

# F19354

File Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : PCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

*\*This is a  
re-fax; please  
give*

*12/30/11  
as file date. Thanks!*

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

## MERGER OR SHARE EXCHANGE PERRY PROTECTION SERVICES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	12 13
Estimated Charge	\$120.00

*\$140.00*

**B Tadlock JAN 18 2012**



January 13, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations

PERRY PROTECTION SERVICES, INC.  
100 CENTURYLINK DRIVE  
MONROE, LA 71203US

SUBJECT: PERRY PROTECTION SERVICES, INC.  
REF: F19354

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The plan of merger must contain the terms and conditions of the merger.

The plan of merger must contain the manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property.

If you have any further questions concerning your document, please call (850) 245-6855.

Tammy Hampton  
Regulatory Specialist II  
Registration/Qualification Section

FAX Aud. #: H11000304770  
Letter Number: 312A00000918

RECEIVED

12 JAN 17 AM 8:21

TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: CENTEL CORPORATION  
Name of Surviving Party

Please return all correspondence concerning this matter to:

Contact Person

Firm/Company

Address

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Contact Person

at ( )

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

MAILING ADDRESS:  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

11 DEC 30 PM 1:41

Articles of Merger  
For  
Florida Profit or Non-Profit Corporation

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Perry Protection Services, Inc.	Florida	Corporation
Centel Directories LLC	Delaware	Limited Liability Company
Centel SPE LLC	Delaware	Limited Liability Company
Centel Corporation	Kansas	Corporation

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NR  
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**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Centel Corporation	Kansas	Corporation

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

c/o CenturyLink Legal Department

100 Centurylink Drive, Monroe, Louisiana 71203

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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, P.S.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Perry Protection Services, Inc.	<i>Carrick B. Inabnett</i>	Carrick B. Inabnett
Centel Directories LLC	<i>Carrick B. Inabnett</i>	Carrick B. Inabnett
Centel SPE LLC	<i>Carrick B. Inabnett</i>	Carrick B. Inabnett
Centel Corporation	<i>Carrick B. Inabnett</i>	Carrick B. Inabnett

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

11 DEC 30 PM 1:41  
STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS

### PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Perry Protection Services, Inc.	Florida	Corporation
Centel Directories LLC	Delaware	Limited Liability Company
Centel SPE LLC	Delaware	Limited Liability Company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Centel Corporation	Kansas	Corporation

**THIRD:** The terms and conditions of the merger are as follows:

(See Attached Plan of Merger)

(Attach additional sheet if necessary)

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

(See attached plan of merger)

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

(See attached Plan of Merger)

(Attach additional sheet if necessary)



**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

/ N/A

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*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

/ N/A

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*(Attach additional sheet if necessary)*

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**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

N/A

*(Attach additional sheet if necessary)*

7 of 7

PL017 - 05/07/2009 CT System Update

Attachment 1

AGREEMENT OF MERGER  
of  
CENTEL DIRECTORIES LLC  
CENTEL SPE LLC  
PERRY PROTECTION SERVICES, INC.  
with and into  
CENTEL CORPORATION

THIS AGREEMENT OF MERGER (the "Agreement") is made and entered into as of November 30, 2011, by and among Centel Directors LLC, a Delaware limited liability company, Centel SPE LLC, a Delaware limited liability company, Perry Protection Services, Inc., a Florida corporation (collectively, the "Entities") and Centel Corporation, a Kansas corporation (the "Corporation") wholly owned by CenturyLink, Inc.

WITNESSETH:

WHEREAS, the sole shareholder of the Corporation and the sole members and sole shareholders of the Entities wish to cause the Entities to merge with and into the Corporation (the "Merger") with the Corporation being the entity surviving the Merger pursuant to the terms and conditions of this Agreement as permitted by Section 17-78-201 of the Kansas Statutes Annotated (the "K.S.A."), Section 607.1108 of the Florida Business Corporation Act (the "Florida Act") and Section 6-18-209 of the Delaware Limited liability Company Act (the "Delaware Act").

NOW, THEREFORE, it is agreed as follows:

ARTICLE ONE  
THE MERGER

Upon the terms and subject to the conditions hereinafter set forth, at the Effective Time (as defined in Article Two), the Entities shall be merged with and into the Corporation, the Entities shall cease, and the Corporation shall be the surviving entity (the "Surviving Entity").

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**ARTICLE TWO  
EFFECTIVE DATE**

The Merger shall be effective upon filing by the Secretary of State (the "Effective Time").

**ARTICLE THREE  
ARTICLES; MANAGEMENT; OFFICERS**

The articles of organization, operating agreement, director managers and officer managers of the Corporation as in effect or holding office at the Effective Time shall constitute the articles of incorporation, bylaws, director and officer of the Surviving Entity immediately following the Effective Time, until such time as duly amended, replaced or removed thereafter.

**ARTICLE FOUR  
CANCELLATION OF SHARES AND MEMBERSHIP UNITS**

At the Effective Time, (a) all issued and outstanding capital stock of Perry Protection Services, Inc. shall be cancelled without consideration and shall cease to exist and (b) each issued membership unit of Centel Directories LLC and Centel SPE LLC (including any treasury units) shall, by virtue of the Merger, automatically and without any action on the part of the holder thereof, be canceled and retired and no payment shall be made with respect thereto, and (c) all ownership interests of the Corporation shall continue to remain outstanding and owned by CenturyLink, Inc.

**ARTICLE FIVE  
EFFECT OF MERGER**

The Merger shall have the effects set forth in Section 17-78-205 of the K.S.A., Section 6071106 of the Florida Act and Section 18-209 of the Delaware Act.

**ARTICLE SIX  
FILING OF CERTIFICATE OF MERGER**

A certificate of merger shall be executed and delivered by a duly authorized officer or representative of the Surviving Entity and filed in the offices of the Kansas Secretary of State in the manner provided in Section 17-78-205 of the K.S.A., the Florida Department of State in the manner provided in Section 607-1109 of the Florida Act and the Delaware Secretary of State in the manner provided in Section 18-209 of the Delaware Act.

**ARTICLE SEVEN  
ABANDONMENT OF MERGER**

At any time prior to the Effective Time, this Agreement may be terminated and the Merger may be abandoned by the managers of any of the Constituent Entities, or all of them, notwithstanding approval of this Agreement by the directors of the Corporation or the members of the LLCs, or both.

IN WITNESS WHEREOF, this Agreement is executed by the parties, acting through their duly authorized officers or representatives, as of the day and year first above written.

**Centel Directories LLC**  
(a Delaware limited liability company)

By:   
Stacey W. Goff  
Executive Vice President

**Centel SPE LLC**  
(a Delaware limited liability company)

By:   
Stacey W. Goff  
Executive Vice President

**Perry Protection Services, Inc.**  
(a Florida corporation)

By:   
Stacey W. Goff  
Executive Vice President

**Centel Corporation**  
(a Kansas corporation)

By:   
Stacey W. Goff  
Executive Vice President