

681965

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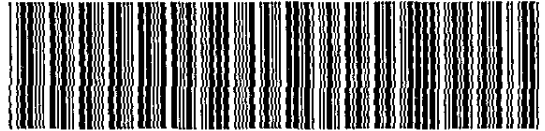
(Business Entity Name)

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*merger*

FILED  
05 NOV 21 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*ASR  
11/21/05*

RECEIVED  
05 NOV 21 PM 2:49  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 717510 167868A  
AUTHORIZATION : *Darlene Ward*  
COST LIMIT : \$ 70.00

ORDER DATE : November 21, 2005  
ORDER TIME : 2:23 PM  
ORDER NO. : 717510-005  
CUSTOMER NO: 167868A

ARTICLES OF MERGER

THE JOHNSON, LANE SPACE,  
SMITH CORPORATION

INTO

ABCA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF MERGER**

of

**THE JOHNSON, LANE, SPACE, SMITH CORPORATION**

(a Georgia Corporation and referred  
hereinafter as the "Merging Corporation")

into

**ABCA, INC.**

(a Florida Corporation and referred  
hereinafter as the "Surviving Corporation")

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging The Johnson, Lane, Space, Smith Corporation with and into ABCA, Inc.

2. The merger of The Johnson, Lane, Space, Smith Corporation with and into ABCA, Inc. is permitted by the laws of the jurisdiction of organization of The Johnson, Lane, Space, Smith Corporation and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of The Johnson, Lane, Space, Smith Corporation was November 2, 2005.

3. The shareholders of ABCA, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on November 2, 2005 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be upon filing.

FILED  
05 NOV 21 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Executed on November 2, 2005

Merging Corporation

**THE JOHNSON, LANE, SPACE, SMITH CORPORATION**

By: Aprille M. Mitchell

Name: Aprille M. Mitchell

Title: Assistant Vice President

Attest: Beverly W. Jackson

Name: Beverly W. Jackson

Its: Assistant Secretary

Surviving Corporation

**ABCA, INC.**

By: Aprille M. Mitchell

Name: Aprille M. Mitchell

Title: Assistant Vice President

Attest: Beverly W. Jackson

Name: Beverly W. Jackson

Its: Assistant Secretary

**PLAN OF MERGER**

of

**THE JOHNSON, LANE, SPACE, SMITH CORPORATION**

(a Georgia Corporation and referred  
hereinafter as the "Merging Corporation")

into

**ABCA, INC.**

(a Florida Corporation and referred  
hereinafter as the "Surviving Corporation")

PLAN OF MERGER adopted for The Johnson, Lane, Space, Smith Corporation, a business corporation organized under the laws of the State of Georgia, by resolution of its Board of Directors on November 2, 2005, and adopted for ABCA, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on November 2, 2005. The names of the corporations planning to merge are The Johnson, Lane, Space, Smith Corporation, a business corporation organized under the laws of the State of Georgia, and ABCA, Inc., a business corporation organized under the laws of the State of Florida. The name of the Surviving Corporation into which The Johnson, Lane, Space, Smith Corporation plans to merge is ABCA, Inc.

1. The Johnson, Lane, Space, Smith Corporation and ABCA, Inc., shall, pursuant to the provisions of the laws of the State of Georgia and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, ABCA, Inc., which shall be the Surviving Corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of The Johnson, Lane, Space, Smith Corporation, which is sometimes hereinafter referred to as the "Merging Corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the Surviving Corporation at the effective time and date of the merger shall be the Articles of Incorporation of said Surviving Corporation.

3. The present bylaws of the Surviving Corporation will be the bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the Surviving Corporation at the effective

time and date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

5. Each issued share of the Merging Corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be converted into shares of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the Merging Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the Merging Corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the Merging Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the Merging Corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the Merging Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Merging Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or 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 herein provided for.

Executed on November 2, 2005

Merging Corporation

**THE JOHNSON, LANE, SPACE, SMITH CORPORATION**

By: Aprille M. Mitchell

Name: Aprille M. Mitchell

Title: Assistant Vice President

Attest: Beverly W. Jackson

Name: Beverly W. Jackson

Its: Assistant Secretary

Surviving Corporation

**ABCA, INC.**

By: Aprille M. Mitchell

Name: Aprille M. Mitchell

Title: Assistant Vice President

Attest: Beverly W. Jackson

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