

205908

Florida Department of State
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MERGER OR SHARE EXCHANGE

CONBOW CORPORATION

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merger

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ARTICLES OF MERGER
Merger Sheet

MERGING:

CROSSROADS BOWLING LANES, INC., a Florida corporation, 205908

INTO

CONBOW CORPORATION. a New York corporation not qualified in Florida

File date: July 12, 2000

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 30, 2000

CROSSROADS BOWLING LANES, INC.
10400 FLA AVE
TAMPA, FL 33612

SUBJECT: CROSSROADS BOWLING LANES, INC.
REF: 205908

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

In order to file your document, the subject entity must first be reinstated.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1999 corporate annual report/uniform business report form. To reinstate, the corporation must submit a completed reinstatement application/annual report/uniform business report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$600.00 reinstatement fee, \$61.25 filing fee per year for the years 1999 through the current year, \$88.75 corporate supplemental fee for 1992 and every year thereafter.

Therefore, the total amount due to reinstate the corporation is \$900.00. Add an additional \$8.75 for each certificate of status requested.

The total amount due includes the 2000 Annual Report/Uniform Business Report and Supplemental Fee.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: HD0000034888
Letter Number: 400A00037025

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF MERGER
OF
CROSSROADS BOWLING LANES, INC.
INTO
CONBOW CORPORATION

Under Section 607.1104 of the
Florida Business Corporation Act

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned do hereby certify:

1. CONBOW CORPORATION ("Conbow") is a corporation organized under the laws of the State of New York owning all of the shares of CROSSROADS BOWLING LANES, INC. ("Crossroads"), a corporation organized under the law of the State of Florida.
2. The name of the corporation to be merged is CROSSROADS BOWLING LANES, INC. ("Crossroads"). The name of the surviving corporation is CONBOW CORPORATION, a New York corporation ("Conbow").
3. The Agreement and Plan of Merger was adopted by the board of directors of Conbow, on June 29, 2000 and shareholder approval was not required.
4. The effective date of the merger is the date of filing of these Articles of Merger with the Florida Secretary of State.

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IN WITNESS WHEREOF, the undersigned hereby sign these Articles and affirm the statements made herein as true under the penalties of perjury this 29th day of June, 2000.

CROSSROADS BOWLING LANES, INC.

By Terrence L. Dobbins
Terrence L. Dobbins, President

By Edward Wodjeski
Edward Wodjeski, Assistant Secretary

CONBOW CORPORATION

By Terrence L. Dobbins
Terrence L. Dobbins, President

By Edward Wodjeski
Edward Wodjeski, Assistant Secretary

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AGREEMENT
AND
PLAN OF MERGER
OF
BEVERLY LANES, INC.
CEEGOOD CORP.
CONBOW'S AIRPORT LANES, INC.
CONBOW'S LANCASTER LANES, INC.
CONBOW'S SOUTHSIDE LANES, INC.
CONBOW'S MIL-SHER LANES, INC.
CONSOLIDATED BOWLING CORPORATION
CROSSROADS BOWLING LANES, INC.
GREENBANK CORPORATION
HOLIDAY BOWLING CORP. OF MAINE, INC.
HOLIDAY LANES SOMERSET, INC.
HOLIDAY REALTY CO., INC.
LOCKPORT PROPERTIES, INC.
MONACO LANES, INC.
NIAGARA FALLS RACQUETBALL ASSOCIATES INC.
PRICE BOWLING LANES, INC.
PORTER PROPERTIES, INC.
ROSE BOWL LANES, INC.
ROSE BOWL LANES OF W.N.Y., INC.
SUBURBAN LANES INC.
THRUWAY LANES, INC.
TOWN & COUNTRY LANES, INC.
INTO
CONBOW CORPORATION

The following Plan of Merger has been adopted by the Board of Directors of Conbow Corporation, pursuant to Section 905 of the New York Business Corporation Law, Section 906 of the Maine Business Corporation Act, Section 7-111-107 of the Colorado Business Corporation Act, Section 82 of the Massachusetts Business Corporation Law, Section 607.1104 of the Florida Business Corporation Act and Section 450.1711 of the Michigan Business Corporation Act.

1. The name of the each corporation to be merged are: Beverly Lanes, Inc., a New York corporation ("Beverly"), Ceegood Corp., a New York corporation ("Ceegood"), Conbow's Airport Lanes, Inc., a New York corporation ("Airport"), Conbow's Lancaster Lanes, Inc., a New

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York corporation ("Lancaster"), Conbow's Southside Lanes, Inc., a New York corporation ("Southside") Conbow's Mil-Sher Lanes, Inc., a New York corporation ("Mil-Sher"), Consolidated Bowling Corporation ("Consolidated"), a New York corporation ("Consolidated"), Crossroads Bowling Lanes, Inc., a Florida corporation ("Crossroads"), Greenbank Corporation, a Delaware corporation ("Greenbank"), Holiday Bowling Corp. of Maine, Inc., a Maine corporation ("Holiday Bowling"), Holiday Lanes Somerset, Inc., a Massachusetts corporation ("Somerset"), Holiday Realty Co., Inc., a Michigan corporation ("Holiday Realty"), Lockport Properties, Inc., a New York corporation ("Lockport"), Monaco Lanes, Inc., a Colorado corporation ("Monaco"), Niagara Falls Racquetball Associates Inc., a New York corporation ("Racquetball"), Price Bowling Lanes, Inc., a Delaware corporation ("Price"), Porter Properties, Inc., a New York corporation ("Porter"), Rose Bowl Lanes, Inc., a Michigan corporation ("Rose Bowl Inc."), Rose Bowl Lanes of W.N.Y., Inc., a New York corporation ("Rose Bowl WNY"), Suburban Lanes, Inc. a New York corporation ("Suburban"), Thruway Lanes, Inc., a New York corporation ("Thruway") and Town & Country Lanes, Inc., a Michigan corporation ("Town & Country") (individually a "Constituent Corporation" and collectively the "Constituent Corporations"). The name of the surviving corporation is Conbow Corporation, a New York corporation ("Conbow").

2. a. The designation and number of outstanding shares of each class of Beverly are 200 voting common shares without par value per share, all of which are owned by Conbow. The number of shares aforementioned is not subject to change prior to the effective date of the merger.
- b. The designation and number of outstanding shares of each class of Ceegood are 200 voting common shares without par value per share, all of which are owned by Conbow. The number of shares aforementioned is not subject to change prior to the effective date of the merger.
- c. The designation and number of outstanding shares of each class of shares of Airport are 200 voting common shares without par value per share, all of which are owned by Conbow. The number of shares aforementioned is not subject to change prior to the effective date of the merger.
- d. The designation and number of outstanding shares of each class of shares of Lancaster are 200 voting common shares without par value per share, all of which are owned by Conbow. The number of shares aforementioned is not subject to change prior to the effective date of the merger.
- e. The designation and number of outstanding shares of each class of shares of Southside are 200 voting common shares without par value per share, all of which are owned by Conbow. The number of shares aforementioned is not subject to change prior to the effective date of the merger.

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- f. The designation and number of outstanding shares of each class of shares of Mil-Sher are 200 voting common shares without par value per share all of which are owned by Conbow. The number of shares aforementioned is not subject to change prior to the effective date of the merger.
- g. The designation and number of outstanding shares of each class of shares of Consolidated are 100 voting common shares, \$.10 par value per share all of which are owned by Conbow. The number of shares aforementioned is not subject to change prior to the effective date of the merger.
- h. The designation and number of outstanding shares of each class of shares of Crossroads are 200 voting common shares without par value per share, all of which are owned by Conbow. The number of shares aforementioned is not subject to change prior to the effective date of the merger.
- i. The designation and number of outstanding shares of each class of shares of Greenbank are 100 voting common shares without par value per share, all of which are owned by Conbow. The number of shares aforementioned is not subject to change prior to the effective date of the merger.
- j. The designation and number of outstanding shares of each class of shares of Holiday Bowling are 100 voting common shares without par value per share, all of which are owned by Conbow. The number of shares aforementioned is not subject to change prior to the effective date of the merger.
- k. The designation and number of outstanding shares of each class of shares of Somerset are 30,000 voting common shares, \$1.00 par value per share, all of which are owned by Conbow. The number of shares aforementioned is not subject to change prior to the effective date of the merger.
- l. The designation and number of outstanding shares of each class of shares of Holiday Realty are 500 voting common shares without par value per share, all of which are owned by Conbow. The number of shares aforementioned is not subject to change prior to the effective date of the merger.
- m. The designation and number of outstanding shares of each class of shares of Lockport are 400 voting common shares, \$100.00 par value per share, all of which are owned by Conbow. The number of shares aforementioned is not subject to change prior to the effective date of the merger.

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- n. The designation and number of outstanding shares of each class of shares of Monaco are 50,000 voting common shares without par value per share, all of which are owned by Conbow. The number of shares aforementioned is not subject to change prior to the effective date of the merger.
- o. The designation and number of outstanding shares of each class of shares of Racquetball are 1,000 voting common shares without par value per share, all of which are owned by Conbow. The number of shares aforementioned is not subject to change prior to the effective date of the merger.
- p. The designation and number of outstanding shares of Price are 100 voting common shares without par value per share, all of which are owned by Conbow. The number of shares aforementioned is not subject to change prior to the effective date of the merger.
- q. The designation and number of outstanding shares of each class of shares of Porter are 100 voting common shares without par value per share, all of which are owned by Conbow. The number of shares aforementioned is not subject to change prior to the effective date of the merger.
- r. The designation and number of outstanding shares of each class of shares of Rose Bowl Inc. are 5,000 voting common shares, \$10.00 par value per share, all of which are owned by Conbow. The number of shares aforementioned is not subject to change prior to the effective date of the merger.
- s. The designation and number of outstanding shares of each class of shares of Rose Bowl WNY are 100 voting common shares without par value per share, all of which are owned by Conbow. The number of shares aforementioned is not subject to change prior to the effective date of the merger.
- t. The designation and number of outstanding shares of each class of shares of Suburban are 95 voting common shares without par value per share, all of which are owned by Conbow. The number of shares aforementioned is not subject to change prior to the effective date of the merger.
- u. The designation and number of outstanding shares of each class of shares of Thruway are 100 voting common shares without par value per share, all of which are owned by Conbow. The number of shares aforementioned is not subject to change prior to the effective date of the merger.

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v. The designation and number of outstanding shares of each class of shares of Town & Country are 100 voting common shares, \$10.00 par value per share, all of which are owned by Conbow. The number of shares aforementioned is not subject to change prior to the effective date of the merger.

3. The terms and conditions of the proposed merger are as follows:

- (a) The merger of Beverly, Ceegood, Airport, Lancaster, Southside, Mil-Sher, Consolidated, Lockport, Racquetball, Porter, Rose Bowl WNY, Suburban and Thruway shall be effective as of the date of the filing of the Certificate of Merger with the New York Department of State.
- (b) The merger of Greenbank and Price shall be effective as of the date of the filing of the Certificate of Merger with the New York Department of State and the Certificate of Merger with the Delaware Secretary of State.
- (c) The merger of Crossroads shall be effective as of the date of the filing of the Certificate of Merger with the New York Department of State and the Articles of Merger with the Florida Secretary of State.
- (d) The merger of Holiday Bowling shall be effective as of the date of the filing of the Certificate of Merger with the New York Department of State and the Articles of Merger with the Maine Secretary of State.
- (e) The merger of Somerset shall be effective as of the date of the filing of the Certificate of Merger with the New York Department of State and the Articles of Merger with the Massachusetts Secretary of the Commonwealth.
- (f) The merger of Holiday Realty, Rose Bowl Inc. and Town & Country shall be effective as of the date of the filing of the Certificate of Merger with the New York Department of State and the Certificate of Merger with the Michigan Secretary of State.
- (g) The merger of Monaco shall be effective as of the date of the filing of the certificate of merger with the New York Department of State and the Articles of Merger with the Colorado Secretary of State.
- (h) Upon the merger becoming effective, all outstanding common shares of the Constituent Corporations shall be cancelled, and all of the presently outstanding and issued shares of Conbow shall remain unchanged.

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- (i) The effect of the merger shall be the effect prescribed in Section 906 of the Business Corporation Law of the State of New York, Section 906-5 of the Maine Business Corporation Act (where the foreign corporation is the surviving corporation), Section 7-111-106 of the Colorado Business Corporation Act, Section 80 of the Massachusetts Business Corporation Law, Section 667.1106 of the Florida Business Corporation Act and Section 450.1724 of the Michigan Business Corporation Act.
- (j) The by-laws of Conbow, the surviving corporation, as they exist on the effective date of the merger, shall continue in full force and effect until the same shall be altered, amended or repealed as therein provided.
- (k) From and after the effective date of the merger, the Board of Directors of Conbow, the surviving corporation, shall continue in office until their successors are elected and qualified or until their earlier death, resignation or removal. If at or after the effective date of the merger, a vacancy shall exist in the Board of Directors of Conbow, the surviving corporation, such vacancy may thereafter be filled in the manner provided by law and the by-laws of Conbow, the surviving corporation.
- (l) From and after the effective date of the merger, the officers of Conbow, the surviving corporation, shall continue in office in the same capacity or capacities, until their successors are elected and qualified or until their earlier death, resignation or removal.

Dated: As of June 29, 2000

CONBOW CORPORATION

By: _____
Edward Wodjeski
Vice President

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