

Division of Corporations

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**601830**

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS  
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**MERGER OR SHARE EXCHANGE  
FOWLER WHITE BOGGS P.A.**

Certificate of Status	0
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C. LEWIS

MAR 14 2014

EXAMINER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF  
BIR FWP SUB, PA  
WITH AND INTO  
FOWLER WHITE BOGGS, P.A.**

The following Articles of Merger are being submitted in accordance with the Florida Business Corporations Act, pursuant to section 607.1105, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging corporation (the "Merged Corporation") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
BIR FWP SUB, PA	Florida	Professional Service Corporation

Florida Document No.: P14000017116

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving corporation (the "Surviving Corporation") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Fowler White Boggs, P.A.	Florida	Professional Service Corporation

Florida Document No.: 601830

FEIN: 59-1280172

**THIRD:** The Plan of Merger is attached hereto as Exhibit A.

**FOURTH:** The merger shall become effective on the later of (i) 12:01 a.m. Eastern Standard Time on March 14, 2014 if these Articles of Merger are filed with the Florida Department of State on March 13, 2014 or (ii) the date the Articles of Merger are filed with the Florida Department of State if these Articles of Merger are filed after March 13, 2014 with the Florida Department of State.

**FIFTH:** The Plan of Merger was adopted by the shareholders of the surviving corporation on March 13, 2014.

**SIXTH:** The Plan of Merger was adopted by the shareholders of the Merged Corporation on March 1, 2014.

**SEVENTH:** This merger is permitted by all laws of the State of Florida and is not prohibited by the Articles of Incorporation or Bylaws of the Surviving Corporation or the Articles of Incorporation or Bylaws of the Merged Corporation.

[SIGNATURE PAGE NEXT]

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These Articles of Merger comply with and were executed in accordance with the laws of the State of Florida this 13th day of March, 2014.

**"SURVIVING CORPORATION":**

Fowler White Boggs, P.A.,  
a Florida professional service corporation

By: 

Name: Rhea Law

Title: Chief Executive Officer and Chairman

**"MERGED CORPORATION":**

BIR FWP SUB, PA,  
a Florida professional service corporation

By: 

Name: Jeremy G. Garvey

Title: Vice President

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**EXHIBIT A**

**PLAN OF MERGER**

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14 MAR 13 AM 8:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PLAN OF MERGER**  
**OF**  
**BIR FWP SUB, PA**  
**(a Florida professional corporation)**  
  
**with and into**  
  
**FOWLER WHITE BOGGS P.A.**  
**(a Florida professional corporation)**

1. Subject to the terms and conditions of that certain Agreement of Merger dated as of March 13, 2014 (the "Merger Agreement") among Fowler White Boggs P.A., a Florida professional corporation ("FWB"), BIR FWP Sub, PA, a Florida professional corporation ("Merger Sub") and Buchanan Ingersoll & Rooney PC, a Pennsylvania professional corporation and the parent of Merger Sub ("Parent"), Merger Sub shall, pursuant to the applicable provisions of the Florida Professional Service Corporation and Limited Liability Company Act (the "FPSCA") and the Florida Business Corporation Act (the "FBCA") (the FPSCA and FBCA collectively, the "Acts"), be merged with and into FWB (the "Merger"). FWB shall be the surviving corporation and become a wholly-owned subsidiary of Parent, sometimes hereinafter referred to as the "surviving corporation," from and after the time that the Merger becomes effective, which shall be the later of (i) 12:01 a.m. Eastern Standard Time on March 14, 2014 if these Articles of Merger are filed with the Florida Department of State on March 13, 2014 or (ii) the date the Articles of Merger are filed with the Florida Department of State if these Articles of Merger are filed after March 13, 2014 with the Florida Department (the "Effective Time"), and which surviving corporation shall continue to exist as said surviving corporation pursuant to the provisions of the Acts.

*The separate existence of Merger Sub, which is hereinafter sometimes referred to as the "terminating corporation," shall cease to exist at the said effective time in accordance with the provisions of said laws.*

2. The Articles of Incorporation of the surviving corporation are amended and restated in their entirety to read as set forth in Exhibit 1 hereto and shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Acts.

3. The Bylaws of Merger Sub in force and effect at the Effective Time shall be the Bylaws of the surviving corporation, and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Bylaws in accordance with the Acts.

4. The directors and officers of Merger Sub at the Effective Time shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until their respective successors are duly elected or appointed and qualified.

5. The manner of converting and exchanging the Common Stock, par value \$.10 per share of FWB (the "Company Shares") shall be as follows:

Each Company Share issued and outstanding immediately prior to the Effective Time (but excluding Company Shares held by the FWB's shareholders, if any, who shall give notice of intent to demand payment pursuant to Section 607.1321 of the FBCA in connection with this Plan of Merger, and who shall comply with the applicable provisions of Sections 607.1301 to 607.1333 of the FBCA concerning appraisal rights of shareholders) shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and exchanged for the right to receive cash in an amount of one cent (\$.01) per Company Share, payable pursuant to the terms of the Merger Agreement.

All shares of common stock of the terminating corporation issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted and exchanged for one hundred (100) newly issued shares of common stock, par value \$.10 per share, of the surviving corporation, which shares shall be duly and validly issued and fully paid and non-assessable.

Any Company Shares issued and held in the treasury of FWB immediately prior to the Effective Time shall be cancelled and retired and shall cease to exist without any consideration being provided therefor.

6. From and after the Effective Time, each holder of the Company Shares converted by virtue of the Merger shall in accordance with the Merger Agreement, be entitled forthwith to receive the consideration to which such holder is entitled pursuant to the terms of this Plan of Merger and the Merger Agreement.

7. From and after the Effective Time, the surviving corporation will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida, and that it will cause to be performed all necessary acts within the State of Florida and elsewhere to effectuate the Merger as herein provided.

8. On and after the Effective Time, the Board of Directors and the proper officers of the surviving corporation are hereby authorized, empowered, and directed to do any and 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 put into effect any of the provisions of this Plan of Merger or of the merger as herein provided.

9. The Board of Directors of each party to this Plan of Merger may amend this Plan at any time prior to the filing of the Articles of Merger in accordance with and subject to the restrictions of Section 607.1103(8).

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TALLAHASSEE, FLORIDA

Exhibit 1

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF FOWLER WHITE BOGGS P.A.**

Pursuant to the provisions of Sections 607.1001, 607.1003, and 607.1007 of the Florida Business Corporation Act (the "Act"), the undersigned corporation, Fowler White Boggs, P.A., approves and adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is Fowler White Boggs P.A.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is 501 E. Kennedy Boulevard Suite 1700, Tampa, Florida 33602.

**ARTICLE III  
PURPOSE**

The purpose for which the corporation is organized is the practice of law.

**ARTICLE IV  
SHARES**

The Corporation shall have the authority to issue 100 shares of common stock with a par value of \$0.10 per share.

**ARTICLE V  
EXISTENCE**

The corporation shall have perpetual existence.

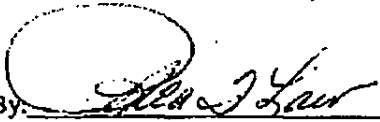
**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The name and street address of the current registered agent of the Corporation is Kendra Loar Gaugush, 501 E. Kennedy Blvd., Suite 1700, Tampa, Florida 33602.

[SIGNATURE PAGE NEXT]

**IN WITNESS WHEREOF**, a duly elected officer of the Corporation has signed these Amended and Restated Articles of Incorporation as of March 13, 2014.

**FOWLER WHITE BOGGS, P.A.**

By: 

Name: Rhea Law

Its: Chief Executive Officer and Chairman



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TALLAHASSEE, FLORIDA

**CERTIFICATE TO AMENDED AND RESTATED ARTICLES OF  
INCORPORATION OF FOWLER WHITE BOGGS, P.A.**

The undersigned, Rhea Law, Chief Executive Officer and Chairman of Fowler White Boggs, P.A. (the "Corporation"), does hereby certify as follows:

1. In accordance with Section 607.1003 of the Florida Business Corporation Act (the "Act"), the Board of Directors of the Corporation recommended, by resolution adopted at a special meeting of the board of directors on February 28, 2014, that the shareholders approve, and shareholders having approved at a special meeting of the shareholders on March 13, 2014, the number of votes cast by the shareholders being sufficient for such approval, in accordance with Sections 607.1003, 607.1006, and 607.1007 of the Act, the Corporation's Amended and Restated Articles of Incorporation attached hereto.
2. The undersigned officer of the Corporation has been duly authorized to submit these Amended and Restated Articles of Incorporation of the Corporation to the Department of State of the State of Florida for filing in accordance with Section 607.1007 of the Act.

**FOWLER WHITE BOGGS, P.A.**

By: 

Name: Rhea Law

Its: Chief Executive Officer and Chairman