

J64457

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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☒ **FILING**

MERCY

1.) Freedom Group-Lake Seminole Square, Inc. (F)
(CORPORATE NAME & DOCUMENT #)

Info

2.) _____
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SPECIAL INSTRUCTIONS

RECEIVED
OCT 20 AM 9:11
98 OCT 20 PM 2:41
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 20, 1998

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: FREEDOM GROUP - LAKE SEMINOLE SQUARE, INC.
Ref. Number: J64457

We have received your document for FREEDOM GROUP - LAKE SEMINOLE SQUARE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the person signing the document must be typed or printed beneath or opposite the signature.

Please include the exhibit(s) referred to in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 398A00051724

ARTICLES OF MERGER
Merger Sheet

MERGING:

FREEDOM GROUP-LAKE SEMINOLE SQUARE, INC., a Florida corporation,
J64457

INTO

FREEDOM GROUP-LAKE SEMINOLE SQUARE, INC., a Tennessee
corporation not qualified in Florida.

File date: October 20, 1998

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER
OF
FREEDOM GROUP-LAKE SEMINOLE SQUARE, INC. (FL)
WITH AND INTO
FREEDOM GROUP-LAKE SEMINOLE SQUARE, INC. (TN)**

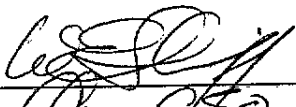
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), Freedom Group-Lake Seminole Square, Inc., a Florida Corporation ("FGLSS-FL"), and Freedom Group-Lake Seminole Square, Inc., a Tennessee Corporation ("FGLSS-TN"), collectively referred to as the "Merging Corporations," adopt the following Articles of Merger for the purpose of merging FGLSS-FL with and into FGLSS-TN, with FGLSS-TN being the surviving corporation (the "Merger").


1. The Plan of Merger approved by each of the Merging Corporations is attached hereto as Exhibit A.
2. The effective date of the Merger shall be the later of the date Articles of Merger are filed with the Secretary of State of the State of Tennessee or the date of filing hereof.
3. Approval of the Plan of Merger by the shareholders of FGLSS-TN is not required by the Tennessee Business Corporation Act. The Plan of Merger was approved by the sole director of FGLSS-TN on October 14, 1998.
4. The Plan of Merger was approved by the shareholders of FGLSS-FL on October 14, 1998.

Dated as of October 14, 1998.

FREEDOM GROUP-LAKE SEMINOLE SQUARE, INC.,
a Florida corporation

By:  W.E. SHERIFF
Title: Chairman - CEO

FREEDOM GROUP-LAKE SEMINOLE SQUARE, INC.,
a Tennessee corporation

By: 
Title: Chairman - CEO

**PLAN OF MERGER
OF
FREEDOM GROUP-LAKE SEMINOLE SQUARE, INC. (FL)
WITH AND INTO
FREEDOM GROUP-LAKE SEMINOLE SQUARE, INC. (TN)**

1. Constituent Corporations: Surviving Corporations. The corporations proposing to merge are Freedom Group-Lake Seminole Square, Inc., a Tennessee corporation ("FG-LSS-TN"), and Freedom Group-Lake Seminole Square, Inc., a Florida corporation ("FG-LSS-FL"). FG-LSS-FL proposes to merge with and into FG-LSS-TN, with FG-LSS-TN being the "Surviving Corporation" (the "Merger"). The Surviving Corporation's name shall be Freedom Group-Lake Seminole Square, Inc.
2. Terms and Conditions of Merger. The Merger will become effective upon the later of the filing of the Articles of Merger (the "Articles of Merger") in the office of the Secretary of State of the State of Tennessee or the filing of the Articles of Merger in the office of the Secretary of State of the State of Florida (the "Effective Time").
 - a. Continuation of FG-LSS-TN. The name, identity, purpose, existence, rights, privileges, powers, franchises, properties, and assets of FG-LSS-TN shall continue unaffected and unimpaired by the Merger.
 - b. Termination of Existence of FG-LSS-FL. Following the effectiveness of the Merger, the separate existence of FG-LSS-FL shall cease, and all rights, privileges, powers, properties, and assets of FG-LSS-FL shall be vested in FG-LSS-TN and shall be effectively the property of FG-LSS-TN as they were of FG-LSS-FL.
3. Organization of Surviving Corporation.
 - a. Governing Documents. The Charter of FG-LSS-TN shall be the Charter of the Surviving Corporation (the "Charter"), and the Bylaws of FG-LSS-TN shall be the Bylaws of the Surviving Corporation (the "Bylaws"), at and after the Effective Time.
 - b. Directors and Officers. The directors and officers of FG-LSS-TN shall be the directors and officers of the Surviving Corporation immediately at and after the Effective Time. Each such director and officer shall hold such office until his successor has been elected or appointed and qualified to serve, or as otherwise provided by the Charter or Bylaws.

4. Conversion of Common Stock. At the Effective Time, each issued and outstanding share of the common stock of FG-LSS-FL shall not be converted into shares of FG-LSS-TN capital stock but shall be cancelled, and the outstanding capital stock of FG-LSS-TN shall not be changed, but shall be and remain the same as before the Effective Time.