

Document Number Only

014507

C T CORPORATION SYSTEM Melanie Strickland

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

800003020768-4  
-10/21/99-01058-009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

*Vinny Park Hotel Company merger*  
*Longfellow Corporation*

- ☐ Profit ☐ Amendment ☒ Merger  
☐ NonProfit ☐ Dissolution/Withdrawal ☐ Mark  
☐ Limited Liability Company  
☐ Foreign ☐ Annual Report ☐ Other  
☐ Limited Partnership ☐ Fict. Filing ☐ Change of R.A.  
☐ Reinstatement ☐ Fict. Filing Cancel ☐ UCC-1 UCC-3  
☐ Limited Liability Partnership ☐ Photo Copies ☐ CUS  
☐ Certified Copy  
☐ Call When Ready ☐ Call if Problem ☐ After 4:30  
☒ Walk In ☐ Will Wait ☒ Pick Up  
☐ Mail Out

FILED  
99 OCT 21 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name	
Availability	10/22/99
Document Examiner	DDR
Updater	DDR
Verifier	
Acknowledgment	
W.P. Verifier	

OCT 21

Please Return Extra Copy(s)  
Filed Stamp

Thanks, Melanie

\*00789, 02775, 00672

RECEIVED  
99 OCT 21 AM 11:52  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

LONGFELLOW CORPORATION, an Oklahoma corporation not authorized to  
transact in Florida

INTO

**VINOY PARK HOTEL COMPANY**, a Florida entity, O14507.

File date: October 21, 1999

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 21, 1999

CT Corporation System  
660 East Jefferson St.  
Tallahassee, FL 32301

SUBJECT: VINOY PARK HOTEL COMPANY  
Ref. Number: 014507

We have received your document for VINOY PARK HOTEL COMPANY and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

To: Annette Ramsey  
Corporate Specialist

Letter Number: 399A00050841

From:  
Melanie

Please back-date  
to Oct. 21, 1999

RECEIVED  
99 OCT 22 PM 4:01  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

## ARTICLES OF MERGER

99 OCT 21 PM 4:20  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with section(s) 607.1105, 607.1201, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Longfellow Corporation 7747 E. 21st Street Tulsa, OK 74129	Oklahoma	Corporation
Florida Document/Registration Number: _____ FEI Number: 73-6095207		
2. _____	_____	_____
Florida Document/Registration Number: _____ FEI Number: _____		
3. _____	_____	_____
Florida Document/Registration Number: _____ FEI Number: _____		
4. _____	_____	_____
Florida Document/Registration Number: _____ FEI Number: _____		

*(Attach additional sheet(s) if necessary)*

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Vinoy Park Hotel Company 16400 Gulf Blvd., Suite 507 Reddingon Beach, FL 33738	Florida	Corporation
Florida Document/Registration Number: 014501		FBI Number: 59-0494960

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

*The Plan of Merger was adopted by the shareholders of the surviving corporation on Aug. 15, 1999.*

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

*The Plan of Merger was adopted by the shareholders of the merging corporation on Aug. 15, 1999.*

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

*Not applicable*

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

*Not applicable*

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions, ~~and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.~~

*KSK*

The date the Articles of Merger are filed with Florida Department of State

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
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President

  
President

7-017

## PLAN OF MERGER

Plan of Merger, dated August 15, 1999, by and between VINOY PARK HOTEL COMPANY, called the surviving corporation, and LONGFELLOW CORPORATION, called the absorbed corporation.

### Recitations

A. LONGFELLOW CORPORATION is a corporation organized and existing under the laws of the State of Oklahoma, with its principal office at 7747 E. 21<sup>st</sup> Street, Tulsa, Oklahoma.

B. LONGFELLOW CORPORATION has a capitalization of 20,000 authorized shares of common stock, having a par value of \$1.00 per share, of which 1,000 shares are issued and outstanding.

C. VINOY PARK HOTEL COMPANY is a corporation organized and existing under the laws of the State of Florida, with its principal office at 16400 Gulf Blvd., Suite 507, Reddington Beach, Florida.

D. VINOY PARK HOTEL COMPANY has a capitalization of 75 authorized shares of common stock, having no par value, of which 31.777 shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that LONGFELLOW CORPORATION be merged into VINOY PARK HOTEL COMPANY pursuant to the applicable provisions of the Oklahoma General Corporation Act and the Florida Business Corporation Act, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. *Merger.* LONGFELLOW CORPORATION shall merge with and into VINOY PARK HOTEL COMPANY, which shall be the surviving corporation.

Section Two. *Terms and conditions.* On the effective date of the merger, the separate existence of LONGFELLOW CORPORATION, the absorbed corporation, shall cease, and VINOY PARK HOTEL COMPANY, the surviving corporation, shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. *Cancellation and issuance of shares.* VINOY PARK HOTEL COMPANY, the surviving corporation, is a wholly owned subsidiary of LONGFELLOW CORPORATION, the

absorbed corporation. Upon the effective date of this merger, the outstanding capital stock of LONGFELLOW CORPORATION and VINOY PARK HOTEL COMPANY shall be canceled, and forty-five (45) shares of the common stock of VINOY PARK HOTEL CORPORATION shall be issued prorata to the owners of the outstanding shares of the capital stock of LONGFELLOW CORPORATION.

Section Four. *Changes in articles of incorporation.* The Articles of Incorporation of the surviving corporation, VINOY PARK HOTEL COMPANY, shall be amended and changed as follows:

- (a) To indicate the issuance of the additional shares of the common stock of the corporation, as necessary.
- (b) In all other respects, the Articles of Incorporation of the surviving corporation shall remain as before this merger.

Section Five. *Changes in bylaws.* The By-Laws of the surviving corporation, VINOY PARK HOTEL COMPANY, as of the effective date of the merger shall continue to be its By-Laws following the effective date of the merger.

Section Six. *Directors and officers.* The directors and officers of the surviving corporation, VINOY PARK HOTEL COMPANY, on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. *Prohibited transactions.* Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except to take all action necessary or appropriate under the laws of the State of Oklahoma and the State of Florida to consummate this merger.

Section Eight. *Approval by shareholders.* This Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Oklahoma and the State of Florida at meetings to be held at such time as to which the boards of directors of the constituent corporations may agree.

Section Nine. *Effective date of merger.* The effective date of this merger shall be the date when a Certificate of Merger is filed with the Secretary of State of Oklahoma and Articles of Merger are filed with the Secretary of State of Florida.

Section Ten. *Abandonment of merger.* This Plan of Merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date if the merger is not approved by the stockholders of either the surviving corporation or the absorbed corporation on or before October 31, 1999.



Section Eleven. *Execution of agreement.* This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective assistant secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

Attest:

By: 

Daniel B. Hales, Asst. Secretary

LONGFELLOW CORPORATION,  
an Oklahoma corporation

By:  [Seal]

C. Tucker Moore, President

Attest:

By: 

Daniel B. Hales, Asst. Secretary

VINOY PARK HOTEL COMPANY,  
a Florida corporation

By:  [Seal]

C. Tucker Moore, President

MERGER-PLAM.0899