

J52259

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CAMA ACQUISITION, INC., a Florida corporation, #P97000027178

INTO

CAMA OF TAMPA, INC., a Florida corporation, J52259.

File date: May 19, 1997

Corporate Specialist: Karen Gibson

Document Number Only

J5 2259

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

300002182003-7
-05/13/97-01063-032
*****70.00 *****70.00

Cama Acquisition, Inc.

merged into:

Cama of Tampa, Inc.

97 MAY 19 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

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CR2E031 (1-89)

ARTICLES OF MERGER OF
CAMA ACQUISITION, INC.
AND
CAMA OF TAMPA, INC.

FILED
97 MAY 19 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I

The Plan of Merger for the merger of Cama Acquisition, Inc. ("Cama Acquisition") with and into Cama of Tampa, Inc., ("Cama"), each Florida corporations, in exchange for shares of ICCE, Inc., a Georgia corporation and the sole shareholder of all outstanding shares of Cama Acquisition, is attached hereto as Exhibit A and incorporated herein by this reference.

II

The effective date of the merger shall be the date of the filing of these Articles with the Department of State.

III

The Plan of Merger was duly adopted by the sole shareholder of Cama on 4-15, 1997, and duly adopted by the sole shareholder of Cama Acquisition on 5-16, 1997.

Cama Acquisition, Inc.

By: T. Mann

Timothy Mann, Jr.
President

ATTEST:

By: Glenn W. Sturm

Name: Glenn W. Sturm
Title: Secretary

Cama of Tampa, Inc.

By: Stephen S. Tutwiler

Stephen S. Tutwiler
President

ATTEST:

By: C. Russell Pickering

Name: C. Russell Pickering
Title: ~~Secretary~~
Assistant Secretary

PLAN OF MERGER

A. Merger. Subject to the terms and conditions hereof and the provisions of the Florida Business Corporation Act (the "Act"), Cama Acquisition, Inc., a Florida corporation ("Cama Acquisition"), shall be merged with and into Cama of Tampa, Inc., a Florida corporation ("Cama"), (the "Merger"). Cama shall be the surviving corporation, shall continue its existence under the name of "Cama of Tampa, Inc.", and shall succeed to and possess all of the assets, rights, liabilities and debts of Cama Acquisition.

B. Effective Time of the Merger. The Merger shall become effective at such time as the Articles of Merger (i) have been executed by Cama and Cama Acquisition in accordance with the applicable provisions of the Act, (ii) have been duly filed with the Department of State and (iii) have become effective in accordance with their terms and the Act (the "Effective Time of the Merger").

C. Effect of the Merger. Upon consummation of the Merger:

1. the Articles of Incorporation of Cama then in effect shall remain the Articles of Incorporation of Cama following the Merger;

2. the Bylaws of Cama then in effect shall remain the Bylaws of Cama following the Merger;

3. the officers of Cama immediately prior to the Effective Time of the Merger shall continue as the officers of Cama following the Merger in the same capacity or capacities;

4. the assets, liabilities, and debts of Cama shall remain the assets, liabilities, and debts of Cama following the Merger.

D. Certain Information With Respect to the Capital Stock of Cama, Cama Acquisition, and ICCE. The respective designations and numbers of outstanding shares and voting rights of each class of outstanding capital stock of Cama and of ICCE as of the date of this Agreement are as follows:

1. The authorized capital stock of Cama consists of 10,000 shares of common stock, \$1.00 par value, all of which are issued and outstanding.

2. The authorized capital stock of ICCE consists of 45 million shares of ICCE common stock, no par value, of which no shares are issued and outstanding, and 5 million shares of preferred stock, no par value, of which no shares are issued and outstanding.

3. The authorized capital stock of Cama Acquisition consists of 10,000 shares of common stock, no par value, 1,000 of which are issued and outstanding and owned by ICCE.

E. Conversion of Outstanding Shares. At the Effective Time of the Merger, all of the stock of Cama issued and outstanding immediately prior to the Effective Time of the Merger (the "Cama Stock") shall be converted into a total of 131,143 shares of ICCE Stock according to the following conversion ratio (the "Conversion Ratios"):

1. Each outstanding share of common stock of Cama shall be converted into 13.1143 shares of ICCE Stock; and

2. Each outstanding share of common stock of Cama Acquisition shall be converted into one share of Cama common stock.

F. No Fractional Shares. No fractional shares shall be issued pursuant to the Merger. To the extent the Shareholder is entitled to receive a fractional share of ICCE Stock pursuant to Section 3.1 above, the number of shares of ICCE Stock that the Shareholder shall be entitled to receive shall be rounded down to the next lower whole number.

G. Treasury Shares. All shares of stock that are held by Cama as treasury stock shall be retired and canceled and no shares of ICCE Stock or other consideration shall be delivered or paid in exchange therefor.

H. Change in Number of Shares. (a) If, prior to the Closing Date, there occurs an increase, decrease, or other change in the number of outstanding shares of any of the Cama Stock as a result of a stock split, stock dividend, reverse stock split, or other similar event, the Conversion Ratio under which shares of such Cama Stock may be converted into the right to receive shares of ICCE common stock shall be proportionally adjusted so that the aggregate number of shares of ICCE Stock to be issued in the Merger and to be received by the Shareholder remains the same.

(b) If, prior to the Closing Date, there occurs an increase, decrease, or other change in the number of outstanding shares of ICCE Stock as a result of a stock split, stock dividend, reverse stock split, or other similar event, the Conversion Ratio under which shares of Cama Stock may be converted into the right to receive shares of ICCE Stock shall be proportionally adjusted so that the ownership interest of the Shareholder in ICCE shall remain the same. Nothing in the foregoing shall be deemed to prohibit ICCE from taking any and all such steps as are reasonably necessary to pursue and consummate such other business reorganizations, mergers, acquisitions or securities distributions as ICCE's management or its Board of Directors shall deem to be in the best interests of ICCE and its shareholders.

2.5 Rights of Cama Shareholders. All ICCE Stock received by the Shareholders pursuant to this Plan shall, except for restrictions on resale or transfer described in any agreement among the parties hereof, have the same rights as all outstanding shares of ICCE Stock prior to the Merger, including all voting rights.