

Lexis Document  
P97000036050

City/State/Zip Phone #

Office Use Only

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

1. John W. Henry Florida, Inc.  
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

000002179670--1  
-05/15/97--01033--016  
\*\*\*\*122.50 \*\*\*\*122.50  
000002179670--1  
-05/15/97--01033--017  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

☐ Walk in ☐ Pick up time ☐ Mail out ☐ Will wait ☐ Photocopy

☒ Certified Copy  
☒ Certificate of State

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
97 MAY 13 PM 12:10  
5/13

5/13  
Jon merger w/ N.C.  
C.C. & D.S.  
97 MAY 13 AM 10:27  
RECEIVED

P97000036050

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

JOHN W. HENRY & COMPANY, INC., a California corporation, F93000000788

INTO

JOHN W. HENRY FLORIDA, INC. which changed its name to

**JOHN W. HENRY & COMPANY, INC.**, a Florida corporation, P97000036050

File date: May 13, 1997

Corporate Specialist: Joy Moon-French

ARTICLES OF MERGER  
OF  
JOHN W. HENRY & COMPANY, INC.  
WITH AND INTO  
JOHN W. HENRY FLORIDA, INC.

FILED  
97 MAY 13 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (hereinafter referred to as the "*FBCA*"), the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Exhibit A attached hereto and hereby made a part hereof is the Plan and Agreement of Merger for the merger of John W. Henry & Company, Inc., a California corporation ("*JWH*"), with and into John W. Henry Florida, Inc., a Florida corporation ("*JWH Florida*").

2. The merger of JWH with and into JWH Florida is permitted by the laws of the State of California and is in compliance with said laws. The date of approval of the Plan and Agreement of Merger by the sole shareholder of JWH was given by written consent on April 23, 1997.

3. The sole shareholder of JWH Florida entitled to vote thereon approved and adopted the aforesaid Plan and Agreement of Merger by written consent given on April 23, 1997, in accordance with the provisions of Section 607.0704 of the FBCA.

Executed on April 23, 1997.

JOHN W. HENRY & COMPANY, INC.

By 

David R. Bailin, Executive Vice President

JOHN W. HENRY FLORIDA, INC.

By 

David R. Bailin, Executive Vice President

**EXHIBIT A**  
**PLAN AND AGREEMENT OF MERGER**

THIS PLAN AND AGREEMENT OF MERGER is made and entered into as of the 23rd day of April, 1997, by and between John W. Henry Florida, Inc., a Florida corporation (hereinafter sometimes referred to as "*JWH Florida*"), and John W. Henry & Company, Inc., a California corporation (hereinafter sometimes referred to as "*JWH*").

WHEREAS, JWH Florida and JWH desire that JWH merge with and into JWH Florida pursuant to a tax-free reorganization in accordance with the applicable provisions of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and confessed, the parties hereto hereby agree as follows:

1. JWH shall, pursuant to the provisions of the California General Corporation Law (hereinafter referred to as the "*CGCL*") and the provisions of the Florida Business Corporation Act (hereinafter referred to as the "*FBCA*"), be merged with and into JWH Florida, which shall be the surviving corporation at the effective date of the merger (sometimes hereinafter referred to as the "*Surviving Corporation*") and which shall continue to exist as said Surviving Corporation under the name "John W. Henry & Company, Inc." pursuant to the provisions of the FBCA. The separate existence of JWH (sometimes hereinafter referred to as the "*Non-Surviving Corporation*") shall cease at the effective date of the merger in accordance with the CGCL.

2. The Articles of Incorporation of the Surviving Corporation at the effective date of the merger shall be the Articles of Incorporation of said Surviving Corporation except that Article First relating to the name of the Surviving Corporation is hereby amended and changed to read in its entirety as follows at the effective date of the merger:

"First: The corporate name for the corporation is John W. Henry & Company, Inc. (the "*corporation*")."

Said Articles of Incorporation, as herein amended and changed as aforesaid, shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the FBCA.

3. The present bylaws of the Surviving Corporation will be the bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the FBCA.

4. The directors and officers in office of the Surviving Corporation at the effective date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and

offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

5. Each issued share of the common stock, no par value, of JWH outstanding immediately prior to the effective date of the merger shall at the effective date of the merger be converted into one (1) share of the common stock, \$.01 par value, of JWH Florida. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. The Plan and Agreement of Merger herein made and approved shall be submitted to the sole shareholder of the Surviving Corporation and the sole shareholder of the Non-Surviving Corporation for approval or rejection in the manner prescribed by the provisions of the FBCA and the provisions of the CGCL.

7. In the event that the Plan and Agreement of Merger shall have been approved by the sole shareholder of the Surviving Corporation and the sole shareholder of the Non-Surviving Corporation in the manner prescribed by the provisions of the FBCA and the provisions of the CGCL, the Surviving Corporation and the Non-Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of California and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Non-Surviving Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Agreement of Merger to be signed by their respective officers thereunto duly authorized, all as of the date first written above.

JOHN W. HENRY FLORIDA, INC.

By 

David R. Bailin, Executive Vice President

JOHN W. HENRY & COMPANY, INC.

By 

David R. Bailin, Executive Vice President