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Agreement of Merger
(Simultaneous name change)
Filed 8-16-40

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18 pgs.

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A 39483

AGREEMENT OF MERGER

of
BABCOCK-CARRIER, FLORIDA
COMPANY

a Fla. Corporation
and

CHARLOTTE-LEE COUNTY LAND
COMPANY

a Delaware Corp.

New Name

*Babcock Florida
Company*

FILED IN OFFICE SECRETARY
OF STATE, OF THE STATE OF
FLORIDA, THIS 16 DAY OF

Aug. A. D. 1940

R. A. GRAY,
SECRETARY OF STATE

[Signature]

Confessions Service Co

City

PAID	5.00
RECEIVED	
NO. 100	
TOTAL	8.00
DATE	8.00
BY	
FOR	

AUG 16 1940

AGREEMENT OF MERGER

of

BABCOCK-CARRIER, FLORIDA COMPANY

and

CHARLOTTE-LEE COUNTY LAND COMPANY



SECRETARY OF STATE
TALLAHASSEE, FLA.

THIS AGREEMENT OF MERGER entered into this *9th* day of July, 1940, between BABCOCK-CARRIER, FLORIDA COMPANY (hereinafter referred to as "Babcock-Carrier"), a Florida corporation, and the Directors thereof, parties of the first part, and CHARLOTTE-LEE COUNTY LAND COMPANY (hereinafter referred to as "Charlotte-Lee"), a Delaware corporation, and the Directors thereof, parties of the second part, WITNESSETH THAT:

WHEREAS Babcock-Carrier is a corporation duly organized and existing under the laws of the State of Florida, having its principal office at Punta Gorda, Charlotte County, Florida;

WHEREAS Charlotte-Lee is a corporation duly organized and existing under the laws of the State of Delaware, having its principal office in said State at No. 19-21 Dover Green in the City of Dover, County of Kent, and having the United States Corporation Company as its agent therein in charge of the said office;

WHEREAS Babcock-Carrier has an authorized capital stock consisting of twenty thousand (20,000) shares of common stock of the par value of twenty-five dollars (\$25) each, all of which have been issued, including one thousand five hundred eighty-five (1,585) shares reacquired and now held in the treasury of the corporation;

WHEREAS Charlotte-Lee has an authorized capital stock consisting of twelve thousand (12,000) shares of stock of the

par value of twenty-five dollars (\$25) each, of which ten thousand (10,000) shares have been issued, including four hundred four (404) shares reacquired and now held in the treasury of the corporation; and

WHEREAS it is the desire of the parties hereto to merge Charlotte-Lee into Babcock-Carrier;

NOW, THEREFORE, in consideration of the premises and of the terms and conditions herein set forth, the parties hereto have mutually agreed and hereby do mutually agree to make such merger upon the following terms and conditions:

ARTICLE ONE. Charlotte-Lee shall be merged into Babcock-Carrier, the name of which upon and after the effective date of the merger shall be "Babcock Florida Company." The laws of the State of Florida shall govern the said surviving corporation, Babcock Florida Company.

ARTICLE TWO. The general nature of the business or businesses to be transacted by Babcock Florida Company is the following, viz.: to purchase or otherwise acquire all or any part of the business, good will, rights, property and assets of all kinds and assume all or any part of the liabilities of any corporation, association, partnership or person engaged in any business in the State of Florida or elsewhere; to manufacture, purchase or otherwise acquire, and to sell and deal in all kinds of material, goods, wares and merchandise which may be required for any of the purposes of the corporation's business, or which may seem capable of being profitably used or dealt in in connection with such business; to purchase and acquire personal property and real estate, leaseholds or any interest therein, and to own, hold or improve, sell and deal in the same, to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures and other obligations from time to time for the

purchase of property or otherwise, or for any purpose in or about the business of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed of trust or otherwise; to acquire by purchase or otherwise, own, buy, sell and deal in timber and timber lands, and to buy, cut, haul, dry and sell timber logs, and to saw and otherwise work the same, and to buy, manufacture or sell lumber, bark, wood pulp and all products made therefrom; to produce, manufacture and sell turpentine, rosin and all other naval stores of every description; to grow, manufacture, refine, purchase, sell and deal in sugar, molasses, glucose, syrup, starch, food and such other products and by-products as are incidental thereto, and to cultivate and grow sugar cane, sugar beets, cotton, tobacco, rice, wheat, rye, oats, corn, oranges, grapefruit, alligator pears, pineapples and any other products of the earth, and to manufacture and prepare the same for market, and to buy, sell, deal in and transport the same; to carry on the business of buying, selling, grazing, slaughtering and transporting cattle and all kinds of livestock and other animals, and to deal in, and contract for the purchase and sale of, all kinds of meat products, hides, oil, fat and other by-products rising out of the slaughtering of animals for food purposes or otherwise, or in connection therewith, and to manufacture, buy, sell, exchange, deal in and transport the above specified products and all other materials used in the manufacture or production thereof; to purchase, take, lease or otherwise acquire any mines, mining rights, and any interest therein, and to explore, work, exercise, develop and turn to account the same; to buy or otherwise acquire, manufacture, market, prepare for market, sell, deal in and deal with, import and export food and food products of every class and description, fresh, canned or preserved or otherwise, and all food and other preparation; to

catch, cure, can, purchase, sell or otherwise acquire, or dispose of, and deal in fish and sea food of all kind; to own, manage, lease, charter or operate vessels and boats of any description; to carry on and conduct the business of storage, cold storage, refrigeration, freezing and ice making, and dealing in plants for such purposes; to carry on the business of hotel and innkeepers; to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in an association with other corporations, firms or individuals, and as principal, agent, factor, broker, consignee or commission merchant, and to do any other act or acts, thing or things, incidental or pertinent to, or growing out of, or connected with the aforesaid business or powers, or any part or parts thereof, providing the same be not inconsistent with the laws of Florida.

ARTICLE THREE. The total authorized capital stock of Babcock Florida Company shall be seven hundred fifty thousand dollars (\$750,000) divided into thirty thousand (30,000) shares of the par value of twenty-five dollars (\$25) each.

ARTICLE FOUR. Upon the effective date of the merger the one thousand five hundred eighty-five (1,585) shares of common stock of Babcock-Carrier which have been issued, reacquired, and are now held in its treasury shall remain available to Babcock Florida Company as the same number of treasury shares of its stock. Upon the effective date of the merger the four hundred four (404) shares of Charlotte-Lee which have been issued,

reacquired, and are now held in its treasury shall be available to Babcock Florida as the same number of treasury shares of its stock.

ARTICLE FIVE. Upon the effective date of the merger the holders of the outstanding shares of the capital stock of Charlotte-Lee Company shall be entitled to receive one (1) share of common stock of Babcock Florida Company for each share of Charlotte-Lee stock held by them, respectively, upon surrender of the certificates therefor, properly endorsed if requested, on or after said date at the office of Babcock Florida Company at No. 908 Frick Building, Pittsburgh, Pennsylvania. The outstanding shares of Babcock-Carrier shall remain unchanged, but on and after the effective date of the merger the holders of outstanding certificates should surrender the same, properly endorsed if requested, at the office of Babcock Florida Company at No. 908 Frick Building, Pittsburgh, Pennsylvania, in exchange for like certificates bearing the name of Babcock Florida Company.

ARTICLE SIX. The amount of capital with which Babcock Florida Company will begin business after the effective date of the merger is seven hundred thousand two hundred seventy-five dollars (\$700,275).

ARTICLE SEVEN. The term of the existence of Babcock Florida Company shall be perpetual.

ARTICLE EIGHT. The principal office of Babcock Florida Company shall continue to be located at Punta Gorda in Charlotte County, Florida.

ARTICLE NINE. The number of Directors of Babcock-Florida Company shall be not less than three and not more than thirteen.

ARTICLE TEN. The names and post office addresses of the Board of Directors of Babcock Florida Company who shall hold office from and after the effective date of the merger and until their successors be chosen according to the by-laws of the said corporation and who shall have all the powers of a Board of Directors elected by the stockholders are as follows:

<u>Name</u>	<u>P. O. Address</u>
E. V. Babcock	908 Frick Building, Pittsburgh, Pa.
Fred C. Babcock	914 Frick Building, Pittsburgh, Pa.
C. L. Babcock	Punta Gorda, Florida
Robert P. Babcock	914 Frick Building, Pittsburgh, Pa.
Ben L. Anderson	908 Frick Building, Pittsburgh, Pa.
Carl R. Korb	The Union Trust Company of Pittsburgh, Pittsburgh, Pa.
John E. Saxman, Jr.	906 Frick Building, Pittsburgh, Pa.

ARTICLE ELEVEN. The by-laws of Babcock-Carrier, as amended, shall continue to be the by-laws of Babcock Florida Company until duly changed or amended.

ARTICLE TWELVE. No stockholder of Babcock Florida Company shall have any prior or preemptive right to subscribe to or purchase shares of stock issued or sold by the corporation, and the Board of Directors shall have the right to issue or sell any shares of stock now or hereafter authorized and unissued or reacquired or held in the treasury of the corporation to any person, firm, or corporation without first offering to any stockholder any of such shares of stock.

ARTICLE THIRTEEN. In case of the loss or destruction of stock certificates, other certificates may be issued in lieu of the same when the loss or destruction of the originals shall be duly established by law to the satisfaction of the Board of

Directors and upon proper indemnity given if required.

ARTICLE FOURTEEN. Unless otherwise provided by the by-laws of Babcock Florida Company, the Board of Directors of the said corporation may adopt, alter, and amend the by-laws, subject to the power of the shareholders to change or repeal such by-laws.

ARTICLE FIFTEEN. This Agreement of Merger shall be submitted for approval and adoption to the stockholders of Babcock-Carrier at a meeting of such stockholders called separately for the purpose of taking the same into consideration, to be held at the office of Babcock-Carrier at 908 Frick Building, Pittsburgh, Pennsylvania, on the 13th day of August, 1940, at 10:30 o'clock A. M. Eastern Daylight Saving Time. It shall be submitted for approval and adoption to the stockholders of Charlotte-Lee at a special meeting of said stockholders to be held at its office at 908 Frick Building, Pittsburgh, Pennsylvania, on the 13th day of August, 1940, at 10:00 o'clock A. M., Eastern Daylight Saving Time.

ARTICLE SIXTEEN. If at the said meeting of stockholders of Babcock-Carrier stockholders holding at least a majority of the issued and outstanding stock of the said corporation shall vote by ballot, in person or by proxy, in favor of the adoption of this agreement and if at the said meeting of stockholders of Charlotte-Lee stockholders holding at least two-thirds of the issued and outstanding shares of the said corporation shall vote by ballot, in person or by proxy, in favor of the adoption of this agreement, that fact shall be certified hereon by the secretary of each corporation under the seal thereof, and this agreement so adopted and certified shall be signed by the president and secretary of each corporation under the corporate seal thereof and acknowledged by the president of each corporation before any officer authorized by law to take acknowledgments of deeds

to be the respective act, deed and agreement of each of the said corporations. The agreement so certified and acknowledged shall be filed in the offices of the Secretaries of State of Florida and Delaware. A copy of this agreement, certified by the Secretary of State of Delaware, under the seal of his office, shall also be recorded in the Office of the Recorder of the County of Kent, Delaware. Upon the filing of this agreement in the Office of the Secretary of State of Florida and upon the filing of a duly certified copy of this agreement in the Office of the Recorder of the County of Kent, Delaware, the merger shall be effected. Babcock Florida Company shall have all the rights, privileges, powers, franchises and immunities and be subject to all the liabilities and duties of Babcock-Carrier and Charlotte-Lee, and all property, real, personal and mixed, and all debts due on whatever account and all other things in connection with or belonging to each of such corporations shall be vested in Babcock Florida Company.

ARTICLE SEVENTEEN. Babcock-Carrier, which is to survive after this merger under the name of Babcock Florida Company, agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Charlotte-Lee, including any amount fixed by appraisers pursuant to Section 61 of Chapter 65 of the Revised Code of Delaware, and irrevocably appoints the Secretary of State as its agent to accept service of process in an action for the enforcement of payment of any such obligation or any amount fixed by appraisers as aforesaid, and specifies 908 Frick Building, Pittsburgh, Pennsylvania, as the address to which a copy of such process shall be mailed by the Secretary of State.

IN WITNESS WHEREOF the said corporations, parties to this Agreement of Merger, have caused their respective corporate seals to be hereunto affixed and these presents to be signed by their respective Presidents and attested by their respective Secretaries, all thereunto duly authorized, and the Directors of each of said corporations have hereunto set their hands and seals as of the day and year first above mentioned.

Attest:

BABCOCK-CARRIER, FLORIDA COMPANY

Ben L. Anderson
Secretary

By E. L. Babcock
President

Directors of Babcock-CARRIER, Florida Company:

E. L. Babcock
W. L. Babcock
Ben L. Anderson
Frank C. Babcock

Geo. M. Howarth
Robert P. Babcock
W. L. Babcock

Attest:

CHARLOTTE-LEE COUNTY LAND COMPANY

Ben L. Anderson
Secretary

By E. L. Babcock
President

Directors of Charlotte-Lee County Land Company:

E. L. Babcock
W. L. Babcock
Ben L. Anderson

Frank C. Babcock
Robert P. Babcock
W. L. Babcock

I, Ben L. Anderson, Secretary of Babcock-Carrier, Florida Company, a corporation of the State of Florida, do hereby certify as such Secretary and under the seal of the said corporation that the Agreement of Merger on which this certificate is made was duly submitted to and considered by the stockholders of the said Babcock-Carrier, Florida Company at a special meeting of the said stockholders separately called in the manner provided by the laws of the State of Florida for the purpose of considering the said Agreement of Merger and duly held on the 13th day of August, 1940; that the holders of 17,652 shares of the 17,907 issued and outstanding shares of the capital stock of the said corporation were present at the said meeting in person or by proxy; that at said meeting the votes of the stockholders of the said Babcock-Carrier, Florida Company holding more than a majority of the total number of shares of its issued and outstanding capital stock and more than a majority of its voting power were cast by ballot in favor of the adoption of the said Agreement of Merger; and that the said Agreement of Merger was at the said meeting duly adopted as aforesaid.

WITNESS my hand and the seal of the said Babcock-Carrier, Florida Company this 13th day of August, 1940.

Ben L. Anderson
Secretary of Babcock-Carrier,
Florida Company.


I, Ben L. Anderson, Secretary of Charlotte-Lee County Land Company, a corporation of the State of Delaware, do hereby certify as such Secretary and under the seal of the said corporation that the Agreement of Merger on which this certificate is made was duly submitted to and considered by the stockholders of

the said Charlotte-Lee County Land Company at a special meeting of the said stockholders separately called in the manner provided by the laws of the State of Delaware for the purpose of considering the said Agreement of Merger and duly held on the 13th day of August, 1940; that the holders of 9,095 shares of the 9,342 issued and outstanding shares of the capital stock of the said corporation were present at the said meeting in person or by proxy; that at said meeting the votes of the stockholders of the said Charlotte-Lee County Land Company holding more than two-thirds of the total number of shares of its issued and outstanding capital stock and more than two-thirds of its voting power were cast by ballot in favor of the adoption of the said Agreement of Merger; and that the said Agreement of Merger was at the said meeting duly adopted as aforesaid.

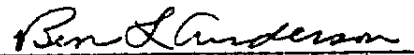
WITNESS my hand and the seal of the said Charlotte-Lee County Land Company this 13th day of August, 1940.

Ben L. Anderson
Secretary of Charlotte-Lee County
Land Company

The foregoing Agreement of Merger having been executed by a majority of the Board of Directors and by each corporate party thereto by the duly authorized officers, under the respective corporate seals, and having been duly adopted by the votes cast by ballot of the stockholders of each corporate party thereto holding more than two-thirds of the total number of issued and outstanding shares of the capital stock and more than two-thirds of the voting power of each corporation, at special meetings of the stockholders separately called and held in accordance with the laws of the State of Florida and of the State of Delaware, and that fact having been certified on the said Agreement of Merger by the Secretaries of the said corporations, under the respective corporate seals of each of the said corporations, the President and Secretary of each of the said corporations do now sign the said Agreement of Merger under the respective corporate seals of the said corporations by authority of the Boards of Directors and stockholders thereof as the respective acts, deeds and agreements of each of the said corporations on this 13th day of August, 1940.


President of Babcock-Carrier,
Florida Company

Attest:


Secretary of Babcock-Carrier,
Florida Company



President of Charlotte-Lee County
Land Company

Attest:


Secretary of Charlotte-Lee
County Land Company

Commonwealth of Pennsylvania, :

ss:

County of Allegheny, :

Before me, *Camille M. Fuhr* a Notary Public

in and for said Commonwealth and County, personally appeared E. V. Babcock, President of Babcock-Carrier, Florida Company, a corporation of the State of Florida, who is personally known to me to be the same person whose name is subscribed to the foregoing Agreement of Merger as such President, and who is personally known to me to be the President of such corporation, and acknowledged that he signed, sealed and delivered the said Agreement of Merger as his free and voluntary act as such President, and as the free and voluntary act, deed and agreement of the said Babcock-Carrier, Florida Company, for the uses and purposes therein set forth, and further acknowledged the said Agreement of Merger to be the free and voluntary act, deed and agreement of the said corporation, and to have been duly authorized by the Board of Directors and duly adopted by the stockholders of the said corporation.

IN WITNESS WHEREOF I have hereunto set my hand and notarial seal this *13th* day of August, 1940.

Camille M. Fuhr
Notary Public

CAMILLE M. FUHR, Notary Public
MY COM. EXPIRES
SEP 9, 1943

Commonwealth of Pennsylvania, :

ss:

County of Allegheny, :

Before me, *Camille M. Fuhr* a Notary Public in

and for said Commonwealth and County, personally appeared E. V. Babcock, President of Charlotte-Lee County Land Company, a corporation of the State of Delaware, who is personally known to me

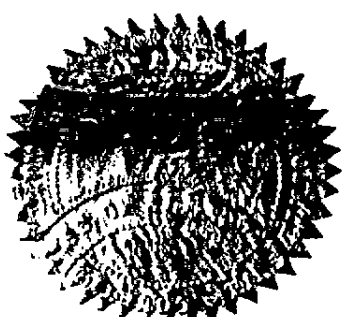
to be the same person whose name is subscribed to the foregoing Agreement of Merger as such President, and who is personally known to me to be the President of such corporation, and acknowledged that he signed, sealed and delivered the said Agreement of Merger as his free and voluntary act as such President, and as the free and voluntary act, deed and agreement of the said Charlotte-Lee County Land Company, for the uses and purposes therein set forth, and further acknowledged the said Agreement of Merger to be the free and voluntary act, deed and agreement of the said corporation, and to have been duly authorized by the Board of Directors and duly adopted by the stockholders of the said corporation.

IN WITNESS WHEREOF I have hereunto set my hand and notarial seal this 13th day of August, 1940.

Camille M. Fisher
Notary Public

CAMILLE M. FISHER, Notary Public
MY C. EXPIRES

Allegheny County, ss:
State of Pennsylvania.



IMPRESSION OF NOTARIAL SEAL NOT REQUIRED, BY LAW,
TO BE FILED IN THIS OFFICE

No. 75162.
I, William D. Trasher, Prothonotary of the Court of Common Pleas in and for the County of Allegheny, in the Commonwealth of Pennsylvania, the same being a Court of Law and Record, and having a seal, do hereby certify that
Camille M. Fisher Esquire,

before whom the foregoing..... AFFIDAVIT
was taken, and who has thereunto, in his own proper handwriting, subscribed his or her name to the certificate of the proof and acknowledgment of the annexed instrument, was at that time and is now a NOTARY PUBLIC in and for the Commonwealth of Pennsylvania, resident of said County aforesaid, duly commissioned and sworn and authorized by law to take and certify affidavits and the acknowledgments and proof of deeds to land, etc., to be recorded, to all whose acts as such due faith and credits are, and of right ought to be, given throughout the United States and elsewhere; and further, that said instrument is executed in accordance with the laws of this Commonwealth, and that I am acquainted with his or her signature and seal, and believe the same to be genuine.

In Testimony Whereof, I have hereunto set my hand and affixed the seal of the said Court, at Pittsburgh, in said County this 13th day of August
in the year of our Lord one thousand nine hundred and forty

Wm. D. Trasher Prothonotary.

to be the same person whose name is subscribed to the foregoing Agreement of Merger as such President, and who is personally known to me to be the President of such corporation, and acknowledged that he signed, sealed and delivered the said Agreement of Merger as his free and voluntary act as such President, and as the free and voluntary act, deed and agreement of the said Charlotte-Lee County Land Company, for the uses and purposes therein set forth, and further acknowledged the said Agreement of Merger to be the free and voluntary act, deed and agreement of the said corporation, and to have been duly authorized by the Board of Directors and duly adopted by the stockholders of the said corporation.

IN WITNESS WHEREOF I have hereunto set my hand and notarial seal this 13th day of August, 1940.

Camille M. Fisher
Notary Public

CAMILLE M. FISHER, Notary Public
MY COM. EXPIRES
MAY 9, 1943

Allegheny County, ss:
State of Pennsylvania,

No. 75162

I, William H. Frasher, Prothonotary of the Court of Common Pleas in and for the County of Allegheny, in the Commonwealth of Pennsylvania, the same being a Court of Law and Record, and having a seal, do hereby certify that

Camille M. Fisher

Esquire,

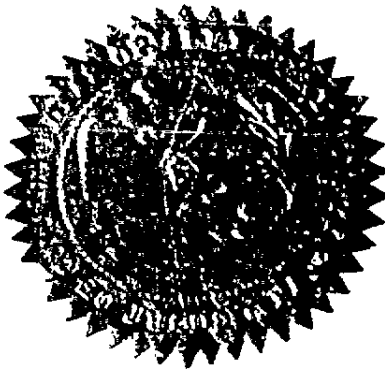
before whom the foregoing AFFIDAVIT was taken, and who has thereunto, in his own proper handwriting, subscribed his or her name to the certificate of the proof and acknowledgment of the annexed instrument, was at that time and is now a NOTARY PUBLIC in and for the Commonwealth of Pennsylvania, resident of said County aforesaid, duly commissioned and sworn and authorized by law to take and certify affidavits and the acknowledgments and proof of deeds to land, etc., to be recorded, to all whose acts as such due faith and credits are, and of right ought to be, given throughout the United States and elsewhere; and further, that said instrument is executed in accordance with the laws of this Commonwealth, and that I am acquainted with his or her signature and seal, and believe the same to be genuine.

In Testimony Whereof, I have hereunto set my hand and affixed the seal of the said Court, at Pittsburgh, in said County this 13th day of August in the year of our Lord one thousand nine hundred and forty

Wm. H. Frasher Prothonotary

IMPRESSION OF NOTARIAL SEAL NOT REQUIRED, BY LAW,
TO BE FILED IN THIS OFFICE

Allegheny County, } ss:
State of Pennsylvania.



IMPRESSION OF NOTARIAL SEAL NOT REQUIRED, BY LAW,
TO BE FILED IN THIS OFFICE

No. 75161

I, William B. Frasher, Prothonotary of the Court of Common Pleas in and for the County of Allegheny, in the Commonwealth of Pennsylvania, the same being a Court of Law and Record, and having a seal, do hereby certify that

Emille M. Fisher

Esquire,

FIDAVI!

before whom the foregoing

was taken, and who has thereunto, in his own proper handwriting, subscribed his or her name to the certificate of the proof and acknowledgment of the annexed instrument, was at that time and is now a NOTARY PUBLIC in and for the Commonwealth of Pennsylvania, resident of said County aforesaid, duly commissioned and sworn and authorized by law to take and certify affidavits and the acknowledgments and proof of deeds to land, etc., to be recorded, to all whose acts as such due faith and credits are, and of right ought to be, given throughout the United States and elsewhere; and further, that said instrument is executed in accordance with the laws of this Commonwealth, and that I am acquainted with his or her signature and seal, and believe the same to be genuine.

In Testimony Whereof, I have hereunto set my hand and affixed the seal of the said Court, at Pittsburgh, in said County this 13th day of August in the year of our Lord one thousand nine hundred and forty.

Wm. B. Frasher Prothonotary.