

129006

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TALLAHASSEE, FLORIDA

Rogers, Towers, Et al - Mary Rose  
Requestor's Name

106 S. Monroe Street  
Address

Tallahassee, Florida 32301  
City/State/Zip Phone #

222-7200

Office Use Only

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

1. Jacksonville Kennel Club Inc.  
(Corporation Name) (Document #)

2. JKC merger sub, Inc. Merger  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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\*\*\*70.00 \*\*\*70.00

☒ Walk in

☒ Pick up time 12.1.99

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EFFECTIVE DATE

1/1/00

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| 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 checked="" 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               |

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Please return a  
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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

JKC MERGER SUB, INC., a Florida corporation P99000021205

INTO

**JACKSONVILLE KENNEL CLUB, INC.**, a Florida entity, 129006.

File date: December 1, 1999, effective January 1, 2000

Corporate Specialist: Susan Payne

EFFECTIVE DATE

1/1/00

ARTICLES OF MERGER  
OF  
JKC MERGER SUB, INC.,  
a Florida corporation,  
into and with  
JACKSONVILLE KENNEL CLUB, INC.  
a Florida corporation

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ARTICLES OF MERGER between JKC MERGER SUB, INC., a Florida corporation ("JKC-MS") and JACKSONVILLE KENNEL CLUB, INC., a Florida corporation. Pursuant to Section 607.1105, Florida Statutes, JKC-MS and JKC adopt the following Articles of Merger:

1. The Plan of Merger, dated March 3, 1999, between JKC-MS and JKC was approved and adopted by the shareholders of JKC-MS on March 4, 1999, and was approved and adopted by the shareholders of JKC on March 4, 1999.

2. Pursuant to the Plan of Merger, JKC-MS will be with and into JKC and JKC shall be the surviving corporation (the "Merger").

3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.

4. Pursuant to Section 607.1105(1)(b), Florida Statutes, the Merger shall effective January 1, 2000.

IN WITNESS WHEREOF, the parties have set their hands this 23<sup>rd</sup> day of November, 1999.

JKC MERGER SUB, INC.,  
a Florida corporation

By: Howard I. Korman  
Howard I. Korman, President

JACKSONVILLE KENNEL CLUB, INC.  
a Florida corporation

By: Howard I. Korman  
Howard I. Korman, President

## PLAN OF MERGER

Dated: March 3, 1999

MERGER of JKC MERGER SUB, INC., a Florida corporation ("JKC-MS" or "Disappearing Corporation"), with and into JACKSONVILLE KENNEL CLUB, INC., a Florida corporation ("JKC" or "Surviving Corporation") (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Florida Statutes Section 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

### **BACKGROUND**

JKC-MS is a wholly-owned subsidiary of JACKSONVILLE GREYHOUND RACING CIRCUIT, INC., a Florida corporation ("Greyhound"). JKC-MS has issued and outstanding one thousand (1,000) shares of common stock with par value of one cent (\$0.01) each. JKC has issued and outstanding Eighteen Thousand Four Hundred Forty-Seven (18,447) shares of common stock with par value of one dollar (\$1.00).

Under this Plan of Merger each share of stock of JKC-MS outstanding immediately prior to the merger becoming effective will be converted into a share of stock of JKC. The Eighteen Thousand Four Hundred Forty-Seven (18,447) shares of JKC common stock issued and outstanding immediately prior to the merger shall be converted into and exchanged for shares of the common stock of Greyhound. All of the assets of JKC-MS will by virtue of the merger become assets of the surviving corporation, JKC.

### **PLAN**

JKC-MS shall be merged into JKC with JKC constituting the surviving corporation and the terms and conditions of said merger shall be as follows:

1. **Articles of Incorporation.** The Articles of Incorporation of Surviving Corporation, as previously amended and in effect immediately before the effective date of the Merger (the "Effective Date") shall without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.
2. **Distribution to Shareholders of the Constituent Corporations.** Upon the Effective Date, each share of Disappearing Corporation's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for shares of Surviving Corporation in accordance with this Plan. Each share of Surviving Corporation's common stock that shall be issued and outstanding immediately prior to the Effective Date shall

without more be converted into and exchanged for shares of Greyhound common stock in accordance with this Plan.

3. **Satisfaction of Rights of Disappearing Corporation Shareholders.** All shares of Surviving Corporation's stock into which shares of Disappearing Corporation's stock shall have been converted and become exchangeable for under the Plan shall be deemed to be in full satisfaction of such converted shares.

4. **Satisfaction of Rights of Surviving Corporation Shareholders.** All shares of Greyhound common stock into which shares of Surviving Corporation's stock shall have been converted and become exchangeable for under the Plan shall be deemed to be in full satisfaction of such converted shares.

5. **Fractional Shares.** Fractional shares of Greyhound's common stock may be issued.

6. **Effect of Merger.** On the Effective Date, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

7. **Supplemental Action.** If at any time after the Effective Date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances, or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate offices of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

8. **Filing with the Florida Secretary of State and Effective Date.** Upon the Closing, as provided in the Merger Agreement of which this Plan is a part, Disappearing Corporation and Surviving Corporation shall cause their respective President (or Vice President) to execute Articles of Merger and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by the Surviving Corporation to the Florida Secretary of State. In accordance with Section 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be January 1, 2000.

9. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived as any time by one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

10. Termination. This Plan may be terminated at any time prior to the Effective Time:

a. by mutual written consent of the Constituent Corporations; or

b. by the affirmative vote to terminate the Agreement of the Board of Directors of either Constituent Corporation if there shall be a pending or threatened action or proceeding before any court or other governmental body which shall seek to restrain, prohibit or invalidate the transactions contemplated hereby, or, the occurrence of any other development which, in the reasonable judgment of such Constituent Corporation, makes it inadvisable to proceed with the Plan.

IN WITNESS WHEREOF, both JKC-MS and JKC have caused this Plan of Merger to be signed in their corporate names by their Presidents.

JKC MERGER SUB, INC.,  
a Florida corporation

By: Howard I. Korman  
Howard I. Korman, President

JACKSONVILLE KENNEL CLUB, INC.  
a Florida corporation

By: Howard I. Korman  
Howard I. Korman, President