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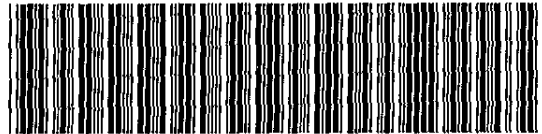
(Business Entity Name)

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merger

12/31/03--01049--010 **113.75

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
AOR
12/31/03
FILED
03 DEC 31 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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December 31, 2003

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Coppenbarger Realty, Inc. into SP Coppenbarger Investments, Inc.

Filing Evidence

☐ Plain/Confirmation Copy

☒ Certified Copy - 5 sets

Retrieval Request

☐ Photocopy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF MERGER
OF
COPPENBARGER REALTY, INC.
(a Florida corporation)

FILED
03 DEC 31 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITH AND INTO
SP COPPENBARGER INVESTMENTS, INC.,
(a Delaware corporation)

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, Coppenbarger Realty, Inc., a Florida corporation, (the "**Merging Corporation**") and SP Coppenbarger Investments, Inc., a Delaware corporation (the "**Surviving Corporation**") do hereby submit the following Articles of Merger.

1. Attached hereto as Exhibit A and made a part hereof is the Agreement and Plan of Merger (the "**Merger Agreement**") of the Merging Corporation and the Surviving Corporation.

2. The shareholders of the Merging Corporation entitled to vote on the aforesaid Merger Agreement approved and adopted the Merger Agreement by written consent given by them on December 29, 2003, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of the Merging Corporation with and into the Surviving Corporation is permitted by the laws of the jurisdiction of organization of the Surviving Corporation and has been authorized in compliance with said laws. The date of approval and adoption of the Merger Agreement by the stockholders of the Surviving Corporation was December 29, 2003.

4. The effective date and time of the merger herein provided for in the State of Florida shall be December 31, 2003 at 11:59:59 p.m. E.S.T.

[Signatures to follow]

Executed on December 29, 2003.

THE MERGING CORPORATION:

COPPENBARGER REALTY, INC.,
a Florida corporation

By: 

Name: Clay A. Halvorsen
Title: Assistant Secretary

THE SURVIVING CORPORATION:

SP COPPENBARGER INVESTMENTS, INC.,
a Delaware corporation

By: 

Name: Clay A. Halvorsen
Title: Assistant Secretary

Exhibit A

AGREEMENT AND PLAN OF MERGER

**AGREEMENT AND PLAN OF MERGER
OF**

**COPPENBARGER REALTY, INC.
(a Florida corporation)**

WITH AND INTO

**SP COPPENBARGER INVESTMENTS, INC.
(a Delaware corporation)**

AGREEMENT AND PLAN OF MERGER entered into on December 29, 2003, by Coppenbarger Realty, Inc., a Florida corporation, (the "**Merging Corporation**") and approved by resolutions adopted by the Board of Directors of the Merging Corporation on December 29, 2003, with and into SP Coppenbarger Investments, Inc., a Delaware corporation, (the "**Surviving Corporation**"), and approved by resolution adopted by the Board of Directors of the Surviving Corporation on December 29, 2003.

WHEREAS, the Merging Corporation is a business corporation of the State of Florida, with its principal office therein located at 7700 Square Lake Blvd., Jacksonville, FL 32256; and

WHEREAS, the total number of shares of stock, all of which are of one class of common stock, which the Merging Corporation has authority to issue is Seventy Five Thousand (75,000) authorized shares with a par value of \$.10, of which there are 30,000 issued shares; and

WHEREAS, the Surviving Corporation is a business corporation of the State of Delaware with its registered office therein located at 9 East Loockerman Street, Suite 1B, City of Dover, County of Kent, Delaware; and

WHEREAS the total number of shares of stock, all of which are of one class of common stock, which the Surviving Corporation has authority to issue is One Thousand (1,000) authorized shares with a par value of \$.01, of which there are 100 issued shares; and

WHEREAS the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

WHEREAS the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, the Merging Corporation and the Surviving Corporation, and the respective Boards of Directors thereof, declare it advisable and to the advantage, welfare, and best interests of said Merging Corporation and Surviving Corporation, and their respective shareholders,

to merge the Merging Corporation with and into the Surviving Corporation pursuant to the provisions of the Florida Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth:

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by the Merging Corporation and approved by a resolution adopted by the Board of Directors of the Merging Corporation, and being thereunto duly entered into by the Surviving Corporation, and approved by a resolution adopted by its Board of Directors, an Agreement and Plan of Merger, and the terms and conditions thereof, and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter set forth in this Agreement and Plan of Merger:

1. The Merging Corporation and the Surviving Corporation shall, pursuant to the provisions of the Florida Business Corporation Act and the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, the Surviving Corporation, from and after the effective time of the merger, and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of the Merging Corporation shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.

2. Annexed hereto as Exhibit A and made a part hereof is a copy of the Certificate of Incorporation of the Surviving Corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; and said Certificate of Incorporation shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the Surviving Corporation will be the by-laws of the 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 General Corporation Law of the State of Delaware.

4. The directors and officers of the Surviving Corporation in office at the effective time of the merger 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 the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

5. Each issued share of the Merging Corporation shall, at the effective time of the merger, be converted into 0.00333 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 as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. In the event that this Agreement and Plan of Merger shall have been fully approved and adopted on behalf of the Merging Corporation in accordance with the provisions of the Florida Business Corporation Act, and on behalf of the Surviving Corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said Merging Corporation and Surviving Corporation agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the Merging Corporation and 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 Agreement and Plan of Merger.

8. The effective time of this Agreement and Plan of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Delaware, shall be December 31, 2003 at 11:59:59 p.m. E.S.T.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed on behalf of the Merging Corporation and Surviving Corporation.

Dated: December 29, 2003.

THE SURVIVING CORPORATION:

SP COPPENBARGER INVESTMENTS, INC.,
a Delaware corporation

By: 

Name: Clay A. Halvorsen
Title: Assistant Secretary

THE MERGING CORPORATION:

COPPENBARGER REALTY, INC.,
a Florida corporation

By: 

Name: Clay A. Halvorsen
Title: Assistant Secretary

Exhibit A

CERTIFICATE OF INCORPORATION OF SURVIVING CORPORATION

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SP COPPENBARGER INVESTMENTS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2003, AT 6:07 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3719753 8100

- AUTHENTICATION: 2711123

030686044

DATE: 10-24-03

**CERTIFICATE OF INCORPORATION
OF
SP COPPENBARGER INVESTMENTS, INC.**

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is: SP Coppenbarger Investments, Inc.

**ARTICLE II
REGISTERED OFFICE**

The address of the registered office of the corporation in the State of Delaware is 9 East Loockerman Street, Suite 1B, in the City of Dover 19901, County of Kent, and the name of its registered agent at that address is National Registered Agents, Inc.

**ARTICLE III
PURPOSE**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**ARTICLE IV
AUTHORIZED CAPITAL STOCK**

The corporation shall be authorized to issue one class of stock to be designated Common Stock; the total number of shares which the corporation shall have authority to issue is one thousand (1,000), and each such share shall have a par value of one-tenth of one cent (\$0.001).

*State of Delaware
Secretary of State
Division of Corporations
Delivered 06:07 PM 10/24/2003
FILED 06:07 PM 10/24/2003
SRV 030686044 - 3719753 FILE*

**ARTICLE V
INCORPORATOR**

The name and mailing address of the incorporator of the corporation is:

Lisa Harding
c/o National Corporate Research, Ltd.
615 South DuPont Highway
Dover, DE 19901

**ARTICLE VI
BOARD POWER REGARDING BYLAWS**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind the bylaws of the corporation.

**ARTICLE VII
ELECTION OF DIRECTORS**

Elections of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

**ARTICLE VIII
LIABILITY AND INDEMNIFICATION**

To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended (the "Delaware Law"), a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The corporation shall indemnify, in the manner and to the fullest extent permitted by the Delaware Law, any person (or the estate of any person) who is or was a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the corporation, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The corporation may indemnify, in the manner and to the fullest extent permitted by the Delaware Law, any person (or the estate of any person) who is or was a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the corporation, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was an employee or agent of the corporation, or is or was serving at the request of

the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Expenses incurred by any such director, officer, employee or agent in defending any such action, suit or proceeding may be advanced by the corporation prior to the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified as authorized by the Delaware Law and this Article VII. The corporation may, to the fullest extent permitted by the Delaware Law, purchase and maintain insurance on behalf of any such director, officer, employee or agent against any liability which may be asserted against such person. To the fullest extent permitted by the Delaware Law, the indemnification provided herein shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement and, in the manner provided by the Delaware Law, any such expenses may be paid by the corporation in advance of the final disposition of such action, suit or proceeding. The indemnification provided herein shall not be deemed to limit the right of the corporation to indemnify any other person for any such expenses to the fullest extent permitted by the Delaware Law, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the corporation may be entitled under any agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

No repeal or modification of the foregoing paragraph shall adversely affect any right or protection of a director of the corporation existing by virtue of the foregoing paragraph at the time of such repeal or modification.

ARTICLE IX CORPORATE POWER

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE X CREDITOR COMPROMISE OR ARRANGEMENT

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of

stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the Delaware General Corporation Law, does make and file this Certificate.

Dated: October 24, 2003

/s/ Lisa Harding
Lisa Harding, Incorporator