

J92900

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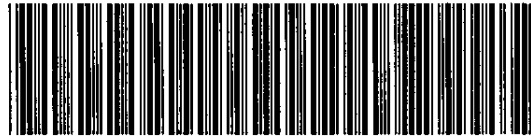
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM 1/9/14

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Tampa Bay Press, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Terrence F. Pyle, Esquire
Contact Person

Terrence F. Pyle, P. A.
Firm/Company

707 Del Webb Blvd. West
Address

Sun City Center, FL 33573
City/State and Zip Code

JHEDLER@VERIZON.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Terrence F. Pyle, Esquire At (813) 634-3361
Name of Contact Person Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Tampa Bay Press, Inc.	Florida	J92900

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Tampa Bay Envelopes, Inc.	Florida	P01000062182

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 13 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 19, 2013.

The Plan of Merger was adopted by the board of directors of the surviving corporation on [redacted] and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 19, 2013.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Name of Corporation

Typed or Printed Name of Individual & Title

Tampa Bay Press, Inc.

JO K. Hall
 Samuel Donagan

John K. Hedler, Jr., President

Tampa Bay Envelopes, Inc.

Daniel J. Donoghue, President

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Tampa Bay Press, Inc.

Second: The name and jurisdiction of each **merging** corporation:

Name

Tampa Bay Envelopes, Inc.

Third: The terms and conditions of the merger are as follows:

1. ENVELOPES shall merge into PRESS, effective December 31, 2013.
2. After the merger, the capitalization of PRESS shall remain the same.
3. After the merger, PRESS will be listed for sale with a duly-licensed business broker as either a sale of corporate stock or sale of business assets. The selling price shall be as determined by the business broker and agreed upon by the parties, with separate sub-valuations placed upon the separate business operations of PRESS and ENVELOPES, respectively. These values will be memorialized by a separate written agreement (hereinafter referred to as the "separate writing") between the parties after the values have been determined by the business broker.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

SEE ATTACHED SHEET

(Attach additional sheets if necessary)

PLAN OF MERGER
(Non Subsidiaries)

FOURTH:

No commons shares of PRESS shall be issued to the shareholders of ENVELOPES, but as consideration for the merger of ENVELOPES into PRESS, the shareholders of ENVELOPES shall be entitled to a proportionate share of the net sale proceeds from the sale of stock or the business assets of PRESS, determined as follows:

- a. The value ratios between ENVELOPES and PRESS shall be established by the separate writing.
- b. These value ratios will govern the distribution of the net sale proceeds between the parties for any gross selling price at or below the value established by and agreed upon in the separate writing.
- c. In the event the gross selling price of PRESS is greater than the price established by the separate writing described above, the parties agree that such increased selling price would be the result of efforts by the management of PRESS to grow the business of the company. Accordingly, the net sale proceeds to be received by the shareholders of ENVELOPES shall be no greater than that which would have been received from a sale of PRESS at the selling price initially established by the business broker and agreed to by the parties in the separate writing.
- d. The shareholders of ENVELOPES shall be entitled to receive no funds for their shares in ENVELOPES until and unless the sale of PRESS is closed and net sale proceeds realized by PRESS.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

N/A