

06/15/2007 15:17

8132298134

HOLLAND & KNIGHT

Division of Corporations

PAGE 01/05  
Page 1 of 1

# Na7076

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000158709 3)))



H070001587093ABC4

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 205-0380

From:

Account Name : HOLLAND & KNIGHT  
Account Number : 072100000016  
Phone : (813) 227-8500  
Fax Number : (813) 229-0134

FILED  
2007 JUN 15 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## MERGER OR SHARE EXCHANGE

Florida Press Association, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

DR  
6/15/07

Electronic Filing Menu

Corporate Filing Menu

Help

06/15/2007 15:17

8132298134

HOLLAND&KNIGHT

PAGE 02/06

850-205-0381

6/15/2007 2:57

PAGE 001/001

Florida Dept of State



June 15, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

FLORIDA PRESS ASSOCIATION, INC.

2636 MITCHEAM DRIVE

TALLAHASSEE, FL 32308

SUBJECT: FLORIDA PRESS ASSOCIATION, INC.

REF: N27076

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please remove the words "entity type" throughout the document.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Document Specialist

FAX Aud. #: H07000158709  
Letter Number: 107A00040291

RECEIVED  
07 JUN 15 AM 8:00  
DIVISION OF CORPORATIONS

P.O BOX 6327 - Tallahassee, Florida 32314

FILED

2007 JUN 15 PM 4:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
FOR  
NOT FOR PROFIT CORPORATIONS

The following Articles of Merger are submitted to merge the following Florida Not For Profit Corporations in accordance with Section 617.1105, Florida Statutes.

FIRST: The exact name, form, and jurisdiction of the merging corporation is as follows:

Name of Entity	Jurisdiction	Form
Florida Newspaper Advertising Network, Inc.	Florida	Not For Profit

SECOND: The exact name, form, and jurisdiction of the surviving corporation is as follows:

Name of Entity	Jurisdiction	Form
Florida Press Association, Inc.	Florida	Not For Profit

THIRD: The plan of merger is attached hereto as Exhibit A.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: There are no members of the merging corporation (Florida Newspaper Advertising Network, Inc.) entitled to vote on the merger. The board of directors of the merging corporation adopted the plan of merger on June 13, 2007 by a vote of 25 FOR and 0 AGAINST. The total number of directors then in office was 42.

SIXTH: There are no members of the surviving corporation (Florida Press Association, Inc.) entitled to vote on the merger. The board of directors of the surviving corporation adopted the plan of merger on June 13, 2007 by a vote of 17 FOR and 0 AGAINST. The total number of directors then in office was 17.

IN WITNESS WHEREOF, the undersigned have caused their duly authorized officers to execute these Articles of Merger on June 14, 2007.

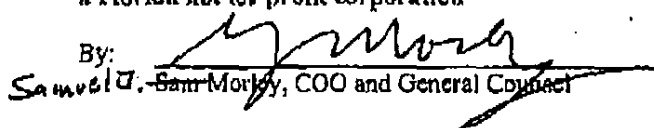
FLORIDA NEWSPAPER ADVERTISING NETWORK, INC.,  
a Florida not for profit corporation

By:

  
Robert A. Berry, President

FLORIDA PRESS ASSOCIATION, INC.,  
a Florida not for profit corporation

By:

  
Samuel D. Sam-Morley, COO and General Counsel

Y7000158709 3

**EXHIBIT A**

**PLAN OF MERGER**

**FLORIDA NEWSPAPER ADVERTISING NETWORK, INC.,**  
a Florida not for profit corporation

with and into

**FLORIDA PRESS ASSOCIATION, INC.,**  
a Florida not for profit corporation

This Plan of Merger (this "Plan") is entered into by Florida Newspaper Advertising Network, Inc., a Florida not for profit corporation ("FNAN"), and Florida Press Association, Inc., a Florida not for profit corporation ("FPA"), on June 14, 2007. FNAN and FPA are hereinafter collectively called the "Merging Entities."

**WITNESSETH:**

**WHEREAS**, the Merging Entities desire to merge, following which FPA shall be the surviving entity (the "Merger");

**WHEREAS**, Section 617.1101 of the Florida Statutes permits the merger of the Merging Entities in the manner provided in this Plan; and

**WHEREAS**, the board of directors of FNAN and the board of directors, along with the members of FPA deem the consummation of the Merger in the manner contemplated herein advisable, and accordingly have adopted and approved this Plan and have authorized the execution hereof by appropriate corporate action.

**NOW, THEREFORE**, for and in consideration of the promises and of the covenants and agreements hereinafter set forth, the parties hereto agree as follows:

1. **Merging Corporation.** The exact name, form type and jurisdiction of the merging corporation is as follows:

Name of Entity	Jurisdiction	Form
Florida Newspaper Advertising Network, Inc.	Florida	Not For Profit

2. **Surviving Corporation.** The exact name, form and jurisdiction of the surviving corporation is as follows:

Name of Entity	Jurisdiction	Form
Florida Press Association, Inc.	Florida	Not For Profit

3. **Terms and Conditions.** The terms and conditions of the Merger (in addition to those set forth elsewhere in this Plan) and the mode of carrying the same into effect are as follows:

HO7000158709 3

3.1 Upon the filing and approval of the Articles of Merger with the Florida Department of State (the "Effective Time"): i) FNAN shall be merged with and into FPA, and FPA shall be the surviving entity and shall have all the rights, privileges, immunities, and powers and shall be subject to all the duties and liabilities of a corporation under the Florida Statutes; ii) the separate existence of FNAN shall cease; iii) FPA shall thereupon and thereafter possess all the rights and privileges, immunities, and franchises, of a public as well as of a private nature, of FNAN; and all property, real, personal, and mixed, and all debts due on whatever account, including all choses in action, and all and every other interest, of or belonging to or due to FNAN, shall be taken and deemed to be transferred to and vested in FPA without further act or deed; FPA shall thence forth be responsible and liable for all liabilities and obligations of FNAN; and any claim existing or action or proceeding pending by or against FNAN may be prosecuted as if the Merger had not taken place, or FPA may be substituted in its place; and neither the rights of creditors nor any liens upon the property of FNAN shall be impaired by the Merger; and iv) all corporate acts, plans, policies, contracts, approvals and authorizations of FNAN and its respective partners, officers and agents, that were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as of the acts, plans, policies, contracts, approvals and authorizations of FPA and shall be as effective and binding thereon as the same were with respect to FNAN.

If at any time after the Effective Time FPA shall consider or be advised that any further deeds, assignments or assurances in law or in any other things necessary, desirable or proper to vest, perfect or confirm, of record or otherwise, in FPA, the title to any property or rights of FNAN acquired or to be acquired by reason of, or as a result of, the Merger, FNAN (or the proper officers and directors of such) shall execute and deliver such proper deeds, assignments and assurances in law and do all things necessary, desirable or proper to vest, perfect or confirm title to such property or rights in the Surviving Entity and otherwise to carry out the purpose of this Plan.

4. *The Articles of Incorporation of FPA.* No changes shall occur to the Articles of Incorporation of FPA.

5. *Miscellaneous.*

5.1 Capitalized terms used and defined in this Plan shall have the meanings assigned to such terms.

5.2 For the convenience of the parties, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

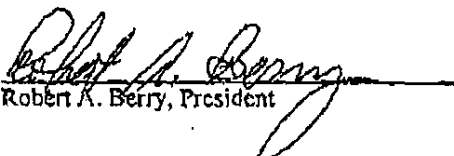
5.3 This Plan shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

[Signature Page To Follow]

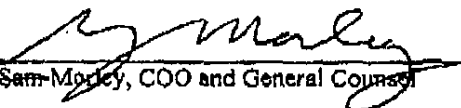
07000158709 3 . . . .

IN WITNESS WHEREOF, the undersigned have caused their duly authorized officers to execute this Plan on June 14, 2007.

FLORIDA NEWSPAPER ADVERTISING NETWORK, INC.,  
a Florida not for profit corporation

By:   
Robert A. Berry, President

FLORIDA PRESS ASSOCIATION, INC.,  
a Florida not for profit corporation

By:   
Samuel J. Sam Morley, COO and General Counsel