

468796

ARTICLES OF MERGER
Merger Sheet

MERGING:

PARK NEWSPAPERS OF FLORIDA, INC., a Florida corporation, 468796

INTO

PARK NEWSPAPERS, INC., a Delaware corporation not qualified in Florida

File date: January 7, 1997

Corporate Specialist: Darlene Connell

Document Number Only

468796

FILED
97 JAN -7 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

0000002049529-18
01/07/97-01181-002
****35.00 ****35.00

0000002049529-18
01/07/97-01181-003
****192.50 ****192.50

Park Newspapers of Florida, Inc.

Merging into: Park Newspapers, Inc.

- () Profit
() NonProfit
() Limited Liability Co.
() Foreign

- () Amendment
() Dissolution/Withdrawal

- ☒ Merger
() Mark

- () Limited Partnership
() Reinstatement

- () Annual Report
() Reservation

- () Other
() Change of R.A.
() Fictitious Name Filing
() CUS

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Availability
Document Examiner
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Acknowledgment
W.P. Verifier

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1/7/97

Merger

1/8/97

DC

192.50

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DIVISION OF CORPORATIONS

ARTICLES OF MERGER
OF
PARK NEWSPAPERS OF FLORIDA, INC.
INTO
PARK NEWSPAPERS, INC.
PURSUANT TO
THE FLORIDA BUSINESS CORPORATION ACT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Merger:

- FIRST: Park Newspapers of Florida, Inc., a Florida corporation which was incorporated on the 30th day of January, 1975, (the "Subsidiary"), shall be merged with and into Park Newspapers, Inc., a Delaware corporation which was incorporated on the 28th day of February, 1977; Park Newspapers, Inc. will be the surviving corporation (the "Surviving Corporation") and will be governed by the laws of the State of Delaware.
- SECOND: This merger was approved in accordance with the laws of the State of Delaware and is in compliance therewith.
- THIRD: The Surviving Corporation owns all of the issued and outstanding shares of capital stock of the Subsidiary; therefore, the shareholders of neither the Surviving Corporation nor the shareholders of the Subsidiary are required to approve this merger.
- FOURTH: The board of directors of the Surviving Corporation approved the agreement and plan of merger on the 7th day of January, 1997.
- FIFTH: The effective date of the merger shall be the date on which these Articles of Merger are filed with the Department of State of the State of Florida.
- SIXTH: The Surviving Corporation appoints the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Subsidiary.

SEVENTH: The Surviving Corporation will promptly pay to the dissenting shareholders of the Subsidiary the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

EIGHTH: The Surviving Corporation, as owner of all the Subsidiary's issued and outstanding shares of capital stock, hereby waives the mailing of the plan of merger to the shareholders of the Subsidiary which is required by Section 607.1104 of the Florida Business Corporation Act.

NINTH: The agreement and plan of merger is attached hereto as Exhibit A.

TENTH: These Articles of Merger may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute a single agreement.

IN WITNESS WHEREOF, the Surviving Corporation has caused these Articles of Merger to be signed by J. Stewart Bryan III, its President, and George L. Mahoney, its Secretary, this 7th day of January, 1997.

PARK NEWSPAPERS, INC.

By: 

Name: J. Stewart Bryan III

Title: President

By: _____

Name: George L. Mahoney

Title: Secretary

EXHIBIT A

AGREEMENT AND PLAN OF MERGER
OF
PARK NEWSPAPERS OF FLORIDA, INC.
INTO
PARK NEWSPAPERS, INC.

AGREEMENT AND PLAN OF MERGER, dated as of January 7, 1997, by and between Park Newspapers, Inc., a Delaware corporation (the "Surviving Corporation") and Park Newspapers of Florida, Inc., a Florida corporation (the "Subsidiary"). Pursuant to section 253 of the Delaware General Corporation Law and Section 607.1104 of the Florida Business Corporation Act, the parties agree that the 'Subsidiary shall merge with and into the Surviving Corporation (the "Merger") according to the terms set forth below:

FIRST: The Surviving Corporation owns all of the issued and outstanding shares of the capital stock of the Subsidiary.

SECOND: The Merger shall be effective as of the date on which the Articles of Merger and the Certificate of Ownership and Merger are filed with each respective state (the "Effective Date"). Upon the Merger, the corporate existence of the Surviving Corporation, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and the corporate identity and existence of the Subsidiary, with all its purposes, powers and objects, shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence and corporate organization of the Subsidiary shall cease as of the Effective Date.

THIRD: There are one hundred (100) issued and outstanding shares of common stock of the Subsidiary, and all such stock is owned by the Surviving Corporation. There are four thousand one hundred fifty (4,150) issued and outstanding shares of common stock of the Surviving Corporation.

FOURTH: As of the Effective Date, the issued and outstanding shares of the capital stock of the Surviving Corporation and the Subsidiary shall become and be converted as follows: (A) the shares of the Surviving Corporation stock which are outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action by the holder thereof, be and become shares of the Surviving Corporation; and (B) the certificates representing the shares of the Subsidiary stock outstanding and presently owned by the Surviving Corporation shall be canceled. At and after the Effective Date, the Surviving Corporation shall possess all the rights, privileges, immunities, powers, and purposes, of each of the Surviving Corporation and the Subsidiary; all the property, real and personal, shall vest in the Surviving Corporation without further act or deed; and the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of the Surviving Corporation and the Subsidiary.

FIFTH: As of the Effective Date, the certificate of incorporation and the bylaws of the Surviving Corporation shall be in the form of the existing certificate of incorporation and bylaws of the Surviving Corporation.

SIXTH: This Agreement and Plan of Merger may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute a single agreement.

IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed on its behalf by its duly authorized officers, as of the day and year first written above.

PARK NEWSPAPERS, INC.

By: 

Name: J. Stewart Bryan III
Title: President

By: 

Name: George L. Mahoney
Title: Secretary

PARK NEWSPAPERS OF FLORIDA, INC.

By: 

Name: H. Graham Woodlief, Jr.
Title: President

By: 

Name: George L. Mahoney
Title: Secretary