

Document Number Only

**F96000002951**

CT CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 222-1092  
City State Zip Phone

200001859362  
-06/12/96--01069--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

Hoover Four, Inc.

96 JUN 12 PM 3 21  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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|--|---|--|
| <input checked="" type="checkbox"/> Profit     |   |  |
| <input type="checkbox"/> NonProfit             | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger                |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark                  |
| <input checked="" type="checkbox"/> Foreign    | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other                 |
| <input type="checkbox"/> Limited Partnership   | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of H.A.        |
| <input type="checkbox"/> Reinstatement         | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fic. Name             |
| <input type="checkbox"/> Certified Copy        | <input type="checkbox"/> Call If Problem        | <input checked="" type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready       |   | <input checked="" type="checkbox"/> Pick Up    |
| <input checked="" type="checkbox"/> Walk In    |   |  |
| <input type="checkbox"/> Mail Out              |   |  |

Name
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6-12

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96 JUN 12 PM 3 21  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:**

1. HOOVER FOUR, INC.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Alabama  
(State or country under the law of which it is incorporated)
3. 63-1045310  
(FEI number, if applicable)
4. September 21, 1991  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 101 Lockerbie Lane  
Birmingham, AL 35223  
(Current mailing address)
8. Buy, sell, lease, develop, operate, improve real estate, conduct a real estate  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)  
agency and brokerage business.
9. **Name and street address of Florida registered agent:**  
**Name:** C T Corporation System  
**Office Address:** c/o C T Corporation Ssytem 1200 South Plantation Island Rd.  
Plantation, Florida, 33324  
(Zip Code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Registered agent's signature)

John J. Masters - Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JUL 12 PM 3:21

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

**A. DIRECTORS (Street address only- P. O. Box NOT acceptable)**

Chairman: John W. McDonald

Address: 101 Lockerbie Lane  
Birmingham, AL 35223

Vice Chairman: Dennis B. McDonald

Address: 101 Lockerbie Lane  
Birmingham, AL 35223

Director: Lynn M. Williams

Address: 3662 Overton Road  
Birmingham, AL 35223

Director: Allison M. Arnett

Address: 3703 Dunbarton Drive  
Birmingham, AL 35223

**B. OFFICERS (Street address only- P. O. Box NOT acceptable)**

President: John W. McDonald

Address: 101 Lockerbie Lane  
Birmingham, AL 35223

Vice President: Lynn M. Williams

Address: 3662 Overton Road  
Birmingham, AL 35223

Secretary: Dennis B. McDonald

Address: 101 Lockerbie Lane  
Birmingham, AL 35223

Treasurer: Allison M. Arnett

Address: 3703 Dunbarton Drive

Birmingham, AL 35223

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

John W. McDonald  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

John W. McDonald, Chairman of the Board  
(Typed or printed name and capacity of person signing application)

# STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that Hoover Four, Inc. incorporated in Jefferson County, Birmingham, Alabama on June 20, 1991. I further certify that the records do not disclose that said Hoover Four, Inc. has been dissolved.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUN 12 PM 3:21

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

May 30, 1996

Date

*Jim Bennett*

Jim Bennett

Secretary of State

**F96000002951**  
SADLER, SULLIVAN, SHARP, FISHBORNE & VAN TASSEL, P.C.

WILLIAM J. SULLIVAN, JR.  
CHARLES E. SHARP  
WILLIAM E. FISHBURNE, III  
GEORGE M. VAN TASSEL, JR.  
JOHN F. WHITAKER  
MAC K. GREAVEN  
ROBERT L. HICKLIN, III  
MEADE WHITAKER, JR.  
JOEL A. WILLIAMS

ATTORNEYS AT LAW  
2500 SOUTH TRUST TOWER  
420 NORTH 20TH STREET  
BIRMINGHAM, ALABAMA 35203-3204  
TELEPHONE (205) 320-4100  
FAX (205) 324-3418

W.H. SADLER (1886-1947)  
W.H. SADLER, JR. (1913-1979)

MICHAEL W. RAY  
TUNNEY R. WILLIAMS  
TED L. MANN  
NORNEY T. PHILIPS  
ROBERT D. SPRAIN, JR.  
J. CLINTON PITTMAN  
JACK O. KOWALSKI  
THELMA N. JONES

June 21, 1996

**Attention: Amendment Section**  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Alabama 32314

RE: Merger of Desteq, Inc., a Florida Corporation  
into Hoover Four, Inc., an Alabama Corporation  
Our File No.: 96-21757

EFFECTIVE DATE  
7-1-96

Dear Sir/Madam:

The above referenced corporations desire to merge effective July 1, 1996. Enclosed please find an original and one copy of the Articles of Merger and the Plan of Merger for filing with your office. I have also enclosed a copy of the Unanimous Consent of the Board of Directors and Shareholders of both corporations approving the Plan of Merger. Lastly, I enclose this firm's check in the amount of \$70, payable to the Florida Department of State. For your information, qualification papers for Hoover Four, Inc. to do business in the State of Florida were filed on the 12th day of June, 1996 and were assigned document number F96000002951.

If you should need any additional information, please call me.

Yours very truly,

SADLER, SULLIVAN, SHARP, FISHBURNE & VAN TASSEL, P.C.

  
Sidney T. Philips

STP/jdr  
Enclosures

N. HENDRICKS JUN 28 1996

cc: John McDonald

*Merger*

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

DESTEQ, INC., A FLORIDA CORPORATION, S55066

into

**HOOVER FOUR, INC.**, an Alabama corporation F96000002951

File date: June 24, 1996 , effective July 1, 1996

Corporate Specialist: Nancy Hendricks

This Instrument Prepared By:  
Sidney T. Phillips  
Sudler, Sullivan, Sharp, Fishburne & Van Tassel, P.C.  
2500 SouthTrust Tower  
Birmingham, Alabama 35203

**FILED**  
96 JUN 24 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**  
7-1-96

**ARTICLES OF MERGER  
(STATE OF FLORIDA)**

Pursuant to Sections 607.1101, 607.1103, 607.1105 and 607.1107 of the Florida Statutes, Hoover Four, Inc., an Alabama Corporation (hereinafter sometimes referred to as the "surviving corporation") and Desteq, Inc., a Florida Corporation, (hereinafter sometimes referred to as the "disappearing corporation") hereby adopt these Articles of Merger.

**Effective Date**

The effective date of the merger shall be the 1st day of July, 1996.

**Plan of Merger**

The undersigned corporations have agreed to merge according to the provisions of the following Plan of Merger:

1. The constituent corporations hereby agree that the disappearing corporation (Desteq, Inc., a Florida corporation) shall be merged into the surviving corporation (Hoover Four, Inc., an Alabama corporation).

2. The name of the surviving corporation shall be "Hoover Four, Inc."

3. The present number of shares which the disappearing corporation is authorized to issue is ten thousand (10,000) shares of \$1.00 par common stock, of which one thousand (1,000) shares are now issued and outstanding. The present number of shares which the surviving corporation is authorized to issue is ten thousand (10,000) shares of \$.50 par common stock of which ten thousand (10,000) shares are now issued and outstanding.

4. The Articles of Incorporation of the surviving corporation shall be amended to increase the total number of shares of capital stock which may be issued by the surviving corporation from and after the effective date of this merger to ten thousand (10,000) shares of Class A - voting common stock having \$.025 par value and one hundred ninety thousand (190,000) shares of Class B - nonvoting common stock having \$.025 par value. The preferences, limitations and relative rights of the Class A shares and Class B shares shall be identical in all respects except as to voting rights. Class A shares shall have unlimited voting rights. Class B shares shall have no right to vote except to the extent permitted by Chapter 2B of Title 10 of the Code of Alabama or other law.

5. The mode of carrying said merger into effect, and the manner and basis of converting the outstanding shares of the surviving corporation into Class A and Class B shares and of converting shares of the disappearing corporation into Class A and Class B shares of the surviving corporation, shall be as follows:

(1) Conversion of surviving corporation shares. Each shareholder of the surviving corporation shall surrender his certificate or certificates to the surviving corporation during the period beginning with the effective date of the merger and ending six months thereafter. Upon surrender to the surviving corporation of the respective certificates for outstanding shares of the surviving corporation, there shall be issued to the respective holders thereof, in substitution therefor, certificates for fully paid and nonassessable common shares of the surviving corporation, in the ratio of one-half (1/2) shares of Class A - voting common stock, \$.025 par value, and nine and one-half (9.5) shares of Class B - nonvoting common stock, \$.025 par value, of the surviving corporation for each outstanding share of the surviving corporation, being a total issue of five thousand (5,000) shares of Class A - voting common stock, \$.025 par value, and ninety-five thousand (95,000) shares of Class B - nonvoting common stock, \$.025 par value, of the surviving corporation for the entire ten thousand (10,000) shares now issued and outstanding of the surviving corporation.

(2) Conversion of disappearing corporation shares. Each shareholder of the disappearing corporation shall surrender his certificate or certificates to the surviving corporation during the period beginning with the effective date of the merger and ending six months thereafter. Upon surrender to the surviving corporation of the respective certificates for outstanding shares of the disappearing corporation, there shall be issued to the respective holders thereof, in substitution therefor, certificates for fully paid and nonassessable common shares of the surviving corporation, in the ratio of five (5) shares of Class A - voting common stock, \$.025 par value, and ninety-five (95) shares of Class B - nonvoting common stock, \$.025 par value, of the surviving corporation for each share of the disappearing corporation, being a total issue of five thousand (5,000) shares of Class A - voting common stock, \$.025 par value, and ninety-five thousand shares of Class B - nonvoting common stock, \$.025 par value, of the surviving corporation for the entire one thousand (1,000) shares now issued and outstanding of the disappearing corporation; provided, however, that if any holder of shares of the disappearing corporation shall be entitled pursuant to the preceding provisions of this sentence to a fractional share of the surviving corporation, then such fractional share shall not be issued to such holder if such fraction be less than one-half (1/2), and if such fractional share be one-half (1/2) or more, such holder shall be entitled to one whole share in lieu of such fractional share.

6. The present directors of the surviving corporation shall continue as such until their successors are duly elected or designated after the effective date of the merger.



7. The assets of the disappearing corporation shall be reported in the accounts of the surviving corporation at their book value as of the effective date. The aggregate stated capital, capital surplus, and earned surplus of the constituent corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the surviving corporation.

8. The Articles of Incorporation of Hoover Four, Inc., as amended in accordance with this Plan of Merger, shall be the Articles of Incorporation of the surviving corporation until thereafter amended as provided by law.

9. The Bylaws of Hoover Four, Inc., shall be the Bylaws of the surviving corporation.

10. The Board of Directors of each of the constituent corporations shall have the power in its discretion to abandon the merger provided for herein prior to the filing of the Articles of Merger with the Secretary of State of Alabama or the Florida Department of State.

#### **Shares Entitled to Vote and Result of Vote**

Hoover Four, Inc., an Alabama corporation has outstanding and entitled to vote ten thousand (10,000) shares of Common Stock of which ten thousand (10,000) shares were voted on the 19 day of June, 1996, in favor of adopting the Plan of Merger and no shares voted against.

Desteq, Inc., a Florida corporation, has outstanding and entitled to vote one thousand (1,000) shares of Common Stock of which one thousand (1,000) shares were voted on the 19 day of June, 1996, in favor of adopting the Plan of Merger and no shares voted against.

IN WITNESS WHEREOF, the respective President and Secretary of each constituent corporation, having been duly authorized, execute these Articles of Merger on behalf of their respective corporations on this 19 day of June, 1996.

ATTEST

By: Donnis B. McDonald  
Donnis B. McDonald, Secretary

HOOVER FOUR, INC., an Alabama corporation

By: John W. McDonald  
John W. McDonald, President

ATTEST

By: Donnis B. McDonald  
Donnis B. McDonald, Secretary

DESTEQ, INC., a Florida Corporation

By: John W. McDonald, Jr.  
John W. McDonald, Jr. President

#### VERIFICATION

I, the undersigned, Secretary of Hoover Four, Inc. and the keeper of its charter, minutes and records, hereby certify that JOHN W. MCDONALD, JR. and DONNIS B. MCDONALD, are President and Secretary, respectively, of Hoover Four, Inc., an Alabama corporation, and that their signatures appearing above are genuine and that the above and foregoing Articles of Merger are the genuine Articles of Merger that they purport to be. I also certify that the shareholders of Hoover Four, Inc. voted unanimously in favor of the Plan of Merger.

This the 19 day of June, 1996.

Donnis B. McDonald  
DONNIS B. MCDONALD, Secretary

#### VERIFICATION

I, the undersigned, Secretary of Desteq, Inc. and the keeper of its charter, minutes and records, hereby certify that JOHN W. MCDONALD, JR. and DONNIS B. MCDONALD, are President and Secretary, respectively, of Desteq, Inc., a Florida corporation, and that their signatures appearing above are genuine and that the above and foregoing Articles of Merger are the genuine Articles of Merger that they purport to be. I also certify that the shareholders of Desteq, Inc. voted unanimously in favor of the Plan of Merger.

This the 19 day of June, 1996.

Donnis B. McDonald  
DONNIS B. MCDONALD, Secretary