

500364

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

RANEYS UNION TRUCK TERMINAL, INC., a Florida corporation (Charter  
#G35865)

INTO

**K.W. BAXLEY, INC.**, a Florida corporation, 500364.

File date: May 22, 1997

Corporate Specialist: Louise Flemming-Jackson

500364  
ROBERT A. STERMER

ATTORNEY AT LAW  
8585 S.W. HIGHWAY 200  
SUITE 9  
OCALA, FLORIDA 34481

TEL. (352) 861-0447

FAX (352) 861-0494

March 17, 1997

Secretary of State  
Divisions of Corporations  
Neil Kirkman Building  
Tallahassee, FL 32399

600002124096--9  
-03/25/97--01103--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Articles of Merger of Raney's Union Truck Terminal, Inc. into K. W. Baxley, Inc.

Dear Sir/Madam:

Attached please find Articles of Merger of Raney's Union Truck Terminal, Inc. into K. W. Baxley, Inc. along with my firm's check in the amount of \$35.00 for filing of the above

Should you have any questions regard the foregoing, please do not hesitate to contact me. I remain,

Very truly yours,



Robert A. Stermer

RAS:aj  
Enclosures

FILED  
97 MAY 22 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

LPS 5-23-97

# ROBERT A. STERMER

ATTORNEY AT LAW  
8585 S.W. HIGHWAY 200  
SUITE 9  
OCALA, FLORIDA 34481

TEL. (352) 861-0447

FAX (352) 861-0494

May 16, 1997

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
Attn: Velma Shepard

RE: Merger of K. W. Baxley, Inc. and Raney's


300002187543--7  
-05/22/97--01009--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Ms. Shepard:

Attached please find my check in the amount of \$35.00 representing the additional monies due for the above-mentioned.

Should you have any questions regarding the foregoing, please do not hesitate to contact my office. I remain,

Very truly yours,

  
Robert A. Stermer

RAS:aj  
Enclosures

RECEIVED  
97 MAY 22 AM 9:48  
DIVISION OF CORPORATIONS

FILED

97 MAY 22 PM 12: 14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
RANEY S UNION TRUCK TERMINAL, INC. INTO K. W. BAXLEY, INC.**

Pursuant to §607.1104 of the Florida General Corporation Act (the "Act"), K. W. Baxley, Inc., a Florida corporation, adopts the following articles of merger for the purpose of merging Raney s Union Truck Terminal, Inc., a Florida corporation and its wholly owned subsidiary, into K. W. Baxley, Inc., the latter of which is to survive the merger:

**ARTICLE I**

That certain Plan of Merger (the "Plan") dated February 23, 1997 attached as Exhibit "A" and made a part of this statement, was duly approved by resolution of the Board of Directors of K. W. Baxley, Inc. on March 4, 1997.

**ARTICLE II**

The effective date of the merger shall be the date of filing of these Articles of Merger.

**ARTICLE III**

Shareholder approval of these Articles of Merger was not required.

**ARTICLE IV**

The Plan of Merger was adopted by the Boards of both corporations on March 4, 1997.

**ARTICLE V**

The number of outstanding shares of Raney s Union Truck Terminal, Inc. and the number of those shares owned by K. W. Baxley, Inc. are as follows:

Number of Shares  
Outstanding

60

Number of Shares  
Owned by K. W. Baxley, Inc.

60

IN WITNESS WHEREOF, K. W. Baxley, Inc. has caused these Articles of Merger to be duly executed by its respective authorized officers.

ATTEST:

K. W. Baxley, Inc.

By: Jill A. Baxley, Sec

Secretary

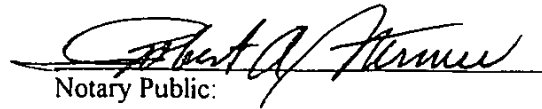
K. W. Baxley, Inc.

By: Jill A. Baxley, Pres

President

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 4th day of <sup>March</sup>~~February~~, 1997 by Joe A. Baxley as President and Secretary of K. W. Baxley, Inc., who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
Notary Public:



ROBERT A. STERMER  
MY COMMISSION # CC361608 EXPIRES  
April 5, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

**PLAN OF MERGER  
OF RANEY S UNION TRUCK TERMINAL, INC.  
INTO K. W. BAXLEY, INC.**

Plan of Merger dated February 28, 1997, between K. W. Baxley, Inc., hereinafter sometimes called the "Surviving Corporation," and its wholly owned subsidiary Raney s Union Truck Terminal, Inc., hereinafter sometimes called the "Absorbed Corporation".

**STIPULATIONS**

A. K. W. Baxley, Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal office at Ocala, Florida.

B. K. W. Baxley, Inc. has a capitalization of Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock, of which 6.8 shares are issued and outstanding.

C. Raney s Union Truck Terminal, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal office at Ocala, Florida.

D. Raney s Union Truck Terminal, Inc. has a capitalization of One Hundred (100) authorized shares of One-Tenth of One Dollar (\$0.10) par value common stock of which sixty (60) shares are issued and outstanding.

E. The Boards of Directors of the constituent corporations deem it desirable and in the best interest of the corporations and their stockholders that Raney s Union Truck Terminal, Inc. be merged into K. W. Baxley, Inc. pursuant to the provisions of Section 607.1101 et seq. Of the Florida General Corporation Act in order that the transaction qualify as a "Reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

Section One. **Merger**. Raney s Union Truck Terminal, Inc shall merge with and into K. W. Baxley, Inc. which shall be the Surviving Corporation.

Section Two. **Terms and Conditions**. On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

Section Three. **Conversion of Shares**. The manner and basis of converting the shares of the

Absorbed Corporation into shares, of the Surviving Corporation is as follows:

(a) Each share of the One-Tenth of One Dollar (\$0.10) par value common stock of Raney's Union Truck Terminal, Inc. issued and outstanding on the effective date of the merger shall be converted into one-tenth share of the One Dollar (\$1.00) par value common stock of K. W. Baxley, Inc., which shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding. Fractional shares of the Surviving Corporation may be issued to effectuate this transaction.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefor certificates for the number of shares of such stock to which such holder is entitled as provided above.

(c) Holders of certificates of common stock of the Absorbed Corporation shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the Surviving Corporation.

Section Four. Changes in Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, K. W. Baxley, Inc., shall continue to be its Articles of Incorporation following the effective date of the merger.

Section Five. Changes in Bylaws. The Bylaws of the Surviving Corporation, K. W. Baxley, Inc. shall continue to be its Bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the Surviving Corporation, on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and Surviving Corporation may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. Approval by Stockholders. Pursuant to Florida Statutes §607.1103, this plan of merger shall not be submitted for the approval of the stockholders of the constituent corporations.

Section Nine. Effective Date of Merger. The effective date of this merger shall be the date

when Articles of Merger are filed with the Florida Department of State.

Section Ten. **Abandonment of Merger**. This plan of merger may be abandoned by action of the Board of Directors of either the Surviving or the Absorbed Corporation at any time prior to the effective date if, in the judgment of the Board of Directors of either the surviving or the Absorbed Corporation, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. **Execution of Agreement**. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Section Twelve. **Dissenter's Rights**. Shareholders of Raney's Union Truck Terminal, Inc. who, except for the applicability of Florida Statutes §607.1104 would be entitled to vote and who dissent from the merger pursuant to Florida Statutes §607.1320, may be entitled, if they comply with the provisions of Chapter 607, Florida Statutes regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Section Thirteen. **Waiver of Mailing Right**. K. W. Baxley, Inc., the sole shareholders of Raney's Union Truck Terminal, Inc. hereby waives its right to be mailed a copy or summary of the Plan of Merger.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective Boards of Directors on the date first above written.

RANEY'S UNION TRUCK TERMINAL, INC.

By: Joel Baxley, Pres

Attest: Joel Baxley, Sec  
(Corporate Seal)

K. W. BAXLEY, INC.

By: Joel Baxley, Pres

Attest: Joel Baxley, Sec  
(Corporate Seal)