

J11888



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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Gerico Consultants Inc.

Merger

EFFECTIVE DATE
5/1/98

- ☐ Walk In
- ☐ Mail Out
- ☐ Will Wait
- ☐ Photocopy

- ☐ Pick Up Time Availability 4/30/98
- ☐ Certified Copy

RUSH

- Document Examiner Don
- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ ARTICLES ONLY
- ☐ ALL CHARTER DOCS
- Acknowledgement Don
- W.P. Verifier Don

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- ☐ Certificate of FICTITIOUS NAME
- ☐ FICTITIOUS NAME SEARCH
- ☐ CORP SEARCH

RECEIVED
98 APR 29 PM 4:48
DEPARTMENT OF STATE
VISION OF CORPORATIONS
TALLAHASSEE, FL 32301

Ordered By: _____

Date: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

JERICO CONSULTANTS, INC., a Florida corporation J11888
,

INTO

JERICO CONSULTANTS, INC., a Georgia corporation not qualified in Florida.

File date: April 29, 1998, effective May 1, 1998

Corporate Specialist: Annette Hogan

EFFECTIVE DATE
5/1/98

ARTICLES OF MERGER

OF

JERICO CONSULTANTS, INC. (A FLORIDIA CORPORATION)

AND

JERICO CONSULTANTS, INC. (A GEORGIA CORPORATION)

FILED
98 APR 29 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger:

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging Jerico Consultants, Inc., a Florida corporation, with and into Jerico Consultants, Inc., a Georgia corporation.

SECOND: The shareholders entitled to vote on the aforesaid Plan of Merger of Jerico Consultants, Inc., a Florida corporation, approved and adopted the Plan of Merger by unanimous written consent effective April 22, 1998 in accordance with the Florida Business Corporation Act.

THIRD: The shareholders of Jerico Consultants, Inc., a Georgia corporation, entitled to vote on the aforesaid Plan of Merger approved and adopted the

Plan of Merger by written consent given by them on April 22, 1998 in accordance with the provision of Section 607.0704 of the Florida Business Corporation Act.

FOURTH: The merger of Jerico Consultants, Inc, a Florida corporation, with and into Jerico Consultants, Inc., a Georgia corporation, is permitted by the laws of the jurisdiction of organization of Jerico Consultants, Inc., a Georgia corporation and has been authorized in compliance with said laws.

Executed on this 22nd day of April, 1998.

JERICO CONSULTANTS, INC.
(A Florida Corporation)

By: 
David W. Hauck, President

ATTEST:


Gary E. Snyder, Secretary

JERICO CONSULTANTS, INC.
(A Georgia Corporation)

By: 
David W. Hauck, President

ATTEST:


Gary E. Snyder, Secretary

PLAN OF MERGER

THIS PLAN OF MERGER (the "Agreement") is made this 22nd day of April, 1998 by and among: JERICO CONSULTANTS, INC., a Florida corporation; and JERICO CONSULTANTS, INC., a Georgia corporation (collectively referred to herein as the "Constituent Corporations").

RECITALS:

A. The Boards of Directors of the Constituent Corporations have resolved that: Jerico Consultants, Inc., a Florida corporation, and Jerico Consultants, Inc., a Georgia corporation, be merged under and pursuant to the Florida Business Corporation Act and the Georgia Business Corporation Code into a single corporation existing under the laws of the State of Georgia, to wit, Jerico Consultants, Inc., a Georgia corporation, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation");

B. The authorized capital stock of Jerico Consultants, Inc., a Florida corporation, consists of 7,500 shares of Common Stock (no class or series), par value of One Dollar (\$1.00) per share ("Jerico/FL Common Stock") of which 2,000 shares are issued and outstanding, and which are owned as follows: 1,000 shares by Richard Schapiro, an individual residing in Boca Raton, Florida ("Schapiro") and 1,000 shares by Marguerite J. Hauck, an individual residing in Atlanta, Georgia ("M. J. Hauck").

C. The authorized capital stock of Jerico Consultants, Inc., a Georgia corporation, consists of 7,500 shares of Common Stock (no class or series), par value of One Dollar (\$1.00) per share ("Jerico/GA Common Stock") of which 2,000 shares are issued and outstanding, and which are owned as follows: 1,000 shares by Richard Schapiro, an individual residing in Boca Raton, Florida ("Schapiro") and 1,000 shares by Marguerite J. Hauck, an individual residing in Atlanta, Georgia ("M.J. Hauck");

D. The respective Boards of Directors of the Constituent Corporations have approved the Merger (as hereinafter defined) upon the terms and conditions hereinafter set forth and have approved this Agreement;

E. All issued and outstanding shares of the Common Stock of the Constituent Corporations are entitled to vote with respect to the Merger.

NOW, THEREFORE, in consideration of the Recitals and the mutual agreements, provisions and covenants herein contained, the parties hereto hereby agree in accordance with the Florida Business Corporation Act and the Georgia Business Corporation Code, that the Constituent Corporations shall be at the Effective Date (as hereinafter defined) merged into a single corporation existing under the laws of the State of Georgia, to wit, Jerico Consultants, Inc., which shall be the Surviving Corporation (the "Merger"), and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the Merger and the mode of carrying the same into effect.

1. FILINGS; EFFECTS OF MERGER

1.1 Filing of Certificate of Merger; Effective Date. If this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by law or by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the Georgia Business Corporation Code. The Merger shall become effective at 12:01 A.M., E.S.T. on May 1, 1998 (the "Effective Date").

1.2 Certain Effects of Merger. On the Effective Date, the separate existence of Jerico Consultants, Inc., a Florida corporation, shall be merged into Jerico Consultants, Inc., a Georgia corporation, which, as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties, of the Constituent Corporations; and all and singular, the rights, privileges, powers and franchises of the Constituent Corporations and all property, real, personal and mixed, and all debts due to the Constituent Corporations on whatever account, as well as stock subscriptions and all other things in action or belonging to the Constituent Corporations shall be vested in the Surviving Corporation as effectually the property of the Surviving Corporation as they were of the Constituent Corporations and the title to any real estate vested by deed or otherwise, under the laws of the State of Georgia and Florida or any other jurisdiction, in the Constituent Corporations shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of the Constituent Corporations or the corresponding officers of the Surviving Corporation may, in the name of the Constituent Corporations, execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all property, rights, privileges, powers, franchises, immunities and interests of the Constituent Corporations and otherwise to carry out the purposes of this Agreement.

2. NAME OF SURVIVING CORPORATION; ARTICLES OF INCORPORATION; BYLAWS

2.1 Name of Surviving Corporation. The name of the Surviving Corporation is Jerico Consultants, Inc., a Georgia corporation.

2.2 Articles of Incorporation. The Articles of Incorporation of Jerico Consultants, Inc., a Georgia corporation, as in effect on the date hereof shall, from and after the Effective Date, be, and continue to be, the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law. No amendments or changes in the Articles of Incorporation of the Surviving Corporation will be effected by the Merger.

2.3 Bylaws. The Bylaws of Jerico Consultants, Inc., a Georgia corporation, as in effect on the date hereof shall, from and after the Effective Date, be, and continue to be, the Bylaws of the Surviving Corporation until changed or amended as provided by law.

3. STATUS AND CONVERSION OF SECURITIES.

The effects on the capital stock of the Constituent Corporations as a result of the Merger are as follows:

3.1 Jerico/FL Common Stock. Each share of Jerico/FL Common Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and retired and cease to exist without any conversion thereof.

3.2 Jerico/GA Common Stock. All issued and outstanding shares of Jerico/GA Common Stock held by Schapiro and M. J. Hauck. immediately before the Effective Date shall continue unchanged as outstanding shares of the Surviving Corporation.

4. MISCELLANEOUS

4.1 Termination. This Agreement may be terminated and the proposed Merger

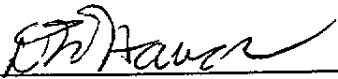
abandoned at any time before the filing of the Certificate of Merger if the Board of Directors of the Constituent Corporations duly adopt a resolution abandoning this Agreement.

4.2 Principal Office. The principal office of the Surviving Corporation in Georgia shall be One.Buckhead Plaza, 3060 Peachtree Road – Suite 1100, Atlanta, Fulton County, Georgia 30305.

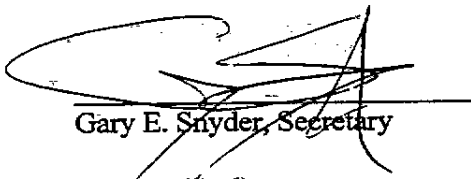
4.3 Counterparts. For the convenience of the parties hereto and to facilitate the filing of this Agreement, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the Constituent Corporations on the date first above written.

JERICO CONSULTANTS, INC.
(a Florida corporation)

By: 
David W. Hauck, President

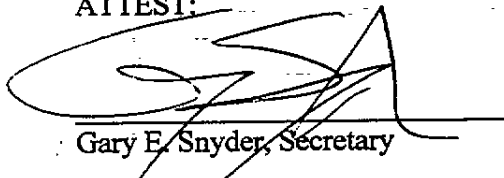
ATTEST:


Gary E. Snyder, Secretary
(Seal)

JERICO CONSULTANTS, INC.
(a Georgia corporation)

By: 
David W. Hauck, President

ATTEST:


Gary E. Snyder, Secretary
(Seal)