

380451

Requester's Name

BURNHAM'S STRIDE RITE
DESOTO SQUARE MALL #849
303 US 301 BOULEVARD W.
BRADENTON, FL 34205

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Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 27 PM 5:44

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

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

EFFECTIVE DATE
1-1-2000

Merger

Examiner's Initials *LFT*

1-11-2000

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

J B SHOE CORPORATION, a Florida corporation (Document #F77379)

INTO

BURNHAM'S SHOES, INC., a Florida entity, 380451.

File date: December 27, 1999 , effective January 1, 2000

Corporate Specialist: Louise Flemming-Jackson

EFFECTIVE DATE

1-1-2000

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

Burnham's Shoes, Inc.

Florida

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Second: The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

J.B Shoe Corporation

Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 01 / 01 / 2000 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 16, 1999.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 16, 1999.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Burnham's Shoes, Inc.

James B. Burnham, Jr., President

J B Shoe Corporation

James B. Burnham, Jr., President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Burnham's Shoes, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>J B Shoe Corporation</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows:

See attached Exhibit "A"

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached Exhibit "A"

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A

Exhibit "A"

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") is adopted this 16th day of December, 1999, between and among BURNHAM'S SHOES, INC., a Florida corporation (hereinafter referred to alternatively as "BURNHAM'S SHOES" or the "Surviving Corporation"), and J B SHOE CORPORATION, a Florida corporation (hereinafter referred to as "J B SHOE").

BACKGROUND

BURNHAM'S SHOES and J B SHOE are engaged in the retail shoe business in West Central Florida. To achieve administrative and operating economies, and to eliminate duplicative overhead expenses, the constituent corporations desire to merge on the terms hereinafter set forth.

NOW, THEREFORE, in consideration of the foregoing premises, the constituent corporations hereby agree to merge J B SHOE into BURNHAM'S SHOES on the terms and conditions of the following Plan of Merger (the "Plan"), pursuant to and in accordance with Section 607.1101 of the Florida Statutes (1999) and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code"):

SECTION 1. THE MERGER

- 1.1 Effect of Merger. On the Effective Date (as defined in Section 3.1), J B SHOE shall be merged with and into BURNHAM'S SHOES, pursuant to and in accordance with Section 607.1101 of the Florida Statutes (1999) and Section 368(a)(1)(A) of the Code. The separate existence of J B SHOE shall thereupon cease, and BURNHAM'S SHOES, as the Surviving Corporation, shall be fully vested in the rights, privileges, immunities, powers and franchises of J B SHOE, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Florida Statutes (1999).
- 1.2 Further Assurances. From time to time as and when requested by BURNHAM'S SHOES or its successors or assigns, the officers and directors of J B SHOE last in office shall execute and deliver such deeds and other instruments and shall take or cause to be taken such other actions as shall be necessary to vest or perfect in or to confirm of record or otherwise BURNHAM'S SHOES' title to, and possession of, all

- the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of J.B. SHOE, and otherwise to carry out the purpose of this Agreement.
- 1.3 Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of BURNHAM'S SHOES, as amended and in effect immediately prior to the Effective Date, shall without any amendments, be the Articles of Incorporation and Bylaws of the Surviving Corporation until further amended as provided by law.
- 1.4 Officers and Directors. The officers and directors of BURNHAM'S SHOES in office on the Effective Date shall remain the officers and directors of the Surviving Corporation for their remaining term and until their successors are duly appointed and qualify.

SECTION 2. CONVERSION AND EXCHANGE OF SHARES

- 2.1 BURNHAM'S SHOES. Each share of BURNHAM'S SHOES capital stock issued and outstanding prior to the Effective Date and all rights in respect thereof shall be unaffected by the merger and shall, upon the Effective Date, remain issued and outstanding, fully paid and non-assessable.
- 2.2 J.B. SHOE.
- (a) Each share of J.B. SHOE capital stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any further action on the part of the holder thereof, be converted by the merger into the right to receive .33 shares of capital stock of the Surviving Corporation.
 - (b) After the Effective Date, no share of capital stock of J.B. SHOE shall be deemed to be issued or outstanding or to have any rights other than those set forth above in this Section 2.2.
- 2.3 Surrender of Certificates. On or after the Effective Date, the holders of outstanding capital stock of J.B. SHOE may surrender to the Surviving Corporation the certificates evidencing their issued and outstanding capital stock of J.B. SHOE, and shall receive in exchange therefor the certificates evidencing the shares of capital stock of the Surviving Corporation to which they are entitled hereunder.

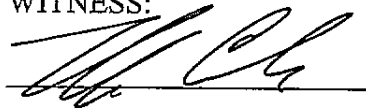
SECTION 3. GENERAL PROVISIONS

- 3.1 Effective Date. The merger of J.B. SHOE into BURNHAM'S SHOES shall become effective (the "Effective Date") at 12:01 a.m. on January 1, 2000.
- 3.2 Choice of Law. This Agreement shall be governed by, and construed and enforced in accordance with, the laws of Florida, excluding the laws of Florida relating to the resolution of conflicts among laws of different jurisdictions.
- 3.3 Termination. At any time before the Effective Date (whether before or after filing of the Articles of Merger), this Plan may be terminated and the merger abandoned

(subject to contractual rights, if any) by the Board of Directors of either constituent corporation, notwithstanding favorable action by the shareholders of the respective constituent corporations.

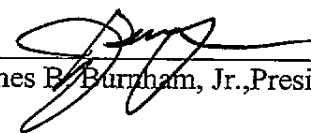
IN WITNESS WHEREOF, the corporate parties hereto have caused this Agreement and Plan of Merger to be signed by their duly authorized officers on the date first written above.

WITNESS:

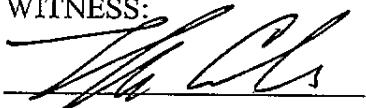


BURNHAM'S SHOES, INC.

By:

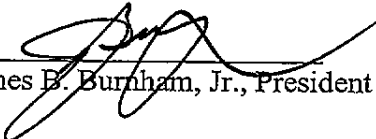

James B. Burnham, Jr., President

WITNESS:



J.B. SHOE CORPORATION

By:


James B. Burnham, Jr., President