ex. 1

15
KMR



20150324000053110 DEED
Bk:RB5924 Pg:494
03/24/2015 03 54 10 PM 1/3

FILED Mark Chilton
Register of Deeds, Orange Co, NC
Recording Fee \$26 00
NC Real Estate TX \$510 00 NAT

**NORTH CAROLINA
GENERAL WARRANTY DEED**

Prepared by: Beemer, Hadler & Willett, P.A.

Excise Tax: \$ 510.00

Return to: Grantee

Parcel Identifier No. 9729507168 *AKB*

THIS DEED made this 19 day of March, 2015 by and between

GRANTOR

MAX ODELL FARLOW, unmarried
3277 Farlow Pines Drive, Sophia, NC 27350

If checked, the property includes the primary residence of at least one of the Grantors. (NC GS § 105-317.2)

GRANTEE

SOUTHEAST PROPERTY GROUP, LLC
a North Carolina limited liability company
82 Jordan Hills, Chapel Hill, NC 27517

The designation Grantor and Grantee as used herein shall include said parties, their heirs, successors, and assigns, and shall include singular, plural, masculine, feminine or neuter as required by context.

WITNESSETH, that the Grantor, for a valuable consideration paid by the Grantee, the receipt of which is hereby acknowledged, has and by these presents does grant, bargain, sell and convey unto the Grantee in fee simple, all that certain lot or parcel of land situated in the County of Orange, North Carolina, and more particularly described as follows:

Ex. 2

BEING ALL of Lot 3, containing 21.99 acres, more or less, as per plat and survey entitled "SURVEY FOR MARGARET JO PICKARD ESTATE" prepared by Michael R. Whitfield, RLS, dated April 24, 2000, said plat being duly recorded in Plat Book 86, Page 95 of the Orange County Registry, to which plat reference is hereby made for a more particular description.

All or a portion of the property hereinabove described was acquired by Grantor by instrument recorded in Book 4491, Page 14, Orange County Registry.

A map showing the above described property is recorded in Plat Book 86, Page 95, Orange County Registry, and referenced within this instrument.

TO HAVE AND TO HOLD the aforesaid lot or parcel of land and all privileges and appurtenances thereto belonging to the Grantee, their heirs, successors, and assigns, in fee simple.

AND THE GRANTOR COVENANTS with the Grantee, that Grantor is seized of the premises in fee simple, has the right to convey the same in fee simple, that title is marketable and free and clear of all encumbrances, and that Grantor will warrant and defend the title against the lawful claims of all persons whomsoever except for the exceptions hereinafter stated.

Title to the property hereinabove described is subject to the following exceptions:

Subject to 2015 taxes, easements, conditions and restrictions of record, if any.

IN WITNESS WHEREOF, the Grantor has hereunto set his hand and seal, or if corporate, has caused this instrument to be signed in its corporate name by its duly authorized officer(s), the day and year first above written.

 (SEAL)
Max Odel Farlow
By his attorney-in-fact, Patrick Pickard Farlow

NOTARY PAGE FOLLOWS
(The remainder of this page intentionally left blank)



STATE OF NC

COUNTY OF Randolph

I, Megan E. Howard, a Notary Public for County of Randolph, State of NC, do here by certify that, Patrick Pickard Farlow, attorney in fact for Max Odell Farlow, personally appeared before me this day, and being by me duly sworn, says that he executed the foregoing and annexed instrument for and in behalf of Max Odel Farlow, and that his authority to execute and acknowledge said instrument is contained in an instrument duly executed, acknowledged, and recorded in the office of the Randolph County, North Carolina, Register of Deeds at Book 2416, Page 661, on November 19, 2014, and that this instrument was executed under and by virtue of the authority given by said instrument granting him power of attorney; that the said Patrick Pickard Farlow acknowledged the due execution of the foregoing and annexed instrument for the purposes therein expressed for and in behalf of the said Max Odel Farlow.

WITNESS my hand and official seal, this the 19 day of March, 2015.

Megan E. Howard
Notary Public
My commission expires: 3/25/2017





LIMITED LIABILITY COMPANY ANNUAL REPORT

NAME OF LIMITED LIABILITY COMPANY: Southeast Property Group, LLC

SECRETARY OF STATE ID NUMBER: 1366205 STATE OF FORMATION: NC

REPORT FOR THE YEAR 2017

Filing Office Use Only
E-Filed Annual Report
1366205
CA201708603206
3/27/2017 03 18
<input type="checkbox"/> Changes

SECTION A: REGISTERED AGENT'S INFORMATION

1. NAME OF REGISTERED AGENT: Brewer, Kara M.

2. SIGNATURE OF THE NEW REGISTERED AGENT: _____

SIGNATURE CONSTITUTES CONSENT TO THE APPOINTMENT

3. REGISTERED OFFICE STREET ADDRESS & COUNTY

4. REGISTERED OFFICE MAILING ADDRESS

82 Jordan Hills

82 Jordan Hills

Chapel Hill, NC 27517-6432 Orange County

Chapel Hill, NC 27517-6432

SECTION B: PRINCIPAL OFFICE INFORMATION

1. DESCRIPTION OF NATURE OF BUSINESS: Farm

2. PRINCIPAL OFFICE PHONE NUMBER: Privacy Redaction

3. PRINCIPAL OFFICE EMAIL: Privacy Redaction

4. PRINCIPAL OFFICE STREET ADDRESS & COUNTY

5. PRINCIPAL OFFICE MAILING ADDRESS

82 Jordan Hills

82 Jordan Hills

Chapel Hill, NC 27517-6432

Chapel Hill, NC 27517-6432

SECTION C: COMPANY OFFICIALS (Enter additional Company Officials in Section E.)

NAME: Kara Brewer NAME: _____ NAME: _____

TITLE: Member TITLE: _____ TITLE: _____

ADDRESS: _____ ADDRESS: _____ ADDRESS: _____

82 Jordan Hills _____

Chapel Hill, NC 27517 _____

SECTION D: CERTIFICATION OF ANNUAL REPORT. Section D must be completed in its entirety by a person/business entity.

Kara Brewer 3/27/2017

SIGNATURE

DATE

Form must be signed by a Company Official listed under Section C of this form

Kara Brewer Member

Print or Type Name of Company Official

Print or Type The Title of the Company Official

This Annual Report has been filed electronically

MAIL TO: Secretary of State, Corporations Division, Post Office Box 29525, Raleigh, NC 27626-0525

Ex. 3

2
NA



20171012000203430 A/N
Bk:RB6376 Pg:596
10/12/2017 10 05 14 AM 1/1

FILED Mark Chilton
Register of Deeds, Orange Co., NC
Recording Fee: \$26.00
NC Real Estate TX \$ 00

mk

CERTIFICATE OF ASSUMED NAME FOR A LIMITED LIABILITY COMPANY (LLC)

The undersigned LLC, proposing to engage in business in Orange County, North Carolina, under an assumed name other than its LLC name, hereby certifies that:

1. The name under which the business is to be conducted is:

Wild Flora Farm

(Insert assumed name)

2. The name and address of the owner(s) of such business is (are):

Southeast Property Group, LLC

82 Jordan Hills

Chapel Hill, NC 27517

(Insert name and address of LLC)

In witness whereof, this certificate is signed in the name of the LLC by its manager(s), this

12th day of October, 20 17.

By: Kara Brewer SEAL
Manager

By: _____ SEAL
Manager

By: _____ SEAL
Manager

State of NC

County of Orange

I, Christy Lynn McMillion, a Notary Public, do hereby certify that
Kara Megan Brewer, manager(s) of
Southeast Property Group, LLC, personally

appeared before me this 12th day of Oct, 20 17, and that they
signed the foregoing certificate on behalf of the LLC.

Witness my hand and official seal, this the 12th day of Oct, 20 17.

Christy Lynn McMillion
Notary Public

My Commission Expires: 10/25/2021

(Affix Notary Seal)

Rev.7/02

CHRISTY LYNN MCMILLION
Notary Public
Orange Co., North Carolina
My Commission Expires Oct. 25, 2021

Ex. 4

March 8, 2018

VIA EMAIL and US MAIL

Michael Harvey
Current Planning Supervisor
Orange County
P.O. Box 8181
Hillsborough, NC 27278
mharvey@orangecountync.gov

Re: Supplement to 10/12/17 Letter on Compliance with Session Law 2017-108

Mr. Harvey:

By letter dated October 12, 2017, I submitted documents on behalf of Wild Flora Farm, LLC, Southeast Property Group, LLC, and Kara Brewer demonstrating compliance with a state statutory exemption from the County's zoning regulations as those rules might otherwise apply to the use of a building or structure for agritourism events. See Session Law 2017-108, Sec. 8.(a). Those documents were:

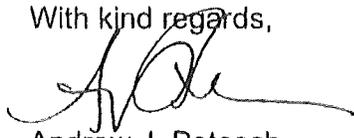
- **Exhibit 1:** North Carolina Department of Revenue Qualifying Farmer Exemption
- **Exhibit 2:** General Warranty Deed
- **Exhibit 3:** LLC Annual Report
- **Exhibit 4:** Certificate of Assumed Name for LLC

As an update and supplement to that letter, I have attached the following:

- **Exhibit 5:** Articles of Merger
- **Exhibit 6:** Certificate of Merger

The articles of merger, which merged Southeast Property Group, LLC into Wild Flora Farm, LLC ("Wild Flora Farm"), were filed with the N.C. Secretary of State on February 19, 2018. A certificate of merger reflecting the same was recorded with the Orange County Register of Deeds on February 26, 2018. Title to the property located at 7316 Morrow Mill Road (PIN 9729-50-7168) has been vested by operation of law in Wild Flora Farm. As Wild Flora Farm is both the owner of the subject property and holder of the qualifying farmer exemption, use of the barn building located on that property for agritourism remains a bona fide farm purpose compliant with the statutory exemption referenced above.

With kind regards,

A handwritten signature in black ink, appearing to read 'A. Petesch', written over the typed name below.

Andrew J. Petesch

enclosures

cc: James Bryan, Esq. (by email)
LeAnn Nease Brown, Esq. (by email)
Kara Brewer (by email)

State of North Carolina
Department of the Secretary of State

SOSID: 1573855
Date Filed: 2/19/2018 11:47:00 AM
Elaine F. Marshall
North Carolina Secretary of State
C2018 050 00376

ARTICLES OF MERGER

Pursuant to North Carolina General Statute Sections 55-11-05(a), 55A-11-09(d), 55A-11-04, 57D-9-42, 59-73.32(a) and 59-1072(a), as applicable, the undersigned entity does hereby submit the following Articles of Merger as the surviving business entity in a merger between two or more business entities.

1. The name of the surviving entity is Wild Flora Farm, LLC, a (check one)
 corporation, nonprofit corporation, professional corporation, limited liability company,
 limited partnership, partnership, limited liability partnership organized under the laws of
North Carolina (state or country).

2. The address of the surviving entity is:

Street Address 82 Jordan Hills City Chapel Hill
State NC Zip Code 27517 County Chatham

(a) (Complete only if the surviving business entity is a foreign business entity that is not authorized to transact business or conduct affairs in North Carolina) The mailing address of the surviving foreign business entity is:

Street Address _____ City _____
State _____ Zip Code _____ County _____

The Surviving foreign business entity will file a statement of any subsequent change in its mailing address with the North Carolina Secretary of State.

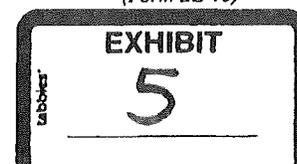
3. For each merging entity: (if more than one, complete on separate sheet and attach.)

The name of the merged entity is Southeast Property Group, LLC, a (check one)
 corporation, nonprofit corporation, professional corporation, limited liability company,
 limited partnership, partnership, limited liability partnership organized under the laws of
North Carolina (state or country).

The mailing address of each merging entity is: (if more than one, complete on separate sheet and attach)

Street Address 82 Jordan Hills City Chapel Hill
State NC Zip Code 27517 County Chatham

4. If the surviving business entity is a domestic business entity, the text of each amendment, if any, to the Articles of Incorporation, Articles of Organization, or Certificate of Limited Partnership within the Plan of Merger is attached.



5. A Plan of Merger has been duly approved in the manner required by law by each of the business entities participating in the merger.
6. These articles will be effective upon filing unless a delayed date and/or time is specified Upon filing.

This the 14th day of February, 2018.

Wild Flora Farm, LLC

Kara M. Brewer *Name of Entity*

Signature
Kara M Brewer, Member and Manager

Type or Print Name and Title

NOTES:

1. Filing fee is \$50 for For-profit entities.
2. Filing fee is \$25 for Non-profit entities.
3. This document must be filed with the Secretary of State. Certificate(s) of Merger must be registered pursuant to the requirements of N.C.G.S. Section 47-18.1

FILED Mark Chilton
Register Of Deeds, Orange Co, NC
Recording Fee: \$26.00
NC Real Estate TX: \$.00

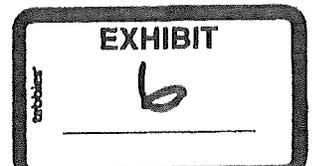
20180226000035000 S/INS
Bk: 6429 Pg: 467
02/26/2018 02:05:56 PM 1 / 2

Prepared by: North Carolina Department of the Secretary of State
Return to: Bradshaw Robinson Slawter LLP, P. O. Box 607, Pittsboro, NC 27312

CERTIFICATION OF MERGER

WILD FLORA FARM, LLC

Submitted electronically by "Bradshaw Robinson Slawter LLP"
in compliance with North Carolina statutes governing recordable documents
and the terms of the submitter agreement with the Orange County Register of Deeds.



North Carolina Department of The Secretary of State

CERTIFICATION OF MERGER

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that on the 19th day of February, 2018, Articles of Merger or copies of Articles of Merger, duly authenticated by the proper officer of the state or country under the laws of which a statutory merger was affected, were filed in this office

MERGING

SOUTHEAST PROPERTY GROUP, LLC NC

INTO

WILD FLORA FARM, LLC NC

The name of the surviving limited liability company was changed by virtue of said merger to:
N/A

The effective date of said merger, if different from the date of filing, was: N/A.

The surviving limited liability company has not filed articles of dissolution and continues to be in existence in this State as of the date of this certificate.

I **FURTHER** certify that this certificate is in compliance with North Carolina General Statutes §47-18.1 and §55D-26 and may be recorded in the office of the Register of Deeds in the same manner as deeds, the name of the surviving corporation appearing in the "Grantee" index.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 26th day of February, 2018.

Elaine F. Marshall

Secretary of State

Certification# 101786114-1 Reference# 14245471-SI Page: 1 of 1
Verify this certificate online at <http://www.sosnc.gov/verification>