

719170

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

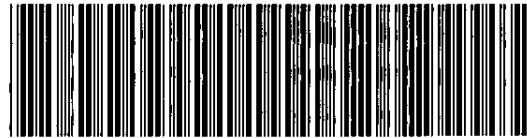
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300210665573

EFFECTIVE DATE
1/1/12

01/06/12--01023--004 **105.00

FILED
11 DEC 22 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Morgan
1/5



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 28, 2011

JOHN R. STROUT
WEBSTER CHAMBERLAIN AND BEAN, LLP
1747 PENNSYLVANIA AVE., NW, #1000
WASHINGTON, DC 20006

SUBJECT: FLORIDA SIGN ASSOCIATION, INC.
Ref. Number: 719170

We have received your document for FLORIDA SIGN ASSOCIATION, INC. and check(s) totaling \$105.00. However, your check(s) and document are being returned for the following:

Your check is being returned as it is not payable to this office. Please make your check payable to the Secretary of State and return it in order to complete your filing.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist Supervisor

Letter Number: 511A00028747

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Southern States Sign Council

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following: *VIA ENCLOSED FEDEX
PACK*

John R. Strout

(Contact Person)

Webster, Chamberlain, and Bean, LLP

(Firm/Company)

1747 Pennsylvania Ave., NW, Ste. 1000

(Address)

Washington, DC 20006

(City/State and Zip Code)

*FILE
12/22*

RECEIVED
11 DEC 22 AM 9:00
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

John R. Strout

(Name of Contact Person)

At (202) 785-9500

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Not for Profit Corporations)

EFFECTIVE DATE
11/11/12

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation: Southern States Sign Council, located in the Jurisdiction of South Carolina.

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Southeast Sign Association	North Carolina	
Florida Sign Association, Inc.	Florida	719170

FILED
11 DEC 22 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on January 1, 2012.

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION

There are no members or members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on September 13, 2011. The number of directors in office was 10. The vote for the plan was as follows: 10 FOR and 0 AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATIONS

The plan of merger was adopted by the members of the merging corporation, Southeast Sign Association on November 11, 2011. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 37 FOR and 0 AGAINST.

The plan of merger was adopted by the members of the merging corporation, Florida Sign Association on October 15, 2011. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 10 FOR and 0 AGAINST.

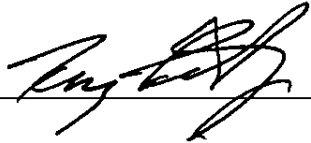
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer.

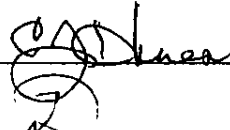
Typed or Printed
Name of Individual &
Title

Southern States Sign Council




RAY PETERS JR. - PRES

Southeast Sign Association



C. J. HINES PRES.

Florida Sign Association, Inc.



KENNETH GODDARD
PRESIDENT

PLAN OF MERGER

THIS AGREEMENT is entered into this 20th day of December, 2011, by and among Southern States Sign Council ("SSSC"), Southeast Sign Association ("SESA"), and Florida Sign Association, Inc. ("FSA").

Recitals

SESA and FSA have joined SSSC in order to strengthen and make more efficient each organization's ability to assist individuals in the sign manufacturing and vending industry.

SESA and FSA have decided to enter into an agreement to merge with SSSC into one corporation. Upon completion of the merger, SSSC, the surviving corporation, is to be known as Southern States Sign Association.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties agree as follows:

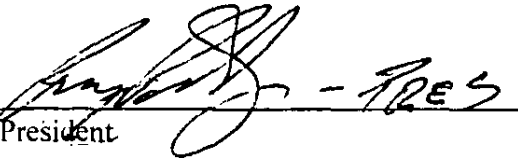
1. Names of Corporations Proposing to Merge. Southern States Sign Council, Southeast Sign Association, and Florida Sign Association, Inc. propose to merge into one corporation. SSSC does not have any voting members. Southeast Sign Association and Florida Sign Association, Inc. each have members with the right to vote on the merger of the organizations. SSSC, which is located in North Carolina, shall be the surviving corporation and it shall change its name to Southern States Sign Association.
2. Terms and Conditions of Merger. All assets of SESA and FSA will be transferred to SSSC and shall be managed and maintained by SSSC.
3. Membership Conditions. The merger has been approved by the boards and members of SESA and FSA and the Board of SSSC. The voting members of each organization will continue to be voting members and have such voting rights as set forth in the revised bylaws for SSSC.
4. Statement of Changes in the Articles of Incorporation. The surviving corporation, SSSC, shall continue to use its Articles of Incorporation subsequent to the merger. The articles shall be amended as approved by the directors and members of SESA and FSA, and the directors of SSSC, including the approval of the new name of the corporation as Southern States Sign Association.
5. Other provisions.
 - a. All Directors of SESA and FSA shall, at their option, serve as Directors on the Board of SSSC until the next annual meeting of SSSC.

b. omitted

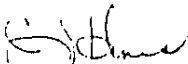
- c. The surviving corporation, SSSC, shall continue to use its bylaws subsequent to the merger. The bylaws shall be amended as approved by the directors and members of SESA and FSA and the directors of SSSC.
- d. Members from SESA and FSA shall be placed in the most similar membership category in the SSSC Bylaws as determined by the Board of Directors of SSSC.
- e. Members of SESA and FSA may retain membership in SSSC until the next membership renewal period, at which time the SESA and FSA members shall be required to pay the annual fee as required by SSSC's revised bylaws.

IN WITNESS WHEREOF, the parties to this Agreement have signed it as indicated below:


Southern States Sign Council

By:  - PRES
Its: President

Southeast Sign Association

By: 
Its: President

Florida Sign Association, Inc.

By: 
Its: President