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Division of Corporations

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PAGE 01/05

Page 1 of 1

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

BROTHERS PROPERTY CORPORATION

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Merger  
12/21/05

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## ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Brothers Property Corporation</u>	<u>Ohio</u>	<u>708557</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Brothers Port Richey Corporation</u>	<u>Florida</u>	<u>P93000085093</u>
_____	_____	_____
_____	_____	_____
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Third: The Plan of Merger is attached.

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

OR 12 / 31 / 2005 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/20/2005.

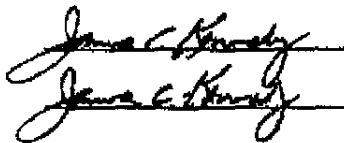
The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 12/20/2005 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: **SIGNATURES FOR EACH CORPORATION****Name of Corporation****Signature of an Officer or  
Director****Typed or Printed Name of Individual & Title**Brothers Port Richey CorporationJames C. Kennedy, ASSISTANT SECRETARYBrothers Property CorporationJAMES C. KENNEDY, ASSISTANT SECRETARY

### **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is made as of December 20, 2005 among BROTHERS PROPERTY CORPORATION, an Ohio corporation ("Brothers Property"), and BROTHERS PORT RICHEY CORPORATION, a Florida corporation and wholly owned subsidiary of Brothers Property ("Brothers Port Richey").

#### **RECITALS:**

A. Brothers Property is a duly organized and existing Ohio corporation, having been formed on September 8, 1987.

B. Brothers Port Richey is a duly organized and existing Florida corporation, having been formed on December 6, 1993. Brothers Port Richey has issued 1,000 shares of common stock, \$.01 par value per share. All of the issued and outstanding stock of Brothers Port Richey is owned by Brothers Property.

C. Acting pursuant to Section 1701.80 of the Ohio Revised Code and Section 607.1104 of the Florida Statutes, the Board of Directors of each of Brothers Property and Brothers Port Richey has determined, after due deliberation, that it is in the best interests of the above-named corporations and their respective shareholders that, upon the terms and subject to the conditions hereinafter set forth, Brothers Port Richey shall be merged with and into its parent corporation, Brothers Property, which shall survive the merger as the "Surviving Corporation" (the "Merger").

NOW, THEREFORE, it is hereby agreed as follows:

#### **ARTICLE 1.**

##### **TERMS**

Section 1.1 On the Effective Date of the Merger (as defined below), Brothers Port Richey shall be merged with and into Brothers Property. Brothers Property shall survive the Merger as the Surviving Corporation. The Merger shall have the effects set forth in Section 607.1106 of the Florida Statutes and Section 1701.82 of the Ohio Revised Code. Without limiting the generality of the foregoing, Brothers Property, as the Surviving Corporation, shall possess all assets and property of every description, and every interest in the assets and property, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of each constituent corporation (*viz.*, Brothers Property and Brothers Port Richey), and all obligations belonging to or due to each constituent corporation, all of which are vested in the Surviving Corporation without further act or deed. Title to any real estate or any interest in real estate vested in any constituent corporation shall not revert or in any way be impaired by reason of the Merger.

Section 1.2 Upon the Effective Date:

(a) Each outstanding share of Brothers Port Richey Common Stock, \$0.01 par value per share, shall be cancelled.

Section 1.3 Each holder of a stock certificate or certificates representing outstanding shares of Brothers Port Richey Common Stock immediately prior to Effective Date of the Merger shall surrender such certificate or certificates to the Surviving Corporation on or within a reasonable period of time following the Effective Date of the Merger. Until so surrendered, each such stock certificate shall, by virtue of the Merger, be deemed for all purposes to be void and of no effect.

Section 1.4 If applicable, shareholders of Brothers Port Richey, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair market value of their shares.

## **ARTICLE 2.**

### **EFFECTIVE DATE**

Section 2.1 This Agreement is not required to be submitted to the shareholders of Brothers Port Richey under Section 607.1104 of the Florida Statutes and Section 1701.80 of the Ohio Revised Code. Certificates of merger, executed in accordance with the laws of the States of Florida and Ohio, shall be filed with the Department of State of the State of Florida and with the Secretary of State of the State of Ohio.

The Merger shall become effective on the time and date specified in the certificate of merger filed with the Secretary of State of the State of Ohio, *herein sometimes referred to as the "Effective Date of the Merger."*

## **ARTICLE 3.**

### **CERTIFICATE OF INCORPORATION AND BY-LAWS; DIRECTORS AND OFFICERS**

Section 3.1 The Certificate of Incorporation of Brothers Property as in effect on the Effective Date of the Merger, shall be, and may be separately certified as, the Certificate of Incorporation of the Surviving Corporation, until amended in accordance with the provisions thereof and of applicable law.

Section 3.2 The Regulations of Brothers Property in effect on the Effective Date of the Merger shall be the Regulations of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and of applicable law.

Section 3.3 The directors and officers of Brothers Property on the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation.

ARTICLE 4.  
AMENDMENT AND TERMINATION

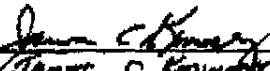
Section 4.1 At any time prior to the filing of the certificates of merger with the Department of State of the State of Florida and the Secretary of State of the State of Ohio, this Agreement may be amended by the Boards of Directors of Brothers Property and Brothers Port Richey to the extent permitted by applicable law.

ARTICLE 5.  
MISCELLANEOUS

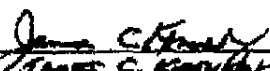
Section 5.1 Counterpart Execution. This Agreement may be executed in counterparts.

IN WITNESS WHEREOF, each of Brothers Property and Brothers Port Richey have caused this Agreement to be executed by its authorized officer and its corporate seal affixed, all as of the date first above written.

BROTHERS PROPERTY CORPORATION

  
By: James C. Kennedy  
Its: ASSISTANT SECRETARY

BROTHERS PORT RICHEY CORPORATION

  
By: James C. Kennedy  
Its: ASSISTANT SECRETARY

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