

FROM

Division of Corporations

(FRI) 6/22/01 11:46:51 AM 486233975.P 1

539339

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Stillmeadow Dressage, Inc., a Texas corporation

Certificate of Status	1
Certified Copy	0
Page Count	06

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ARTICLES OF MERGER
Merger Sheet

MERGING:

STILLMEADOW DRESSAGE, INC., a Florida corporation, document number
539339

INTO

STILLMEADOW DRESSAGE, INC.. a Texas entity not qualified in Florida

File date: June 22, 2001

Corporate Specialist: Karen Gibson

FROM

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ARTICLES OF MERGER

of

STILLMEADOW DRESSAGE, INC., a Florida corporation,
with and into
STILLMEADOW DRESSAGE, INC., a Texas corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 and 607.1107 of the Florida Business Corporation Act (the "FBCA"), the undersigned corporations have executed these Articles of Merger by which STILLMEADOW DRESSAGE, INC., a Florida corporation ("Stillmeadow Dressage"), shall be merged (the "Merger") with and into STILLMEADOW DRESSAGE, INC., a Texas corporation (the "Surviving Corporation"), in accordance with an Agreement and Plan of Merger (the "Agreement"), adopted pursuant to Section 607.1103 of the FBCA. The undersigned corporations hereby certify as follows:

1. Parties of Merger. The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State/Country of Incorporation</u>
Stillmeadow Dressage, Inc.	Florida
Stillmeadow Dressage, Inc.	Texas

Stillmeadow Dressage, Inc., a Texas corporation, is the Surviving Corporation.

2. Compliance with Texas Law. The laws of the State of Texas under which the Surviving Corporation is organized permit the merger herein contemplated and the Surviving Corporation is complying with those laws in effecting the merger.
3. Compliance with Florida Law. Stillmeadow Dressage and Stillmeadow Dressage, Inc., a Texas corporation, as the surviving corporation, are complying with the applicable provisions of FBCA Sections 607.1101 - 607.1104, and with FBCA Section 607.1105.
4. Convenants of Surviving Corporation. In accordance with FBCA Section 607.1107(2), the Surviving Corporation hereby appoints the Secretary of State, State of Florida, as its agent for service of process in a proceeding to enforce any obligation or the right of dissenting shareholders of Stillmeadow Dressage, and agrees that it shall pay to any dissenting shareholders of Stillmeadow Dressage the amount, if any, to which such dissenting shareholders may be entitled pursuant to FBCA Section 607.1302.

Vitauts M. Gulbis, Esq.
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5. Plan of Merger. The terms and conditions of the proposed merger and the manner and basis for converting the shares are set forth in the Plan of Merger attached hereto as Exhibit A
6. Board of Directors Approval. The Plan of Merger, dated as of May 10, 2001, by and among Stillmeadow Dressage, Inc. and the Surviving Corporation (the "Plan of Merger"), was approved and adopted, by the respective Boards of Directors of Stillmeadow Dressage on May 10, 2001 and by the Surviving Corporation on May 10, 2001
7. Shareholder Approval. The Agreement was approved and adopted by the stockholders of Stillmeadow Dressage on May 10, 2001. The Agreement was approved and adopted by the shareholders of the Surviving Corporation on May 10, 2001.
8. Effective Date. The effective date of the Merger herein contemplated shall be the date on which these Articles of Merger are filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of this 16th day of June, 2001.

STILLMEADOW DRESSAGE, INC., a
Texas corporation

By: 
Name: Larry W. Jones
Title: President

STILLMEADOW DRESSAGE, INC., a
Florida corporation

By: 
Name: Larry W. Jones
Title: President

Vitauts M. Gulbis, Esquire
Florida Bar #0731129
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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is adopted and approved this 10th day of May, 2001 by STILLMEADOW DRESSAGE, INC., Florida corporation (the "Merged Corporation"); and STILLMEADOW DRESSAGE, INC., a Texas corporation (the "Surviving Corporation"). The Merged Corporation and the Surviving Corporation are referred to collectively herein as the "Constituent Corporations".

BACKGROUND

The Shareholders and the Board of Directors of the Constituent Corporations have determined that it is in the best interests of the Constituent Corporations to merge in accordance with the provisions of Section 607.1107 of the Florida Business Corporation Act, and Article 5.01 of the Texas Business Corporation Act, all in accordance with the terms and conditions hereinafter set forth.

PLAN

Merger

The Merged Corporation shall merge with and into the Surviving Corporation, which corporation shall survive the merger. The effective date of the merger shall be the date on which the Articles of Merger are filed in the office of the Florida Secretary of State and upon issuance of the Certificate of Merger by the Texas Secretary of State.

Organizational Documents of Surviving Corporation

Upon the effective date of the merger provided for herein, the Articles of Incorporation and the Bylaws of STILLMEADOW DRESSAGE, INC., a Texas Corporation, shall become the Articles of Incorporation and the Bylaws of the Surviving Corporation, until altered, amended, or repealed.

Paul M. Gulbis, Esquire
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Directors and Officers

Upon the effective date of the merger provided for herein, the Board of Directors of the Surviving Corporation shall consist of the following persons:

Larry W. Jones
Lynne Y. Jones
Larry W. Jones, Jr.

Such persons shall serve until their respective successors are duly elected and qualified.

The persons who shall be the officers of the Surviving Corporation after the consummation of the transactions described herein shall consist of the following persons:

Larry W. Jones, President
Lynne Y. Jones, Secretary and Treasurer

Such persons shall serve until their respective successors are duly appointed and qualified.

Effect of Merger

Upon the effective date of the merger, the separate existence of the Merged Corporation shall cease, and the Merged Corporation shall be merged in accordance with the provisions of this Plan into the Surviving Corporation, which shall survive such merger, and shall continue in existence and shall, without other transfer, succeed to and possess all of the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations consistent with the Articles of Incorporation of the Surviving Corporation, and all property, real, personal and mixed, causes of action, and every other asset of each of the Constituent Corporations shall vest in the Surviving Corporation without further act or deed, and the Surviving Corporation shall assume and be liable for all of the liabilities, obligations and

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penalties of each of the Constituent Corporations. No liability or obligation against either of the Constituent Corporations due or to become due, claim or demand for any cause existing against either of the Constituent Corporations shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against either of the Constituent Corporations shall abate or be discontinued by such merger but may be enforced, prosecuted, settled, or compromised as if such merger had not occurred, or the Surviving Corporation may be substituted in such action in place of either of the Constituent Corporations. To the extent permitted by law, from time to time, as and when requested by the Surviving Corporation or by its successors and assigns, the Merged Corporation shall execute and deliver or cause to be executed and delivered all such deeds and instruments, and shall take or cause to be taken, such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to, and possession of, all property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for. The proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized, in the name of the Surviving Corporation or otherwise, to undertake or cause to be taken any and all such action.

Conversion of Capital Stock of Merged Corporation

Each of the shares of common stock issued and outstanding of the Surviving Corporation at and as of the Effective Time will remain issued and outstanding. Each of the shares of common stock of the Merged Corporation issued and outstanding as of the effective date hereof shall, by virtue of the merger and without any action on the part of the holder

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thereof, be converted to the right to receive an equal amount of shares of the \$1.00 par value common stock of the Surviving Corporation.

Accepted and agreed upon by the duly authorized officers of the parties hereto as of the date first written above.

STILLMEADOW DRESSAGE, INC.,
Merged Corporation

By: 
Name: Larry W. Jones
Title: President

STILLMEADOW DRESSAGE, INC.
Surviving Corporation

By: 
Name: Larry W. Jones
Title: President

Vitauts M. Gulbis, Esquire
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