

Document Number Only

J84075

C T Corporation System...

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

FILED  
98 OCT 30 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IPA Acquisition Corp.

6000002677256--0

-11/02/98-01001-029

merging into:

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Item Processing of America, Inc

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

Effective 10/31/98

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Other UCC-1 / UCC-3

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ After 4:30

☒ Pick Up

Name  
Availability

Document  
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

10/30

EFFECTIVE DATE

10-31-98

PLEASE RETURN EXTRA COPY(S)

FILE STAMPED

THANKS

CONNIE

RECEIVED  
98 OCT 30 PM 3:13



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

*Walk-In  
Pick up*

*Please back date*

November 2, 1998

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: ITEM PROCESSING OF AMERICA, INC.  
Ref. Number: J84075

We have received your document for ITEM PROCESSING OF AMERICA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

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: 198A00053346

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98 NOV -2 PM 2:29

FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
Merger Sheet**

-----  
**MERGING:**

**IPA ACQUISITION CORP.,** a Florida corporation, P98000089405

**INTO**

**ITEM PROCESSING OF AMERICA, INC.,** a Florida corporation, J84075

File date: October 30, 1998, effective October 31, 1998

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER**  
**OF**  
**ITEM PROCESSING OF AMERICA, INC.,**  
**A Florida corporation**  
**(the surviving corporation)**

**AND**

**IPA ACQUISITION CORP.,**  
**A Florida corporation**

**FILED**  
98 OCT 30 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**  
10-31-98

Pursuant to the provisions of the Florida Business Corporation Act, the corporations herein named do hereby adopt the following Articles of Merger.

1.

Annexed hereto as Exhibit "A" and made a part hereof is the Plan of Merger for merging **IPA ACQUISITION CORP.**, a Florida corporation ("Acquisition Corp."), with and into **ITEM PROCESSING OF AMERICA, INC.**, a Florida corporation ("IPA"), as adopted by the Board of Directors of IPA on October 13, 1998, and as adopted by the Board of Directors of Acquisition Corp. on October 23, 1998.

2.

The shareholders of IPA entitled to vote thereon approved and duly adopted the Plan of Merger on October 23, 1998. The sole shareholder of Acquisition Corp. approved and duly adopted the Plan of Merger on October 23, 1998.

3.

The merger of Acquisition Corp. with and into IPA is permitted by the laws of Florida (the jurisdiction of organization of both IPA and Acquisition Corp.) and has been authorized in compliance with such laws.

4.

The effective date of the merger shall be October 31, 1998.

IN WITNESS WHEREOF, the undersigned corporations have executed these Articles of Merger this 30 day of October, 1998.

Item Processing of America, Inc.,  
a Florida corporation

By: 

Print Name: Robert L. Jackson  
Its: President

Attest: 

Print Name: Norman S. Edelcup  
Its: Secretary

[CORPORATE SEAL]

IPA Acquisition Corp.,  
a Florida corporation

By: 

Print Name: Donny R. Jackson, President

Attest: 

Print Name: Scott R. Meyerhoff, Secretary

[CORPORATE SEAL]

**Exhibit "A"**

**Plan of Merger**

See attached.

## PLAN OF MERGER

THIS PLAN OF MERGER dated as of October 30, 1998, is between ITEM PROCESSING OF AMERICA, INC., a Florida corporation ("Item Processing"), and IPA ACQUISITION CORP., a Florida corporation ("Acquisition Corp.") (Item Processing and Acquisition Corp. are sometimes referred to collectively as the "Merging Corporations").

### W I T N E S S E T H :

WHEREAS, the respective Boards of Directors of the Merging Corporations deem it advisable and in the best interests of their respective corporations that Item Processing merge with Acquisition Corp., and that Item Processing be the surviving corporation in the merger, and that upon such merger Acquisition Corp.'s existence cease; and

WHEREAS, Acquisition Corp. was organized on October 20, 1998, under the Florida Business Corporation Act (the "Florida Act") and has authorized capital stock consisting of 1,000 shares of common stock, \$0.01 par value per share ("Acquisition Corp. Common Stock"); and

WHEREAS, Item Processing was organized on July 23, 1987, under the Florida Act, continues to be in good standing and subject to the Florida Act, and has authorized capital stock consisting of 500,000 shares of common stock, \$1.00 par value per share ("Item Processing Common Stock"), 12,000 shares of 8.4% non-voting cumulative preferred stock, \$25.00 par value per share ("Item Processing 8.4% Preferred Stock"), and 3,000 shares of 8% cumulative, convertible, redeemable non-voting preferred stock, \$20.00 par value per share ("Item Processing 8% Preferred Stock"); and

WHEREAS, Acquisition Corp. currently has 1,000 shares of Acquisition Corp. Common Stock issued and outstanding, all of which are owned by ProVesa, Inc., a Georgia corporation ("ProVesa"); and

WHEREAS, Item Processing currently has 214,840 shares of Item Processing Common Stock issued and outstanding, no shares of Item Processing 8% Preferred Stock issued and outstanding, 4,000 shares of Item Processing 8.4% Preferred Stock issued and outstanding, and 17,000 options to purchase Item Processing Common Stock issued and outstanding; and

WHEREAS, Section 607.1101 of the Florida Act permits Item Processing to merge with Acquisition Corp.;

NOW, THEREFORE, Item Processing and Acquisition Corp., in consideration of the premises and mutual covenants herein contained, and subject to the approval of this Plan of Merger by the shareholders of each of the Merging Corporations as hereinafter provided, hereby agree that Acquisition Corp. shall be merged with and into Item Processing (the "Merger") in the manner and with the effect provided by the Florida Act, whereupon Acquisition Corp.'s separate existence shall cease and Item Processing (the "Surviving Corporation") shall survive such Merger as a wholly owned subsidiary of ProVesa, and shall continue to exist under, and be

governed by, the Florida Act and other applicable laws, all in accordance with the following provisions:

**1. Names of Merging Corporations and Surviving Corporation.** The names of the corporations proposing to merge are Item Processing of America, Inc. and IPA Acquisition Corp. Item Processing shall be the Surviving Corporation.

**2. Terms and Conditions of Merger.** The terms and conditions of the Merger are as follows:

(a) At the effective time of the Merger, the separate existence and corporate organization of Acquisition Corp. shall cease, except insofar as they may be continued by statute. Except as specifically set forth herein, the identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of Item Processing shall continue unaffected and unimpaired by the Merger and, at the effective time of the Merger, the identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of Acquisition Corp. shall be merged into Item Processing and Item Processing shall, as the Surviving Corporation, be fully vested therewith. Except as otherwise specifically set forth herein, at the effective time of the Merger, Item Processing shall be obligated to perform or pay all obligations and liabilities of Acquisition Corp., which obligations and liabilities Item Processing expressly assumes and agrees to perform or pay, subject to the effectuation of the Merger.

(b) At the effective time of the Merger, the Articles of Incorporation of Acquisition Corp. shall become the Articles of Incorporation of the Surviving Corporation and shall thereafter continue to be the Surviving Corporation's Articles of Incorporation until changed as provided by law.

(c) At the effective time of the Merger, the Bylaws of Acquisition Corp. shall become the Bylaws of the Surviving Corporation and shall thereafter continue to be the Surviving Corporation's Bylaws until changed as provided therein.

(d) At the effective time of the Merger, the directors of the Surviving Corporation shall be John W. Collins, Donny R. Jackson and Farrell S. Mashburn and the officers of Acquisition Corp. shall be the officers of the Surviving Corporation, and shall continue in office in accordance with the Surviving Corporation's Bylaws.

**3. Manner and Basis of Converting Shares.** The manner and basis for converting the shares of the Merging Corporations into shares or securities of the Surviving Corporation are as follows:

(a) At the effective time of the Merger, each share of Item Processing Common Stock which is issued and outstanding at the effective time of the Merger shall be automatically exchanged for \$5.04 per share, each share of Item Processing 8.4% Preferred Stock shall be automatically exchanged for \$26.00 per share, and each outstanding option to purchase Item Processing Common Stock shall be automatically exchanged for \$4.04 per share.



(b) At the effective time of the Merger, each share of Acquisition Corp. Common Stock shall be automatically changed and converted into one share of Surviving Corporation Common Stock. ProVesa shall thereafter own one hundred percent (100%) of the issued and outstanding capital stock of the Surviving Corporation.

**5. Effective Time of Merger.** The effective time of the Merger shall be the later of October 31, 1998 or the time specified by articles or a certificate of merger filed with the Florida Department of State, pursuant to the applicable provisions of the Florida Act.

**6. Submission to Shareholders; Filings of Articles or a Certificate of Merger.** This Plan of Merger, having been authorized, adopted and approved by the Board of Directors of each of the Merging Corporations, shall be submitted for consideration to the shareholders of each of the Merging Corporations. If this Plan of Merger is approved by the required affirmative vote of the holders of a majority of the outstanding shares of the Merging Corporations entitled to vote, and is not abandoned under the provisions hereof, then the Surviving Corporation shall file articles of merger with the Florida Department of State in accordance with the applicable provisions of the Florida Act.

**7. Amendment and Modification.** Item Processing and Acquisition Corp., by mutual consent of their respective Boards of Directors, may amend, modify or supplement this Plan of Merger in such manner as may be agreed upon by them in writing at any time before or after approval thereof by the shareholders of Item Processing, Acquisition Corp. or both; provided, however, that no such amendment, modification or supplement made after approval of this Plan of Merger by the shareholders of Item Processing or Acquisition Corp. shall (a) alter or change the amount of cash to be received in exchange for all or any of the shares of any class or series of Item Processing, (b) alter or change any term of the Articles of Incorporation of the Merging Corporations, or (c) alter or change any of the terms and conditions of this Plan of Merger if such alteration or change would materially and adversely affect Item Processing or the holders of the shares of any class or series of Item Processing.

**8. Abandonment.** Notwithstanding anything herein to the contrary, at any time prior to the time of filing articles or a certificate of merger with the Florida Department of State as provided in Section 6 hereof, this Plan of Merger may be abandoned by the mutual consent of both of the Merging Corporations. In the event of abandonment of this Plan of Merger by the Merging Corporations, this Plan of Merger shall become wholly void and of no effect and there shall be no liability on the part of either of the Merging Corporations or its Boards of Directors or shareholders to the other Merging Corporation.

**9. Further Assurances.** If at any time the Surviving Corporation shall deem or be advised that any further assignments, assurances in law, or other acts or instruments are necessary or desirable to vest or confirm in the Surviving Corporation the title to any property of Acquisition Corp., the proper officers and directors of Acquisition Corp. will do all such acts and things as may be necessary or appropriate to vest or confirm title to such property in the Surviving Corporation and otherwise to carry out the purposes of this Plan of Merger.

IN WITNESS WHEREOF, the undersigned corporations have executed this Plan of Merger as of the day and year first above written.

Item Processing of America,  
A Florida Corporation

By: 

President - Robert L. Jackson

Attest: 

Secretary - Norman S. Edelcup

[CORPORATE SEAL]

IPA Acquisition Corp.,  
A Florida Corporation

By: 

President

Attest: 

Secretary

[CORPORATE SEAL]

# **EXHIBIT A TO PLAN OF MERGER**

**IPA Acquisition Corp. with and into  
Item Processing of America, Inc.**

**Effective date October 31, 1998**

**{Amended and Restated  
Articles of Incorporation  
of Item Processing of America, Inc.}**

**STATE OF FLORIDA  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ITEM PROCESSING OF AMERICA, INC.**

The Articles of Incorporation and all amendments thereto of Item Processing of America, Inc. are deleted in their entirety and amended to read as follows:

- FIRST**      The corporate name that satisfies the requirements of Section 607.0401 is:  
Item Processing of America, Inc.
- SECOND**      The street address of the principal office of the corporation and its mailing  
address is:  
                    The Baskell Building  
                    Riverside Plaza  
                    111 Riverside Drive, Third Floor  
                    Jacksonville, FL, 32202
- THIRD**      The number of shares the corporation is authorized to issue is One  
Thousand (1,000) shares of Common Stock with each having a par value of  
One Cent (\$.01).
- FOURTH**      The name and street address of the initial registered agent and office of the  
corporation is:  
                    CT Corporation System  
                    1200 South Pine Island Road  
                    Plantation, FL 33324

      This amendment was duly approved by the Board of Directors without  
shareholder action, which was not required, in accordance with Section  
607.1002 of the Florida Business Corporation Act on October 26, 1998.

The Corporation has caused these Amended and Restated Articles of Incorporation to be  
effective on October 31, 1998.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED  
IN THESE PROVISIONS, I HEREBY ACCEPT THE APPOINTMENT AS  
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO  
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM  
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS  
REGISTERED AGENT.

DATE: October 30, 1998

CT CORPORATION SYSTEM

BY: Connie Bryan

Connie Bryan,  
Special Assistant Secretary