

350751

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000041474010

Merger

10/15/04--01003--008 **70.00

RECEIVED
04 OCT 15 PM 12:10
DIVISION OF CORPORATIONS

FILED
04 OCT 15 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

BHR Merger Corp

Attn:
Ann H

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- ☒ _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- ☒ _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

EFFECTIVE DATE
10/16/04

**ARTICLES OF MERGER
OF
BHR MERGER CORP.
AND**

FILED
04 OCT 15 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BESSENT, HAMMACK & RUCKMAN, INC.

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging BHR Merger Corp. ("Merger Corp.") with and into Bessent, Hammack & Ruckman, Inc. ("Bessent") as approved and adopted by written consent of the sole shareholder of Merger Corp. entitled to vote thereon given on October 15, 2004, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by a vote of the shareholders of Bessent entitled to vote thereon at a special meeting of shareholders held on October 15, 2004, in accordance with the provisions of Section 607.0702 of the Florida Business Corporation Act.

2. Bessent will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

3. The merger herein provided for shall be effective at 12:01 a.m. on October 16, 2004.

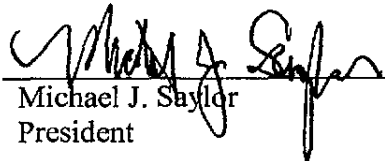
4. These Articles of Merger may be executed in counterparts, each of which shall be an original, and all such counterparts shall constitute one and the same Articles of Merger, binding on all parties notwithstanding that all the parties are not signatories to the same counterpart.

[SIGNATURE PAGE FOLLOWS]

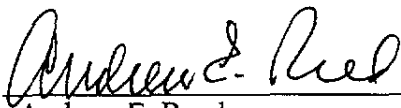
IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of the date set forth below.

Date: October 15, 2004

BESSENT, HAMMACK & RUCKMAN, INC.

By: 
Name: Michael J. Saylor
Title: President

BHR MERGER CORP.

By: 
Name: Andrew E. Reed
Title: Executive Vice President

PLAN OF MERGER

PLAN OF MERGER adopted for Bessent, Hammack & Ruckman, Inc., a business corporation organized under the laws of the State of Florida ("Bessent"), by resolution of its Board of Directors on October 15, 2004, and adopted for BHR Merger Corp., a business corporation organized under the laws of the State of Florida ("Merger Corp."), by resolution of its Board of Directors on October 15, 2004. The corporations planning to merge are Bessent and Merger Corp. The name of the surviving corporation into which Merger Corp. plans to merge is Bessent, Hammack & Ruckman, Inc.

1. Bessent and Merger Corp. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Bessent, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Merger Corp., which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation shall be amended and restated as set forth in the Amended and Restated Articles of Incorporation annexed hereto as Exhibit A.

3. The present bylaws of Merger Corp. at the effective time and date of the merger shall be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of Merger Corp. at the effective time and date of the merger shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued and outstanding shares of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, cease to be outstanding and shall be converted into one share of common stock of the surviving corporation. Each issued and outstanding share of the surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into and exchanged for the right to receive a cash payment pursuant to the terms and conditions of that certain Agreement and Plan of Merger entered into by the parties dated October 15, 2004.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

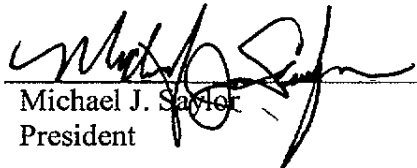
7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed as of the date set forth below.

Date: October 15, 2004

BESSENT, HAMMACK & RUCKMAN, INC.

By: 
Name: Michael J. Saylor
Title: President

BHR MERGER CORP.

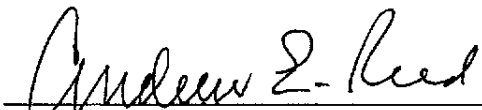
By: 
Name: Andrew E. Reed
Title: Executive Vice President

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BESSENT, HAMMACK & RUCKMAN, INC.

The undersigned hereby certifies that the following Amended and Restated Articles of Incorporation of Bessent, Hammack & Ruckman, Inc., a Florida corporation ("the Corporation"), are adopted by the Corporation in accordance with the Plan of Merger of the Corporation and BHR Merger Corp., a Florida corporation, with the Corporation surviving the Merger, effective upon the filing of the Articles of Merger.

ARTICLE I
NAME

The name of the Corporation is: Bessent, Hammack & Ruckman, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207.

ARTICLE III
PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

ARTICLE IV
SHARES

The total number of shares which the Corporation shall have authority to issue is 1,000. All such shares are to be Common Stock, par value of \$.01 each per share, and are to be of one class.

ARTICLE V
DIRECTOR

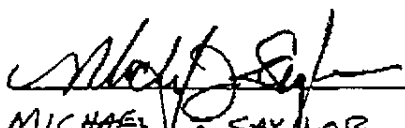
The name and mailing address of the person who is to serve as the director of the Corporation until the annual meeting of shareholders of the Corporation, or until his successor is

The governing body of this Corporation shall be a Board of Directors. The number of Directors may, from time to time, be increased or decreased in such manner as shall be provided in the Bylaws of this Corporation.

ARTICLE VI REGISTERED AGENT

The Florida address of the registered office of the corporation is 50 N. Laura Street, Suite 2900, Jacksonville, Florida 32202. The name of the registered agent at such address is Milam Howard Nicandri Dees & Gillam, P.A.

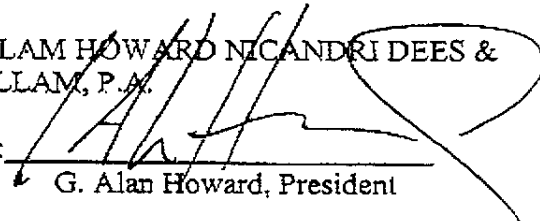
BESSENT, HAMMACK & RUCKMAN, INC.

By: 
Name: MICHAEL J. SAYLOR
Title: VICE-PRESIDENT

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent and to receive service of process for the above stated Corporation at the place designated in these provisions, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Date: October 15, 2004

MILAM HOWARD NICANDRI DEES &
GILLAM, P.A.
By: 
G. Alan Howard, President