

F94000002730

LAW OFFICES
BLACKWELL SANDERS
MATHENY WEARY & LOMBARDI LLP

WILLIAM H. SULTEMEIER
DIRECT: (816) 983-8272

2300 MAIN STREET - SUITE 1100
KANSAS CITY, MISSOURI 64108
P.O. BOX 419777-64141-6777
(816) 983-8000
FAX: (816) 983-8080

OVERLAND PARK, KANSAS
OMAHA, NEBRASKA
SPRINGFIELD, MISSOURI
LONDON, ENGLAND

January 29, 1998

VIA FEDERAL EXPRESS

Florida Secretary of State
Amendment Department
409 E. Gaines Street
Tallahassee, FL 32399
Attention: Louise Flemming-Jackson

500002417415--8
-01/30/98--01068--012
****122.50 ****122.50

**Re: Short-Form Merger of The Bay Plaza Companies, a Florida Corporation,
with and into J.C. Nichols Company, a Missouri Corporation**

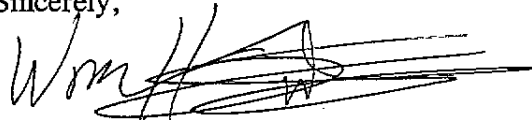
Dear Sir or Madam:

As per your letter, No. 298A00003968, I enclose for filing the Articles of Merger (including therein the Plan of Merger) in respect of the merger of The Bay Plaza Companies, Inc., a Florida corporation, with and into its sole parent, J.C. Nichols Company, a Missouri corporation. I have corrected the statute number and have enclosed a check for \$122.50 (\$70 filing fee for both companies and \$52.50 for a certified copy of the merger documents).

Please call me with any questions or comments relating to the enclosed filing.

Thank you for your assistance in this matter.

Sincerely,



William H. Sultemeier

Enclosure

KC2-37204.1

FILED
98 JAN 30 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
IFS
2-3-98

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE BAY PLAZA COMPANIES, INC., a Florida corporation (Charter #S26104)

INTO

J. C. NICHOLS COMPANY, a Missouri corporation, F94000002730

File date: January 30, 1998

Corporate Specialist: Louise Flemming-Jackson

LAW OFFICES

BLACKWELL SANDERS

MATHENY WEARY & LOMBARDI LLP

WILLIAM H. SULTEMEIER
DIRECT: (816) 983-8272

2300 MAIN STREET - SUITE 1100
KANSAS CITY, MISSOURI 64108
P.O. BOX 419777-64141-6777
(816) 983-8000
FAX: (816) 983-8080

OVERLAND PARK, KANSAS
OMAHA, NEBRASKA
SPRINGFIELD, MISSOURI
LONDON, ENGLAND

January 21, 1998

VIA FEDERAL EXPRESS

Florida Secretary of State
Amendment Department
409 E. Gaines Street
Tallahassee, FL 32399

**Re: Short-Form Merger of The Bay Plaza Companies, a Florida Corporation,
with and into J.C. Nichols Company, a Missouri Corporation**

Dear Sir or Madam:


I enclose for filing the Articles of Merger (including therein the Plan of Merger) in respect of the merger of The Bay Plaza Companies, Inc., a Florida corporation, with and into its sole parent, J.C. Nichols Company, a Missouri corporation.

Please charge all filing fees relating to the these documents to our VISA account, no. 4798 3511 0712 0029, Expiration 11/98.

Please do not hesitate to call me with any questions or comments relating to the enclosed filing.

Thank you for your assistance in this matter.

Sincerely,



William H. Sultemeier

Enclosure

KC2-37204.1

~~*1063, 1040, 2237, 7619~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 23, 1998

William H. Sulzemeier
% Blackwell Sanders
Post Office Box 419777
Kansas City, MO 64141-6777

SUBJECT: J. C. NICHOLS COMPANY
Ref. Number: F94000002730

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Please correct your document to reflect that it is filed pursuant to the correct statute number.

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger. Please add an additional \$52.50 for each certified copy requested.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 298A00003968

FILED

ARTICLES OF MERGER

98 JAN 30 AM 10:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HONORABLE SANDRA B. MORTHAM
SECRETARY OF STATE
STATE OF FLORIDA
P.O. BOX 6327
TALLAHASSEE, FL 32314

Pursuant to the provisions of the Florida General Corporation Act, the undersigned corporations certify the following:

1. That The Bay Plaza Companies, Inc. is a Florida corporation, all stock of which is owned by J. C. Nichols Company.

2. That J. C. Nichols Company is a Missouri corporation.

3. That said corporations are hereby merged and that the above-named J. C. Nichols Company is the surviving corporation.

4. That the Executive Committee of the Board of Directors of J. C. Nichols Company acting pursuant to authority delegated to it by the Board of Directors, approved, ratified and adopted the Plan of Merger set forth in these Articles pursuant to a unanimous consent action dated January 16, 1998.

5. That the resolution of the Executive Committee of the Board of Directors of the parent corporation, J. C. Nichols Company, approving the Plan of Merger is as follows:

RESOLVED, that the merger of The Bay Plaza Companies, Inc., a subsidiary of the Corporation, into the Corporation on the terms and conditions set forth in the form of the Plan of Merger is hereby approved, ratified and adopted.

6. That this Plan of Merger has been adopted pursuant to Section 607.1104 of the Florida General Corporation Act.

7. That the parent corporation, J. C. Nichols Company, is in compliance with the 90 percent ownership requirement of Section 607.1104 of the Florida General Corporation Act, and will maintain at least 90 percent ownership of The Bay Plaza Companies, Inc. until the issuance of the Certificate of Merger by the Secretary of State of the State of Florida.

8. PLAN OF MERGER

1. The Bay Plaza Companies, Inc., a Florida corporation, is a subsidiary of J. C. Nichols Company, a Missouri corporation.

2. J. C. Nichols Company, owner of all of the stock of The Bay Plaza Companies, Inc., is the survivor.

3. All of the property, rights, privileges, leases and patents of The Bay Plaza Companies, Inc. are to be transferred to and become the property of J. C. Nichols Company, the surviving corporation. The officers and the board of directors of the above named corporations are authorized to execute all deeds, assignments and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

4. The officers and board of directors of J. C. Nichols Company will continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the surviving corporation.

5. Each share of common stock of The Bay Plaza Companies, Inc. outstanding at the time of the merger will be canceled without consideration. All shares of The Bay Plaza Companies, Inc. held in treasury will also be canceled.

6. It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Florida:

a. The surviving corporation may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Florida which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Florida against the surviving corporation;

b. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Florida which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the Florida General Corporation Act with respect to the rights of dissenting shareholders.

7. The Articles of Incorporation of the survivor are not amended.

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned Corporations as of the day and year hereafter acknowledged.

THE BAY PLAZA COMPANIES, INC.

ACKNOWLEDGE:

By: Barrett Brady
Name: Barrett Brady
Title: Chairman of the Board

By: John H. Fox
Name: John H. Fox
Title: President

By: Michael T. Shields
Name: Michael T. Shields
Title: Secretary + Treasurer

STATE OF MISSOURI)
) ss
COUNTY OF JACKSON)

I, SALLY C. SMART, a Notary Public, do hereby certify that on the 20th day of January, 1998, personally appeared before me John H. Fox who, being by me first duly sworn, declared that he is the President of The Bay Plaza Companies, Inc., that he signed the foregoing document as President of The Bay Plaza Companies, Inc., and that the statements therein contained are true.

[Notarial Seal]

Sally C. Smart
Notary Public

My Commission Expires: June 21, 1999

STATE OF MISSOURI)
) ss
COUNTY OF JACKSON)

I, SALLY C. SMART, a Notary Public, do hereby certify that on the 20th day of January, 1998, personally appeared before me Michael T. Shields who, being by me first duly sworn, declared that he is the Secretary of The Bay Plaza Companies, Inc., that he signed the foregoing document as Secretary of The Bay Plaza Companies, Inc., and that the statements therein contained are true.

[Notarial Seal]

Sally C. Smart
Notary Public

My Commission Expires: June 21, 1999

SALLY C. SMART
Notary Public - Notary Seal
STATE OF MISSOURI
Jackson County

My Commission Expires: 6/21/99