

H13104

ACCOUNT FILING COVER SHEET

ACCOUNT NUMBER: FCA000000005

REFERENCE:
(Sub Account) _____

DATE: 1-12-01

REQUESTOR NAME: Lexis Document Services

ADDRESS:

EFFECTIVE DATE

11510

Morgan

TELEPHONE: (____) (____ - _____) ext. (____)

CONTACT NAME: _____

Merging
CORPORATION NAME: Lodestar Tower Virginia, Inc. (into)
Lodestar Towers, Inc.

DOCUMENT NUMBER: _____
(if applicable)

AUTHORIZATION:

C. Woodward
Cynthia J. Woodward

☐ CERTIFIED COPY (1-9)
☐ CERTIFICATE OF STATUS (1-9)
☒ PLAIN STAMPED COPY

200003535542-7

() Call When Ready () Call if Problem () After 4:00
(X) Walk In () Will Wait () Pick Up
() Mail Out

RECEIVED

01 JAN 12 AM 11:17

RECEIVED
DIVISION OF
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

LODESTAR TOWER VIRGINIA, INC., a Florida corporation P94000015738

INTO

LODESTAR TOWERS, INC., a Florida entity, H13104.

File date: January 12, 2001 , effective January 15, 2001

Corporate Specialist: Annette Ramsey

Account number: FCA000000005

Amount charged: 70.00

EFFECTIVE DATE
1/15/01

ARTICLES OF MERGER
MERGING
LODESTAR TOWER VIRGINIA, INC.
INTO
LODESTAR TOWERS, INC.

FILED
01 JAN 12 PM 4:04
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, LODESTAR TOWERS, INC. ("Lodestar Towers" or the "Surviving Corporation") and LODESTAR TOWER VIRGINIA, INC., a Florida corporation ("Lodestar Virginia" or the "Disappearing Corporation"), do hereby certify as follows:

FIRST: The name of the surviving corporation is Lodestar Towers, Inc., a Florida corporation. The name of the disappearing corporation is Lodestar Tower Virginia, Inc., a Florida corporation.

SECOND: LST Companies, Inc., a Delaware corporation, owns all of the outstanding shares of capital stock of Lodestar Towers. Lodestar Towers owns all of the outstanding shares of capital stock of Lodestar Virginia.

THIRD: The merger shall be effected in accordance with the Agreement and Plan of Merger (the "Plan") between Lodestar Towers and Lodestar Virginia dated December 22, 2000. The Plan is attached hereto as Exhibit A.

FOURTH: The Plan was duly approved, adopted, certified, executed, and acknowledged by the board of directors of Lodestar Towers on December 22, 2000 in accordance with Section 607.1103 of the Florida Business Corporation Act. Pursuant to Section 607.1104 of the Florida Business Corporation Act, a vote of the stockholders of Lodestar Towers is not required to authorize the merger.

FIFTH: The Plan was duly approved, adopted, certified, executed, and acknowledged by the board of directors of Lodestar Virginia on December 22, 2000 in accordance with Section 607.1103 of the Florida Business Corporation Act. Pursuant to Section 607.1104 of the Florida Business Corporation Act, a vote of the stockholders of Lodestar Virginia is not required to authorize the merger.

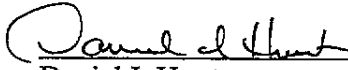
SIXTH: The merger shall be effective as of the close of business on January 15, 2001.

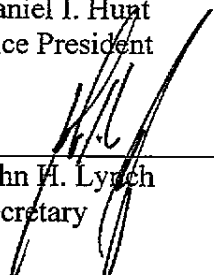
SEVENTH: The Certificate of Incorporation of Lodestar Towers shall be the Certificate of Incorporation of the Surviving Corporation.

EIGHTH: These Articles of Merger may be executed in counterparts, all of which taken together shall constitute a single instrument.

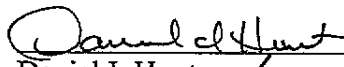
IN WITNESS WHEREOF, each of the parties has caused these Articles of Merger to be executed on its behalf by its duly authorized officers as of the 22nd day of December, 2000.

LODESTAR TOWERS, INC.

By: 
Daniel I. Hunt
Vice President

By: 
John H. Lynch
Secretary

LODESTAR TOWER VIRGINIA, INC.

By: 
Daniel I. Hunt
Vice President

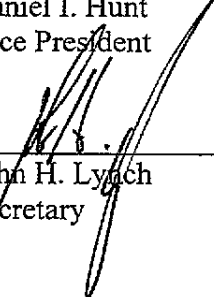
By: 
John H. Lynch
Secretary

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated December 22, 2000, by and between Lodestar Towers, Inc., a Florida corporation located at 100 Regency Forest Drive, Suite 400, Cary, North Carolina 27511 ("Parent"), and Lodestar Tower Virginia, Inc., a Florida corporation and wholly-owned subsidiary of Parent located at 630 US Highway One, Suite 403, North Palm Beach, Florida 33408 ("Subsidiary"). Pursuant to Section 607.1104 of the Florida Business Corporation Act (the "Act"), the parties agree that Subsidiary shall merge with and into Parent (the "Merger") according to the terms set forth below:

FIRST: The name of the surviving corporation is Lodestar Towers, Inc. (and as such, the "Surviving Corporation"). The name of the disappearing corporation is Lodestar Tower Virginia, Inc. LST Companies, Inc., a Delaware corporation ("LST"), owns all of the outstanding shares of capital stock of Parent. Parent owns all of the outstanding shares of capital stock of Subsidiary.

SECOND: The Merger shall be effective as of the close of business on January 15, 2001 (the "Effective Date"). Upon the Merger, the corporate existence of Parent, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and the corporate identity and existence of Subsidiary, with all its purposes, powers and objects, shall be merged with and into Parent, and Parent, as the Surviving Corporation, shall be fully vested therewith. The separate existence and corporate organization of Subsidiary shall cease as of the Effective Date.

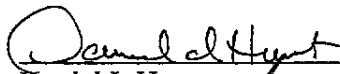
THIRD: As of the Effective Date, the issued and outstanding shares of the capital stock of Parent and Subsidiary shall become and be converted into shares of stock of the Surviving Corporation or be canceled as follows: (A) the one thousand (1,000) shares of common stock of Parent that are presently owned by LST and are outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action by the holder thereof, be and become one thousand (1,000) shares of common stock of the Surviving Corporation; and (B) the certificate representing the fifty (50) shares of Subsidiary stock outstanding and presently owned by Parent shall be canceled. At and after the Effective Date, the Surviving Corporation shall possess all the rights, privileges, immunities, powers, and purposes, of each of Parent and Subsidiary; all the property, real and personal, shall vest in the Surviving Corporation without further act or deed; and the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of Parent and Subsidiary.

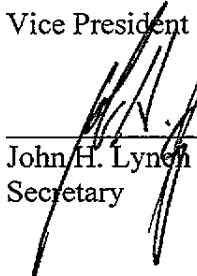
FOURTH: As of the Effective Date, the Articles of Incorporation and the Bylaws of the Surviving Corporation shall be in the form of the existing Articles of Incorporation and Bylaws of Parent.

FIFTH: The shareholders of Subsidiary, who, except for the applicability of Section 607.1104 of the Act, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Act, may be entitled, if such shareholders comply with the provisions of the Act regarding the rights of dissenting shareholders, to be paid the fair value for their shares.

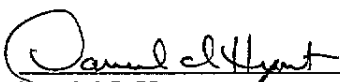
IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed on its behalf by its duly authorized officers, as of the day and year first written above.

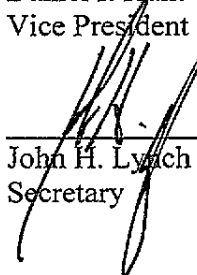
LODESTAR TOWERS, INC.

By: 
Daniel I. Hunt
Vice President

By: 
John H. Lynch
Secretary

LODESTAR TOWER VIRGINIA, INC.

By: 
Daniel I. Hunt
Vice President

By: 
John H. Lynch
Secretary