

**JOHN D. PETTIGREW**  
**ATTORNEY AT LAW**

**MAIN OFFICE:**

2620 MANATEE AVENUE WEST  
SUITE E  
BRADENTON, FLORIDA 34205

PHONE (941) 745-3100  
FACSIMILE (941) 745-3106

PLEASE RESPOND TO BRADENTON

**BRANCH OFFICE:**

503 MANATEE AVENUE  
SUITE C  
HOLMES BEACH, FLORIDA 34217

PHONE (941) 778-0120

January 24, 1997

**H59261**

Secretary of State  
Division of Corporations  
**ATTN: MERGER DEPARTMENT**  
409 East Gaines Street  
Tallahassee, FL 32301

400002069784--9  
-01/28/97--01047--002  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Merger for Hoffner, King and Hammer, P.A. and Varnadore, Tyler, Hoffner, King, Hawthorne, Hammer and Stathis, P.A.

Dear Sir/Madam:

Enclosed please find the original Articles of Merger for Hoffner, King and Hammer, P.A. and Varnadore, Tyler, Hoffner, King, Hawthorne, Hammer and Stathis, P.A., to be submitted for filing with the attached Plan of Merger and copies of the Minutes and Resolutions of each corporation authorizing same.

Please also find enclosed my firm check in the sum of \$122.50, to cover the filing fees and the cost of one certified copy of the Articles of Merger.

Also enclosed is a copy of the Articles of Merger to be certified and returned to the above law office.

Please advise if additional information is needed, and thank you for your cooperation and assistance with regard to this matter.

Sincerely,

  
John D. Pettigrew

**EFFECTIVE DATE**  
**1-31-97**

JDP/ted

Enclosures

vhkh.cor/23

*Teresa Dahlguis*  
**GAVE**  
**AUTHORIZATION BY PHONE TO**

**CORRECT** *the and to in survival corp*

**DATE** *Jan 31 1997*

**DOC. EXAM.** *Jan 31 1997*

**FILED**  
**SECRETARY OF STATE**  
**DIVISION OF CORPORATIONS**  
**97 JAN 27 PM 2:17**  
**TLA Jan 31 1997**

**ARTICLES OF MERGER  
Merger Sheet**

-----  
**MERGING:**

**HOFFNER, KING AND HAMMER, P.A., a Florida corporation, P96000101834**

**INTO**

**VARNAORE, TYLER, HOFFNER, KING, HAWTHORNE, HAMMER &  
STATHIS, P.A., a Florida corporation, H59261**

**File date: January 27, 1997, effective January 31, 1997**

**Corporate Specialist: Thelma Lewis**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 27 PM 2:17

## ARTICLES OF MERGER

EFFECTIVE DATE

1-31-97

HOFFNER, KING AND HAMMER, P.A., and VARNADORE, TYLER, HOFFNER, KING, HAWTHORNE, HAMMER & STATHIS, P.A., f/k/a VARNADORE, TYLER AND HAWTHORNE, P.A., both being Professional Service Corporations validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger:

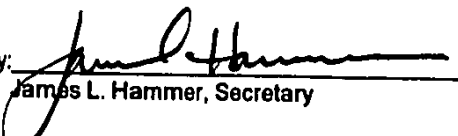
1. The Plan of Merger, a copy of which is attached hereto as Exhibit "A", is made a part hereof by reference. Pursuant to the Plan of Merger, VARNADORE, TYLER, HOFFNER, KING, HAWTHORNE, HAMMER & STATHIS, P.A. will be the name of the surviving corporation.
2. The effective date of the merger is January 31, 1997.
3. All Directors and all Stockholders of HOFFNER, KING AND HAMMER, P.A. adopted the Plan of Merger at a Special Meeting on the 20th day of January, 1997, by unanimous vote of the Directors and a unanimous vote of the Stockholders.
4. All Directors and all Stockholders of VARNADORE, TYLER, HOFFNER, KING, HAWTHORNE, HAMMER & STATHIS, P.A., f/k/a VARNADORE, TYLER AND HAWTHORNE, P.A., adopted the Plan of Merger at a Special Meeting on the 20th day of January, 1997, by unanimous vote of the Directors and a unanimous vote of the Stockholders.

HOFFNER, KING AND HAMMER, P.A.,  
a Florida Professional Service Corporation

VARNADORE, TYLER, HOFFNER, KING,  
HAWTHORNE, HAMMER & STATHIS, P.A.,  
a Florida Professional Service Corporation

By:   
Dale R. Hoffner, President

By:   
N. Donald Varnadore, President

By:   
James L. Hammer, Secretary

By:   
Stathis W. Stathis, Secretary

Corporate Seal

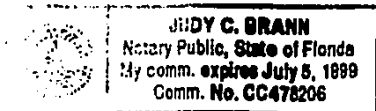
Corporate Seal

STATE OF FLORIDA  
COUNTY OF MANATEE

BEFORE ME personally appeared DALE R. HOFFNER, C.P.A., (personally known to me or who  
has produced \_\_\_\_\_  
as identification and is described in and who executed the foregoing instrument as President, and  
acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 24<sup>th</sup> day of January, 1997.

My Commission Expires:



Judy C. Brann

Notary Public

My Commission Expires: 7/5/99

STATE OF FLORIDA  
COUNTY OF MANATEE

BEFORE ME personally appeared N. DONALD VARNADORE, C.P.A., personally known to me or  
who has produced \_\_\_\_\_ as identification  
and is described in and who executed the foregoing instrument as President, and acknowledged to and  
before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 24<sup>th</sup> day of JANUARY, 1997.

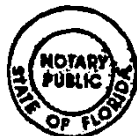
My Commission Expires:

Lori A. Campora

Notary Public

My Commission Expires: \_\_\_\_\_

Vkh.cor\10-11



LORI A. CAMPORA  
My Comm Exp. 3/16/97  
Bonded By Service Inc  
No. CC261403  
☒ Personally Known ☐ Other & C.

## PLAN OF MERGER

HOFFNER, KING AND HAMMER, P.A., a Florida Professional Service Corporation and VARNADORE, TYLER, HOFFNER, KING, HAWTHORNE, HAMMER & STATHIS, P.A., f/k/a VARNADORE, TYLER AND HAWTHORNE, P.A., a Florida Professional Service Corporation, hereby adopt the following Plan of Merger pursuant to Florida Statute 607.1101.

1. The name of each corporation planning to merge is:
  - a. Hoffner King and Hammer, P.A.
  - b. Varnadore, Tyler, Hoffner, King, Hawthorne, Hammer & Stathis, P.A.
2. The name of the surviving corporation is:
  - a. Varnadore, Tyler, Hoffner, King, Hawthorne, Hammer & Stathis, P.A.
3. The terms and conditions of the merger are:
  - a. Varnadore, Tyler, Hoffner, King, Hawthorne, Hammer and Stathis, P.A., solely in exchange for shares of its voting stock, will acquire all issued and outstanding shares of stock of Hoffner, King and Hammer, P.A. Varnadore, Tyler, Hoffner, King, Hawthorne, Hammer and Stathis, P.A. and Hoffner King and Hammer, P.A. are both Sub-Chapter "S" corporations and Varnadore, Tyler, Hoffner, King, Hawthorne, Hammer and Stathis, P.A. will, immediately after merger, liquidate Hoffner, King and Hammer, P.A. and its assets and do all other acts necessary or appropriate in order that Varnadore, Tyler, Hoffner, King, Hawthorne, Hammer and Stathis, P.A. shall retain its Sub-Chapter "S" status.
  - b. On the effective date of the merger, the separate existence of the absorbed corporation (Hoffner, King and Hammer, P.A.) shall cease, and the surviving corporation (Varnadore, Tyler, Hoffner, King, Hawthorne, Hammer and Stathis, P.A.) shall succeed to all rights, privileges, immunities and all the property, real, personal and mixed, of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.
4. The manner and basis of converting the shares of each corporation is:

Each share of ONE AND NO/100 DOLLAR (\$1.00) par value common stock of Hoffner, King and Hammer, P.A. issued and outstanding on the date of merger shall be converted into 0.587717 shares of the NO PAR VALUE DOLLAR (\$ 0.00) par value common stock of Varnadore, Tyler, Hoffner, King, Hawthorne, Hammer and Stathis, P.A., which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. Fractional shares of the surviving corporation may be issued.
5. The manner and basis of converting rights to acquire shares of each corporation is:

After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On

receipt of such share certificates, the surviving corporation shall issue and exchange therefore certificates for the shares of common stock in the surviving corporation, representing the number of shares, including fractional shares where appropriate, of such stock to which such holder is entitled as provided above.

6. The following are amendments to or a restatement of the Articles of Incorporation of the surviving corporation:

The Articles of Incorporation of the surviving corporation have previously been amended so as to change the name of the surviving corporation to: **VARNAORE, TYLER, HOFFNER, KING, HAWTHORNE, HAMMER STATHIS, P.A.** Otherwise, the Articles of Incorporation of the surviving corporation shall continue to be its Articles of Incorporation following the effective date of the merger without further amendment.

7. The following are amendments, if any, to or a restatement of the By-Laws of the surviving corporation:

The By-Laws of the surviving corporation, Varnadore, Tyler, Hoffner, King, Hawthorne, Hammer and Stathis, P.A., shall continue to be its By-Laws following the effective date of the merger without amendment.

8. The Officers and Directors of the surviving corporation as of the effective date of the merger shall be as follows:

a. Officers:

President:	N. Donald Varnadore
Vice-President:	Lanny W. Tyler
Secretary:	Dale R. Hoffner
Treasurer:	Stam W. Stathis

b. Directors:

N. Donald Varnadore	Jeffrey L. King
Lanny W. Tyler	William H. Hawthorne, Jr.
Dale R. Hoffner	James L. Hammer
Stam W. Stathis	

9. This Plan of Merger shall be submitted for the approval of the Stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before the 20th day of January, 1997, or at such other time as to which the Boards of Directors of the constituent corporations may agree.


10. The effective date of the merger shall be January 31, 1997.

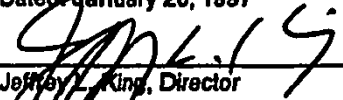
11. Other provisions relating to the merger: NONE


12. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

The Plan of Merger set forth above has been unanimously approved at Special Meetings of the Directors of Hoffner, King and Hammer, P.A. and Varnadore, Tyler, Hoffner, King, Hawthorne, Hammer and Stathis, P.A.:

HOFFNER, KING AND HAMMER, P.A.,  
a Florida Professional Service Corporation

  
Dale R. Hoffner, Director  
Dated: January 20, 1997


  
Jeffrey L. King, Director  
Dated: January 20, 1997

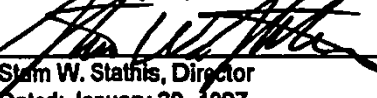
  
James L. Hammer, Director  
Dated: January 20, 1997

VARNADORE, TYLER, HOFFNER, KING,  
HAWTHORNE, HAMMER AND STATHIS, P.A.  
a Florida Professional Service Corporation

  
N. Donald Varnadore, Director  
Dated: January 20, 1997

  
Lanny W. Tyler, Director  
Dated: January 20, 1997

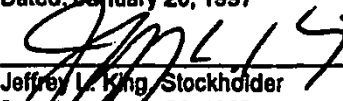
  
William H. Hawthorne, Jr., Director  
Dated: January 20, 1997


  
Stam W. Stathis, Director  
Dated: January 20, 1997

The Plan of Merger set forth above has been unanimously approved by all of the Stockholders of Hoffner, King and Hammer, P.A. and Varnadore, Tyler, Hoffner, King, Hawthorne, Hammer and Stathis, P.A.

HOFFNER, KING AND HAMMER, P.A.,  
a Florida Professional Service Corporation

  
Dale R. Hoffner, Stockholder  
Dated: January 20, 1997


  
Jeffrey L. King, Stockholder  
Dated: January 20, 1997


  
James L. Hammer, Stockholder  
Dated: January 20, 1997

VARNADORE, TYLER, HOFFNER, KING,  
HAWTHORNE, HAMMER AND STATHIS, P.A.  
a Florida Professional Service Corporation

  
N. Donald Varnadore, Stockholder  
Dated: January 20, 1997

  
Lanny W. Tyler, Stockholder  
Dated: January 20, 1997

  
William H. Hawthorne, Jr., Stockholder  
Dated: January 20, 1997

  
Stam W. Stathis, Stockholder  
Dated: January 20, 1997

**MINUTES OF SPECIAL MEETING OF STOCKHOLDERS AND DIRECTORS**

**OF**  
**HOFFNER, KING AND HAMMER, P.A.**

The Special Meeting of the Stockholders and Directors of Hoffner, King and Hammer, P.A., a Florida Professional Service Corporation, was held at the offices of the corporation on the 20th day of January, 1997.

Present were:

Dale R. Hoffner, Jeffrey L. King and James L. Hammer.

constituting all of the Stockholders and Directors of said corporation.

Dale R. Hoffner, President of the corporation, presided as Chairman of the meeting, and the Secretary, James L. Hammer, acted as such for the meeting.

The Chairman called the meeting to order and stated that a quorum of Stockholders and Directors were present for the conduct of business before the meeting. The Secretary thereupon presented and read the Waiver of Notice to the meeting duly signed by all of the Stockholders and Directors, which was ordered to be made a part of the Minutes of the Meeting.

The Chairman then said that the Board of Directors had adopted a Plan of Merger and was submitting the plan to the Stockholders for their approval. The Board of Directors recommends the Plan of Merger. A copy of the Plan of Merger was submitted to the Stockholders and ordered to be made a part of the Minutes of the Meeting.

Upon Motion duly made, seconded and unanimously carried, it was


RESOLVED, as follows:

1. That the corporation adopt the Plan of Merger presented to this meeting, a copy of which document is attached hereto and made a part of these Minutes.
2. That the President and Secretary be and they hereby are authorized and directed to execute Articles of Merger, a copy of which document is attached hereto and made a part of these Minutes, jointly with Varnadore, Tyler, Hoffner, King, Hawthorne, Hammer and Stathis, P.A., a Florida Professional Service Corporation, and to have said document filed in the office of the Secretary of State, Division of Corporation, in Tallahassee, Florida.
3. That the President and Secretary be and they hereby are authorized and directed to pay any and all legal and other fees and costs and to take all action and execute any further documents that may be necessary to effectuate and implement the proposed merger.
4. The Officers of the corporation be and they hereby are authorized and directed, if such action is necessary, to pay to any dissenting Stockholder(s) the fair value of their stock pursuant to Section 607.1320 of the Florida Statutes.



There being no further business, it was on Motion duly made, seconded and carried, adjourned.

  
Dale R. Hoffner, Chairman

  
James L. Hammer, Secretary

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**WAIVER OF NOTICE OF SPECIAL MEETING OF STOCKHOLDERS AND DIRECTORS**  
**OF**  
**HOFFNER, KING AND HAMMER, P.A.**

The undersigned, being all of the Stockholders and Directors of Hoffner, King and Hammer, P.A., a Florida Professional Service Corporation organized under the laws of the State of Florida, do hereby waive all the statutory requirements as to notice of the time, place and purpose of the Special Meeting of the Stockholders and Directors of said corporation for the purpose of considering a Plan of Merger and the publication thereof and consent that the meeting shall be held at the offices of the corporation on the 20th day of January, 1997, at 5:00 o'clock P.M., of that day, and consent to the transaction of any and all business that may properly come before said meeting.

  
\_\_\_\_\_  
Dale R. Hoffner, Stockholder

  
\_\_\_\_\_  
Dale R. Hoffner, Director

  
\_\_\_\_\_  
Jeffrey L. King, Stockholder

  
\_\_\_\_\_  
Jeffrey L. King, Director

  
\_\_\_\_\_  
James L. Hammer, Stockholder

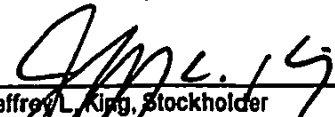
  
\_\_\_\_\_  
James L. Hammer, Director


**RATIFICATION OF MINUTES**

WE, the undersigned, being all of the Directors and Stockholders of Hoffner, King and Hammer, P.A., a Florida Professional Service Corporation, do hereby ratify, approve and confirm all that has occurred at the Special Meeting of Stockholders and Directors on the 20th day of January, 1997 at the offices of the corporation, the Minutes of which we have read and in signification of such approval, ratification and confirmation and of our assent to any and all acts at the said meeting, do hereby sign our names and affix our seals.

  
Dale R. Hoffner, Stockholder

  
Dale R. Hoffner, Director

  
Jeffrey L. King, Stockholder

  
Jeffrey L. King, Director

  
James L. Hammer, Stockholder

  
James L. Hammer, Director

**MINUTES OF SPECIAL MEETING OF STOCKHOLDERS AND DIRECTORS**  
**OF**  
**VARNADORE, TYLER, HOFFNER, KING, HAWTHORNE, HAMMER AND STATHIS, P.A.**

The Special Meeting of the Stockholders and Directors of Varnadore, Tyler, Hoffner, King, Hawthorne, Hammer and Stathis, P.A., a Florida Professional Service Corporation, was held at the offices of the corporation on the 20th day of January, 1997.

Present were:

N. Donald Varnadore, Lanny W. Tyler, William H. Hawthorne, Jr., and Stam W. Stathis

constituting all of the Stockholders and Directors of said corporation.

N. DONALD VARNADORE, President of the corporation, presided as Chairman of the meeting, and the Secretary, STAM W. STATHIS, acted as such for the meeting.

The Chairman called the meeting to order and stated that a quorum of Stockholders and Directors were present for the conduct of business before the meeting. The Secretary thereupon presented and read the Waiver of Notice to the meeting duly signed by all of the Stockholders and Directors, which was ordered to be made a part of the Minutes of the Meeting.

The Chairman then said that the Board of Directors had adopted a Plan of Merger and was submitting the plan to the Stockholders for their approval. The Board of Directors recommends the Plan of Merger. A copy of the Plan of Merger was submitted to the Stockholders and ordered to be made a part of the Minutes of the Meeting.

Upon Motion duly made, seconded and unanimously carried, it was

RESOLVED, as follows:

1. That the corporation adopt the Plan of Merger presented to this meeting, a copy of which document is attached hereto and made a part of these Minutes.
2. That the President and Secretary be and they hereby are authorized and directed to execute Articles of Merger, a copy of which document is attached hereto and made a part of these Minutes, jointly with Hoffner, King and Hammer, P.A., a Florida Professional Service Corporation, and to have said document filed in the office of the Secretary of State, Division of Corporation, in Tallahassee, Florida.
3. That the President and Secretary be and they hereby are authorized and directed to pay any and all legal and other fees and costs and to take all action and execute any further documents that may be necessary to effectuate and implement the proposed merger.
4. The Officers of the corporation be and they hereby are authorized and directed, if such action is necessary, to pay to any dissenting Stockholder(s) the fair value of their stock pursuant to Section 607.1320 of the Florida Statutes.

There being no further business, it was on Motion duly made, seconded and carried, adjourned.

  
Stam W. Stathis, Secretary  
N. Donald Varnadore, Chairman

Vkh.cor\15-16

**WAIVER OF NOTICE OF SPECIAL MEETING OF STOCKHOLDERS AND DIRECTORS**


**OF**


**VARNAORE, TYLER, HOFFNER, KING, HAWTHORNE, HAMMER AND STATHIS, P.A.**

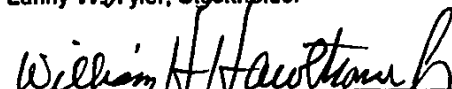
The undersigned, being all of the Stockholders and Directors of Varnadore, Tyler, Hoffner, King, Hawthorne, Hammer and Stathis, P.A., a Florida Professional Service Corporation organized under the laws of the State of Florida, do hereby waive all the statutory requirements as to notice of the time, place and purpose of the Special Meeting of the Stockholders and Directors of said corporation for the purpose of considering a Plan of Merger and the publication thereof and consent that the meeting shall be held at the offices of the corporation on the 20th day of January, 1997, at 5:00 o'clock P.M., of that day, and consent to the transaction of any and all business that may properly come before said meeting.

  
N. Donald Varnadore, Stockholder

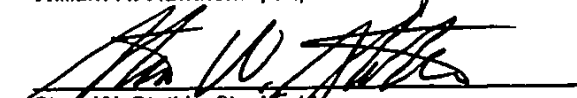
  
N. Donald Varnadore, Director

  
Lanny W. Tyler, Stockholder

  
Lanny W. Tyler, Director

  
William H. Hawthorne, Jr., Stockholder

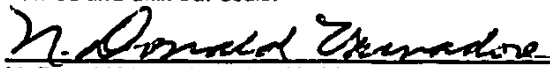
  
William H. Hawthorne, Jr., Director

  
Stan W. Stathis, Stockholder

  
Stan W. Stathis, Director

### RATIFICATION OF MINUTES

WE, the undersigned, being all of the Directors and Stockholders of Varnadore, Tyler and Hawthorne, P.A., a Florida Professional Service Corporation, do hereby ratify, approve and confirm all that has occurred at the Special Meeting of Stockholders and Directors on the 20th day of January, 1997, at the offices of the corporation, the Minutes of which we have read and in signification of such approval, ratification and confirmation and of our assent to any and all acts at the said meeting, do hereby sign our names and affix our seals.

  
N. Donald Varnadore, Stockholder

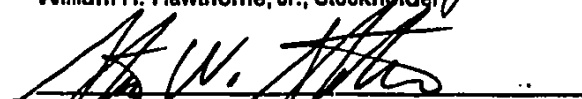
  
N. Donald Varnadore, Director

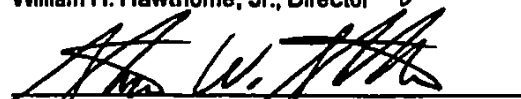
  
Lanny W. Tyler, Stockholder

  
Lanny W. Tyler, Director

  
William H. Hawthorne, Jr., Stockholder

  
William H. Hawthorne, Jr., Director

  
Stam W. Stathis, Stockholder

  
Stam W. Stathis, Director