

502014

ARTICLES OF MERGER
Merger Sheet

MERGING:

J & R KERNS, INC., a Florida corporation (Charter #502014)

INTO

J & R KERN, INC., a Georgia corporation not qualified in Florida.

File date: May 5, 1997

Corporate Specialist: Louise Flemming-Jackson

LAW OFFICES
HULSEY, OLIVER & MAHAR, LLP

200 E. E. BUTLER PARKWAY

P.O. BOX 1457

GAINESVILLE, GEORGIA 30503

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JOSEPH D. COOLEY, III
THOMAS L. FITZGERALD
THOMAS D. CALKINS
B. CHAN CAUDELL
ABBOTT S. HAYES, JR.

April 30, 1997

E. D. KENYON
(1890-1981)

TELEPHONE
(770) 532-6512

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(770) 531-9250

Department of State Florida Division
Division of Corporations
409 E. Gaines Street
P. O. Box 6327
Tallahassee, FL 32399-0250

**Re: Articles of Merger of J&R Kern, Inc., Into and with
J&R Kern, Inc., of Georgia**

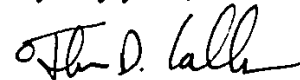
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*****70.00 *****70.00

Dear Sir/Madam:

Enclosed you will find an original Articles of Merger of J&R Kern, Inc., Florida Corporation into and with J&R Kern, Inc., Georgia Corporation. Also enclosed is a check in the amount of \$70.00 to cover the filing costs associated with these documents.

If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,



Thomas D. Calkins

TDC/jga/3666/d30454

Enclosures

FILED
97 MAY -5 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merged
JFT
5-15-97

ARTICLES OF MERGER OF J & R KERN, INC., A FLORIDA CORPORATION,
INTO AND WITH J & R KERN, INC., A GEORGIA CORPORATION

I.

The Agreement and Plan of Merger attached hereto as Exhibit "A" and incorporated by reference herein was duly approved by the Board of Directors of J & R Kern, Inc. ("Kern-FL") a Florida corporation, and the Board of Directors of J & R Kern, Inc. ("Kern-GA"), a Georgia corporation.

II.

The name of the surviving corporation is J & R Kern, Inc., a Georgia corporation.

III.

The Agreement and Plan of Merger was duly approved by the shareholders of Kern-GA and Kern-FL.

IV.

Pursuant to the Agreement and Plan of Merger, the merger of Kern-FL and Kern-GA shall be effective the 30th day of April, 1997.

V.

The attached Agreement and Plan of Merger was adopted by the shareholders and Board of Directors of Kern-FL and Kern GA on the 17th day of April, 1997.

Executed this 17th day of April, 1997.

J & R KERN, INC. (a Florida corporation)

By:

Ronald J. Kern
Ronald J. Kern, President

(CORPORATE SEAL)

Attest:

By:

Judith C. Kern
Judith C. Kern, Secretary

J & R KERN, INC. (a Georgia corporation)

By:

Ronald J. Kern
Ronald J. Kern, President

(CORPORATE SEAL)

Attest:

By:

Judith C. Kern
Judith C. Kern, Secretary

FILED
97 MAY -5 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER OF
J & R KERN, INC. (FLORIDA CORPORATION)
WITH AND INTO
J & R KERN, INC. (GEORGIA CORPORATION)

This Agreement and Plan of Merger (the "Agreement") is made and entered into this 17th day of April, 1997, by and between J & R Kern, Inc., a Florida corporation ("Kern-FL"), and J & R Kern, Inc., a Georgia Corporation ("Kern-GA"), both corporations being hereinafter sometimes collectively referred to as the "Constituent Corporations".

WITNESSETH

WHEREAS, J & R Kern, Inc. is a Corporation organized under the laws of the State of Florida with its principal offices now located at 340 Jesse Jewell Parkway, Gainesville, GA 30501;

WHEREAS, J & R Kern, Inc. has one hundred shares of common stock, fifteen dollars per share par value ("Kern-FL common stock") issued and outstanding, and zero shares are held in treasury;

WHEREAS, Kern-GA is a corporation organized under the laws of the State of Georgia with its principal offices located therein at 340 Jesse Jewell Parkway, Gainesville, GA 30501, County of Hall;

WHEREAS, Kern-GA has authorized 100,000 shares of \$1.00 par capital stock and has issued 0 shares to date;

WHEREAS, the laws of the State of Georgia and the State of Florida permit a merger of the Constituent Corporations;

WHEREAS, the Board of Directors of each of the Constituent Corporations have determined that it is advisable and for the benefit of each of the Constituent Corporations and their respective shareholders that Kern-FL be merged with and into Kern-GA on the terms and conditions hereinafter set forth, and by resolution have duly adopted the terms and conditions of this Agreement; and directed that the proposed merger be submitted to the shareholders of Kern-FL and Kern-GA and recommended to such shareholders approval of the terms and conditions hereinafter set forth;

NOW, THEREFORE, for and in consideration of the premises and mutual agreements, promises and covenants contained herein, it is agreed by and between the parties hereto, subject to the conditions hereinafter set forth and in accordance with the Georgia Business Corporation Code (the "Code"), that Kern-FL shall be and hereby is, at the Effective Date (as hereinafter defined), merged and into Kern-GA (Kern-GA subsequent to such merger being hereinafter sometimes referred to as the "Surviving Corporation"), with a

EXHIBIT A

corporate existence of the Surviving Corporation to be continued under the name "J & R Kern, Inc.", and the terms and conditions of the merger hereby agreed upon, the mode of carrying the same into effect, the manner of converting shares are and shall be as follows:

Section 1. Merger.

1.1. On the effective date, Kern-FL shall be merged with and into Kern-GA, and Kern-GA shall continue in existence and the merger shall in all respects have the effect provided for in Section 14-2-1106 of the Georgia Business Corporations Code.

1.2. Without limiting the foregoing, on and after the Effective Date, the separate existence of Kern-FL shall cease, and, in accordance with the terms of this Agreement, the title to all real estate and other property owned by each of the Constituent Corporations shall be vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all liabilities of each of the Constituent Corporations and any proceeding pending against any Constituent Corporation may be continued as if the merger did not occur or the Surviving Corporation may be substituted in its place.

1.3. Prior to and from and after the Effective Date, the Constituent Corporations shall take such actions as shall be necessary or appropriate in order to effectuate the merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other action are necessary, appropriate, or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of Kern-FL, the last acting officers of Kern-FL, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise carry out the purposes of this Agreement.

Section 2. Terms of Transaction.

2.1. Upon the Effective Date:

(a) Each share of Kern-FL common stock issued and outstanding immediately prior to the Effective Date (other than shares held by Kern-FL and other than dissenting shares, as defined in Section 2.3 hereof) shall, by virtue of the merger and without any action on the part of the holder thereof, thereupon be converted into 300 shares of Kern-GA Common Stock, subject to the provisions of Section 2.2 below, the shares of common stock of the Surviving Corporation required for such purposes being drawn from authorized but unissued shares of the Surviving Corporation.

(b) Each share of Kern-FL common stock held in the treasury of Kern-FL immediately prior to the Effective Date of the

merger shall by virtue of the merger and without any action on the part of the holder thereof, be cancelled and retired and cease to exist without any conversion thereof.

(c) Each share of Kern-GA common stock outstanding and owned of record by shareholder immediately prior to the Effective Date shall continue to represent one issued share of common stock of the Surviving Corporation.

2.2. After the Effective Date, each holder of an outstanding certificate or certificates which immediately prior thereto represented shares of Kern-FL common stock (other than holders of descending shares) will, upon surrender of such certificate or certificates, be entitled to a certificate or certificates representing the number of shares of Kern-GA Common Stock of the Surviving Corporation into which the aggregate number of shares of Kern-FL Common Stock previously represented by such certificate or certificates surrendered shall have been converted pursuant to Section 2.1 of this Agreement.

2.3. Notwithstanding any provision of this Agreement to the contrary, the shares of Kern-FL which are issued and outstanding immediately prior to the Effective Date and which are held by shareholders who have timely filed with Kern-FL a written objection to the merger ("Dissenting Shares") shall not be converted into or represent a right to receive an equal number of Shares of Kern-GA common stock, pursuant to Section 2.1 hereof, but the holder thereof shall be entitled only to such rights as are granted by applicable provisions of the Florida Business Corporations Code dealing with dissenting shareholder rights. Each holder of Dissenting Shares who becomes entitled to payment for such shares pursuant to the foregoing Article of the Code shall receive payment thereof from Kern-GA in accordance with the Code. If such holder shall have failed to perfect, or shall have effectively withdrawn or lost, his right to appraisal and payment for his shares under the foregoing Article of the Code, each such share shall be converted into and represent the right to receive one share of Kern-GA Common Stock, pursuant to Section 2.1 hereof, upon surrendering of the certificate representing such share to Kern-GA.

Section 3. Directors and Officers.

The persons who are directors and officers of Kern-GA immediately prior to the Effective Date shall continue as the directors and officers of the Surviving Corporation and shall continue to hold office as provided by the By-Laws of the Surviving Corporation.

Section 4. Articles of Incorporation and By-Laws.

4.1. From the Effective Date, the Articles of Incorporation of Kern-GA, as in effect of such date, shall be the Articles of Incorporation of the Surviving Corporation and shall continue in effect until the same shall be altered, amended, or repealed as

therein provided or as provided by law.

4.2. From and after the Effective Date, the By-Laws of Kern-GA, in effect at such date, shall be the By-Laws of the Surviving Corporation and shall continue in effect until the same shall be altered, amended, or repealed as therein provided or as provided by law.

Section 5. Shareholder Approval, Effectiveness of Merger.

This Agreement shall be submitted for approval to the Shareholders of Kern-FL and Kern-GA as provided by the applicable provisions of the Florida Business Corporations Code and the Georgia Business Corporations Code respectively. If this Agreement is duly authorized and adopted by the requisite vote or written consents of such shareholders and is not terminated and abandon pursuant to the provisions of Section 6 hereof, this Agreement shall be executed, and this Agreement, and Articles of Merger incorporating the terms of this Agreement shall be filed and recorded in accordance with the laws of the State of Georgia as soon as practicable after the last approval by such shareholders. The Board of Directors and the proper officers of the Constituent Corporations are authorized, empowered, and directed to do any all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or to put into effect any of the provisions of this Agreement or of the merger herein provided for. The merger shall become effective on the 30th day of April, 1997 (said date is herein referred to as the "Effective Date").

Section 6. Termination.

At any time prior to the filing of the Articles or Certificate of Merger by the Secretary of State of Georgia, the Board of Directors of Kern-FL or Kern-GA may terminate and abandon this Agreement, notwithstanding favorable action on the merger by the shareholders of either such corporation for earlier approval by the Board of Directors of such corporations.

Section 7. Miscellaneous.

7.1. This Agreement may be executed in counter parts, each of which when so executed shall be deemed to be an original and all of which together shall constitute one in the same agreement.

7.2. This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Georgia.

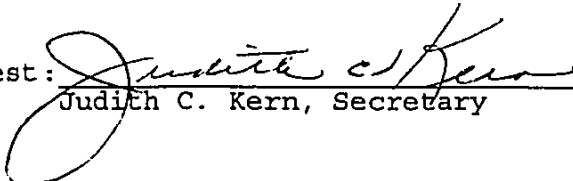
IN WITNESS WHEREOF, the Constituent Corporations have each caused this Agreement to be executed, their respective corporate seals to be affixed and the foregoing attested, all by the

respective duly authorized officers, as of the date hereinabove first written.

J & R Kern, Inc. (Kern-FL)

By: 
Ronald J. Kern, President

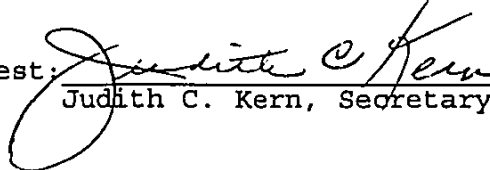
Corporate Seal

Attest: 
Judith C. Kern, Secretary

J & R Kern, Inc. (Kern-GA)

By: 
Ronald J. Kern, President

Corporate Seal

Attest: 
Judith C. Kern, Secretary