

013878

Steel Hector & Davis

Requestor's Name

Address

City/State/Zip

Phone #

900002342799--1

-11/10/97--01076--016

1102.50 *175.00

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

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Merger

FILED
 97 OCT 31 AM 9:30
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- ☐ Walk in
 ☐ Pick up time _____
 ☐ Certified Copy
☐ Mail out
 ☐ Will wait
 ☐ Photocopy
 ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILING
 R. AGENT FEE 70.00
 C. COPY (2) 105.00
 TOTAL 175.00
 N. BANK
 BALANCE DUE
 REFUND

Name _____
 Address _____
 City/State/Zip _____
 10/31/97
 Acknowledgment
 W.P. Verifier

Examiner's Initials

013878

ARTICLES OF MERGER
Merger Sheet

MERGING:

GULF TELEPHONE COMPANY, a Florida corporation 005263

INTO

ST. JOSEPH TELEPHONE & TELEGRAPH COMPANY, a Florida corporation,
013878

File date: October 31, 1997

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER

97 OCT 31 AM 9:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These ARTICLES OF MERGER, dated as of October 1, 1997, provide for the merger of Gulf Telephone Company, a Florida corporation ("Gulf"), with and into St. Joseph Telephone & Telegraph Company, a Florida corporation ("SJTT"), which shall be the surviving corporation.

ARTICLE I - PLAN OF MERGER

A copy of the Plan of Merger pursuant to which Gulf will be merged with and into SJTT is attached hereto as Appendix A and incorporated herein by this reference.

ARTICLE II - EFFECTIVE DATE

The merger of Gulf with and into SJTT shall be effective as of the date of filing of these Articles of Merger with the Secretary of State of the State of Florida.

ARTICLE III - ADOPTION OF PLAN OF MERGER

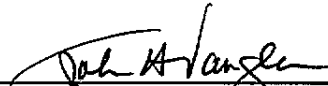
The Plan of Merger was approved by the sole shareholder of SJTT by written consent dated October 1, 1997.

The Plan of Merger was approved by the sole shareholder of Gulf by written consent dated October 1, 1997.

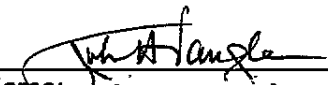
These Articles of Merger may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed on behalf of each of SJTT and Gulf by their duly authorized officers as of the date first above written.

ST. JOSEPH TELEPHONE & TELEGRAPH
COMPANY

By: 
Name: John H. Vaughan
Title: Vice President

GULF TELEPHONE COMPANY

By: 
Name: John H. Vaughan
Title: Vice President

APPENDIX A
PLAN OF MERGER

THIS PLAN OF MERGER, dated as of October 1, 1997, is entered into between St. Joseph Telephone & Telegraph Company, a Florida corporation ("SJTT"), and Gulf Telephone Company, a Florida corporation ("Gulf").

SECTION 1. Names. Gulf Telephone Company, a Florida corporation, shall be merged with and into St. Joseph Telephone & Telegraph Company, a Florida corporation (hereinafter, the "Surviving Corporation").

SECTION 2. Terms and Conditions of Merger:

(a) Effective Date. The merger shall become effective as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida (the "Effective Date").

(b) Merger and Effects of Merger. As of the Effective Date, Gulf will be merged with and into SJTT (the "Merger"), the separate corporate existence of Gulf shall cease in accordance with the provisions of the Florida Business Corporation Act (the "FBCA"), SJTT shall be the Surviving Corporation and SJTT will continue to exist pursuant to the provisions of the FBCA.

(c) Bylaws. The Bylaws of SJTT, as in effect immediately prior to the Effective Date, shall become the Bylaws of the Surviving Corporation from and after the Effective Date, until amended as therein provided and in the manner prescribed by the provisions of the FBCA.

(d) Changes in Articles of Incorporation. The Articles of Incorporation of SJTT, as in effect immediately prior to the Effective Date, shall become the Articles of Incorporation of the Surviving Corporation from and after the Effective Date, until amended as therein provided and in the manner prescribed by the provisions of the FBCA.

(e) Directors and Officers. The Directors and Officers of SJTT shall become the Directors and Officers of the Surviving Corporation from and after the Effective Date.

SECTION 3. Cancellation of Shares of Gulf. At the Effective Date, by virtue of the Merger and without any action on the part of the holders thereof, each share of the capital stock of Gulf issued and outstanding immediately prior to the Effective Date held in Gulf's treasury or owned by a shareholder of Gulf shall be canceled and retired and cease to exist.

SECTION 4. Governing Law. This Plan of Merger shall be governed by, and construed in accordance with, the laws of the State of Florida, without regard to the principles of conflicts of laws thereof.