

126920

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Header Canal Grove, Inc.

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****122.50 ****122.50

File Second

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

☒ Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

☒ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED
98 JUL -6 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 JUL -8 PM 6:35

Signature

Requested by: Chris 7.6 844

Name Date Time

Walk-In Will Pick Up

ADW
7/7/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

HEADER CANAL GROVE, INC., a Florida corporation K94608

INTO

GRAVES BROTHERS COMPANY, a Florida corporation, 126920

File date: July 6, 1998

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER
OF
HEADER CANAL GROVE, INC.
WITH AND INTO
GRAVES BROTHERS COMPANY**

98 JUL -6 PM 4:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.227, of the Florida General Corporation Act (the "Florida Act"), the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

ARTICLE I

The Plan of Merger attached hereto as Exhibit "A" and incorporated by reference herein (the "Plan") was duly approved by the Board of Directors of GRAVES BROTHERS COMPANY, a Florida corporation (the "Surviving Corporation"), and by the Board of Directors of HEADER CANAL GROVE, INC., a Florida corporation, a wholly-owned subsidiary of GRAVES BROTHERS COMPANY (the "Subsidiary"). Approval by the shareholders of both GRAVES BROTHERS COMPANY and HEADER CANAL GROVE, INC., is required pursuant to Section 607.227(1) of the Florida Act.

ARTICLE II

The Subsidiary shall merge with and into GRAVES BROTHERS COMPANY with GRAVES BROTHERS COMPANY being the Surviving Corporation. GRAVES BROTHERS COMPANY shall continue to be governed by the laws of the State of Florida.

ARTICLE III

No changes to the Articles of Incorporation of the Surviving Corporation will be effected by the merger.

ARTICLE IV

The number of shares of common stock of the Subsidiary and the number of shares of Class A Voting Common Stock owned by the Surviving Corporation are as follows: Seventy-Five Hundred (7,500) shares of common stock of the Subsidiary shall be merged and converted into Seventy Five (75) shares of Class A Voting Common Stock of the Surviving Corporation.

ARTICLE V

The Plan of Merger was approved and adopted by the shareholders of GRAVES BROTHERS COMPANY at a special meeting of the shareholders held on July 3, 1998, at 9:00 a.m., and the Plan of Merger was adopted and approved by the shareholders of HEADER CANAL GROVE, INC., at a special meeting of the shareholders held on July 3, 1998, at 9:00 a.m.

ARTICLE VI

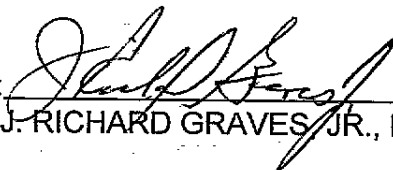
The Bylaws and the Articles of Incorporation under which the Surviving Corporation was organized will continue to exist; and, conversely, the Bylaws and Articles of Incorporation of the Subsidiary will not continue to exist after the effective date of the merger.

ARTICLES VII

The effective time and date of this merger shall be the close of business on the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

"Surviving Corporation"

GRAVES BROTHERS COMPANY, a
Florida corporation

By: 
J. RICHARD GRAVES, JR., President

(CORPORATE SEAL)

ATTEST:


ELIZABETH G. BASS, Secretary

"Subsidiary"

HEADER CANAL GROVE, INC., a
Florida corporation

By: 
J. RICHARD GRAVES, JR., President

(CORPORATE SEAL)

ATTEST:


CHARLES T. RANSON, Secretary

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority, on this day personally appeared J. RICHARD GRAVES, JR., and ELIZABETH G. BASS, known to me to be the President and Secretary, respectively, of GRAVES BROTHERS COMPANY, a Florida corporation, and the persons whose names are subscribed to the foregoing document and who are personally known to me and/or who have produced Florida Driver's Licenses as identification, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 2nd day of July, 1998.



Notary Public, State of Florida

PAITI A. BACHMAN

Printed Name of Notary

My Commission Expires:



MY COMMISSION # CC553058 EXPIRES
June 9, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority, on this day personally appeared J. RICHARD GRAVES, JR., and CHARLES T. RANSON, known to me to be the President and Secretary, respectively, of HEADER CANAL GROVE, INC., a Florida corporation, and the persons whose names are subscribed to the foregoing document and who are personally known to me and/or who have produced Florida Driver's Licenses as identification, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 2nd day of July, 1998.



Notary Public, State of Florida

PATTI A. BACHMAN

Printed Name of Notary

My Commission Expires:



Patti A. Bachman

MY COMMISSION # CC553058 EXPIRES

June 9, 2000

BONDED THRU TROY FAIR INSURANCE, INC.

PLAN OF MERGER

This Plan of Merger dated July 2nd, 1998, by and between GRAVES BROTHERS COMPANY, a Florida Corporation (referred to as the "Surviving Corporation"), and HEADER CANAL GROVE, INC., a Florida corporation (referred to as the "Absorbed Corporation").

STIPULATIONS

A. GRAVES BROTHERS COMPANY, is a corporation organized and existing under the laws of the State of Florida, with its principal office at 8465 Old Dixie Highway, Wabasso, FL 32970.

B. Three thousand five hundred (3,500) shares of Class A Voting Common Stock at a par value of \$100.00 per share, of which sixty (60) shares are issued and outstanding.

C. HEADER CANAL GROVE, INC., is a corporation organized under the laws of the State of Florida, with its principal office at 8465 Old Dixie Highway, Wabasso, FL 32970.

D. Twenty thousand (20,000) shares of common stock at a par value of \$1.00 per share, of which seven thousand five hundred (7,500) shares are issued and outstanding.

E. The Boards of Directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that HEADER CANAL GROVE, INC., be merged into GRAVES BROTHER COMPANY pursuant to the provisions of Sections 607.1101, et seq., of the Florida Business Corporation Act, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. **Merger.** HEADER CANAL GROVE, INC., shall merge with and into GRAVES BROTHER COMPANY, which shall be the surviving corporation.

Section Two. **Terms and Conditions.** On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall then be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

Section Three. **Conversion of Shares.** The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation is as follows:

(a) Every one hundred (100) shares of the common stock of HEADER CANAL GROVE, INC., issued and outstanding on the effective date of the merger shall be converted into one (1) share of the Class A Voting Common Stock of GRAVES BROTHERS COMPANY, which shares of Class A Voting Common Stock of the Surviving Corporation shall remain as treasury stock. However, in no event shall fractional shares of the Surviving Corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the Absorbed Corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effect as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation, or its duly appointed agent, in the manner that the Surviving Corporation shall legally require. On receipt of the share certificates, the Surviving Corporation shall issued and exchange certificates for shares of Class A Voting Common Stock in the Surviving Corporation, representing the number of shares of stock to which the holder is entitled as provided above. The Surviving Corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the

fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the Absorbed Corporation shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the Surviving Corporation.

Section Four. ***Changes in Articles of Incorporation.*** The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

Section Five. ***Changes in Bylaws.*** The Bylaws of the Surviving Corporation shall continue to be its bylaws following the effective date of the merger.

Section Six. ***Directors and Officers.*** The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. ***Prohibited Transactions.*** Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed and Surviving Corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. ***Approval by Shareholders.*** This Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before July 3, 1998, or at such other time as to which the Boards of Directors of the constituent corporations may agree.

Section Nine. **Effective Date of Merger.** The effective date of this merger shall be the date when Articles of Merger are filed by the Florida Department of State.

Section Ten. **Abandonment of Merger.** This Plan of Merger may be abandoned by action of the Board of Directors of either the Surviving or the Absorbed Corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the Surviving or the Absorbed Corporation or before July 15, 1998,

(b) If, in the judgment of the Board of Directors of either the Surviving or the Absorbed Corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. **Execution of Agreement.** This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, seals with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective Boards of Directors on the date first above written.

(CORPORATE SEAL)

ATTEST:


ELIZABETH G. BASS, Secretary

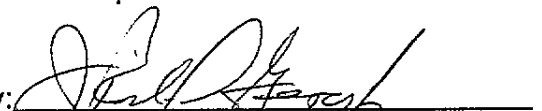
(CORPORATE SEAL)

ATTEST:


CHARLES T. RANSON, Secretary

GRAVES BROTHERS COMPANY, a
Florida corporation

By:


J. RICHARD GRAVES, JR., President

HEADER CANAL GROVE, INC., a
Florida corporation

By:


J. RICHARD GRAVES, JR., President