

Division of Corporations **F05000062229** Page 10

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## MERGER OR SHARE EXCHANGE

**Harte-Hanks Tampa Flyer, Inc.**

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## Corporate Filing Menu

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**ARTICLES OF MERGER**  
**OF**  
**THE FLYER PUBLISHING CORPORATION**  
**(a Florida corporation)**  
**WITH AND INTO**  
**HARTE-HANKS TAMPA FLYER, INC.**  
**(a Delaware corporation)**

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Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned adopts the following Articles of Merger:

1. The name of the surviving corporation of the merger is Harte-Hanks Tampa Flyer, Inc., a Delaware corporation ("Tampa Flyer"). The name of the merging corporation is The Flyer Publishing Corporation, a Florida corporation (the "Flyer").
2. A copy of the Agreement and Plan of Merger, dated as of December 20, 2007, by and between Tampa Flyer and the Flyer is attached hereto and incorporated herein by reference (the "Plan of Merger").
3. The merger shall become effective at 11:59 p.m., Eastern Standard Time, on December 31, 2007.
4. The Plan of Merger was adopted by the sole shareholder of the surviving corporation on December 20, 2007.
5. The Plan of Merger was adopted by the sole stockholder of the merging corporation on December 20, 2007.

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IN WITNESS WHEREOF, these Articles of Merger have been executed as of the 20th  
day of December, 2007.

HARTE-HANKS TAMPA FLYER, INC.

By: Bryan J. Pechersky  
Bryan J. Pechersky, Vice President and Secretary

THE FLYER PUBLISHING CORPORATION

By: Bryan J. Pechersky  
Bryan J. Pechersky, Vice President and Secretary

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Plan of Merger") is made and entered into as of December 20, 2007, by and between The Flyer Publishing Corporation, a Florida corporation (the "Flyer"), and Harte-Hanks Tampa Flyer, Inc., a Delaware corporation ("Tampa Flyer" and together with the Flyer, the "Constituent Companies").

### BACKGROUND

The Flyer is a corporation duly organized and existing under the laws of the State of Florida and having authorized capital stock consisting of 100 shares of common stock, \$5.00 par value (the "Flyer Common Stock"), of which 100 shares are outstanding.

Tampa Flyer is a corporation duly organized and existing under the laws of the State of Delaware.

The Board of Directors of each of the Constituent Companies deems it advisable for the general welfare and to the benefit of such companies and their respective sole stockholders that the Flyer merge with and into Tampa Flyer pursuant to the applicable provisions of the Florida Business Corporation Act and the Delaware General Corporation Law (together, the "Applicable Laws").

The Board of Directors and the sole shareholder of the Flyer have, by resolutions duly adopted, approved this Plan of Merger and directed that it be executed by the undersigned officer of the Flyer.

The Board of Directors and the sole stockholder of Tampa Flyer have, by resolutions duly adopted, approved this Plan of Merger and directed that it be executed by the undersigned officer of Tampa Flyer.

It is the intention of the Constituent Companies that the Merger (as hereinafter defined) shall be a tax-free reorganization pursuant to the provisions of the Internal Revenue Code of 1986, as amended.

### AGREEMENT

In consideration of the premises and the mutual agreements herein contained, the parties hereby agree, in accordance with the applicable provisions of the laws of the States of Florida and Delaware, that the Constituent Companies shall be merged into a single company, with Harte-Hanks Tampa Flyer, Inc., a Delaware corporation, one of the Constituent Companies, being the company surviving the merger (the "Surviving Entity"), and the terms and conditions of the merger hereby agreed upon (the "Merger") which the parties covenant to observe, keep and perform, and the mode of carrying the same into effect shall be as hereafter set forth:

## ARTICLE I

### EFFECTIVE TIME

If this Plan of Merger is not terminated and abandoned pursuant to the provisions of **Article VII** hereof, a Certificate of Merger shall be filed with the Secretary of State of the State of Delaware and Articles of Merger shall be filed with the Secretary of State of the State of Florida. The Merger shall be effective at 11:59 p.m., Eastern Standard Time, on December 31, 2007, or such other date and time as determined by the officers of the Constituent Companies (the "Effective Time"). At the Effective Time, the separate existence of the Flyer shall cease and the Flyer shall be merged with and into the Surviving Entity.

## ARTICLE II

### GOVERNANCE

At the Effective Time, the Certificate of Incorporation and the Bylaws of Tampa Flyer as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation and the Bylaws of the Surviving Corporation until thereafter amended as provided by law, except that the Certificate of Incorporation and the Bylaws shall be amended to reflect that the name of the Surviving Corporation shall be "Harte-Hanks Flyer, Inc."

The directors and officers of Tampa Flyer immediately prior to the Effective Time shall constitute the directors and officers of the Surviving Entity immediately following the Effective Time. Such directors and officers of Tampa Flyer shall hold their respective positions until their resignation or removal or the election or appointment of their successors in the manner provided by the Certificate of Incorporation and the Bylaws of the Surviving Entity and applicable law.

## ARTICLE III

### CONVERSION OF SHARES IN THE MERGER

The mode of carrying into effect the Merger provided for herein, and the manner and basis of converting the shares of the Constituent Companies shall be as follows:

1. Each share of the Flyer Common Stock which shall be issued and outstanding as of the Effective Time shall be cancelled and retired, all rights in respect thereof shall cease to exist and no shares of the Flyer Common Stock or other securities shall be issuable with respect thereto.
2. Each share of Tampa Flyer common stock issued and outstanding as of the Effective Time shall remain issued and outstanding.
3. There are no reasonable grounds to believe the foregoing treatment of the shares will render the Surviving Entity insolvent.

## ARTICLE IV

### EFFECT OF THE MERGER

At the Effective Time, the separate existence of each Constituent Company (other than the Surviving Entity) shall cease, except that whenever a conveyance, assignment, transfer, deed, or other instrument or act is necessary to vest property or rights in the Surviving Entity, the officers, or other authorized representatives of the respective Constituent Companies shall execute, acknowledge, and deliver such instruments and do such acts. For these purposes, the existence of the Constituent Companies and the authority of their respective officers, directors, and/or other authorized representatives is continued notwithstanding the Merger. The Surviving Entity shall possess all assets and property of every description, and every interest in the assets and property, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as of a private nature, of each Constituent Company, and all obligations belonging to or due to each Constituent Company, all of which are vested in the Surviving Entity without further act or deed in accordance with the Applicable Laws. Title to any real estate or any interest in the real estate vested in any Constituent Company shall not revert or in any way be impaired by reason of such merger or consolidation. The Surviving Entity is liable for all the obligations of each Constituent Company, including liability to dissenting stockholders in accordance with the Applicable Laws. Any claim existing or any action or proceeding pending by or against any Constituent Company may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or the Surviving Entity may be substituted in its place. All rights of creditors of each Constituent Company are preserved unimpaired, and all liens upon the property of any Constituent Company are preserved unimpaired, on only the property affected by such liens immediately prior to the Effective Time.

## ARTICLE V

### ACCOUNTING MATTERS

The assets and liabilities of the Constituent Companies, as of the Effective Time, shall be taken upon the books of the Surviving Entity at the amounts at which they shall be carried at that time on the books of the respective Constituent Companies, subject to such adjustments or eliminations of inter-company items as may be appropriate in giving effect to the Merger. The amount of the capital surplus and earned surplus accounts, if any, of the Surviving Entity after the Merger shall be determined by the Board of Directors of the Surviving Entity in accordance with the laws of the State of Delaware and with generally accepted accounting principles.

## ARTICLE VI

### APPROVAL OF THE CONSTITUENT COMPANIES

This Plan of Merger has been approved by the Constituent Companies in accordance with the Applicable Laws.

## ARTICLE VII

### ABANDONMENT

This Plan of Merger may be abandoned at any time notwithstanding favorable action on the Merger by the stockholders of either or both of the Constituent Companies, but not later than the date of filing of the Certificate of Merger with the Secretary of State of the State of Delaware or the filing of the Articles of Merger with the Secretary of State of the State of Florida by the respective Boards of Directors of the Flyer and Tampa Flyer evidenced by appropriate resolutions. In the event of the termination and abandonment of this Plan of Merger and the Merger pursuant to this Article VII, this Plan of Merger shall become void and have no effect, without any liability on the part of either of the Constituent Companies or their stockholders, directors or officers in respect thereof.

## ARTICLE VIII

### AMENDMENT

The Constituent Companies, by mutual consent, may amend this Plan of Merger in such manner as may be agreed upon by them in writing at any time; provided, however, no such amendment shall be made which shall affect the rights of the respective stockholders of the Constituent Companies in a manner which is materially adverse to such stockholders, or as otherwise provided by the Applicable Laws, without the further approval of the equity owners of the Constituent Companies.

## ARTICLE IX

### FURTHER ASSURANCES

If at any time the Surviving Entity shall consider or be advised that any further assignment or assurance in law or other action is necessary or desirable to vest, perfect, or confirm, of record or otherwise, in the Surviving Entity, the title to any property or rights of the Flyer acquired or to be acquired by or as a result of the Merger, the proper directors and officers of the Surviving Entity shall be and they hereby are severally and fully authorized to execute and deliver such proper deeds, assignments and assurances in law, and take such other action as may be necessary or proper in the name of the Flyer or Tampa Flyer to vest, perfect or confirm title to such property or rights in the Surviving Entity and otherwise carry out the purposes of this Plan of Merger.

## ARTICLE X

### COUNTERPARTS

This Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts taken together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Flyer and Tampa Flyer, each pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have each caused this Plan of Merger to be executed by its duly authorized officer all as of the day and year first above written.

THE FLYER PUBLISHING CORPORATION

By: Bryan J. Pechersky  
Bryan J. Pechersky, Vice President and Secretary

HARTE-HANKS TAMPA FLYER, INC.

By: Bryan J. Pechersky  
Bryan J. Pechersky, Vice President and Secretary

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