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

NETJAC, Inc.

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TALLAHASSEE, FLORIDA

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<input type="checkbox"/>	Amendment
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<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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REGISTRATION/QUALIFICATION	
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Ordered By:

merger
SP 6/28/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

NETJAC, INC., a FL corp., 698259

KENNEDY DALE MABRY CENTER, INC., a FL corp., K90487

CLEVELAND DALE MABRY CORP., a FL corp., H43854

FIRST VENTURE INVESTMENTS, INC., a FL corp., F84391

NEW CALDONIA COMPANY, a FL corp., F01450

CLEARJOY HOLDINGS, INC., a FL corp., F15550

J.D. DEVELOPMENT CORP., a FL corp., F26847

I.C.I. PROPERTIES, INC., a FL corp., 698258

INTO

NALE DEVELOPMENTS (FLORIDA), INC., a Florida corporation, J96947

File date: June 28, 1999, effective June 30, 1999

Corporate Specialist: Susan Payne

FILED

99 JUN 28 PM 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF
NETJAC, INC.
KENNEDY DALE MABRY CENTER, INC.
CLEVELAND DALE MABRY CORP.
FIRST VENTURE INVESTMENTS, INC.
NEW CALEDONIA COMPANY
CLEARJOY HOLDINGS, INC.
J.D. DEVELOPMENT CORP.
I.C.I. PROPERTIES, INC.

EFFECTIVE DATE
6/30/99

INTO

NALE DEVELOPMENTS (FLORIDA), INC.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned Netjac, Inc., Kennedy Dale Mabry Center, Inc., Cleveland Dale Mabry Corp., First Venture Investments, Inc., New Caledonia Company, Clearjoy Holdings, Inc., J.D. Development Corp., I.C.I. Properties, Inc., and Nale Developments (Florida), Inc. adopt the following Articles of Merger.

1. The name of the surviving corporation of the merger is NALE DEVELOPMENTS (FLORIDA), INC., a Florida corporation ("Nale"). The names of the merging corporations are Netjac, Inc., a Florida corporation, Kennedy Dale Mabry Center, Inc., a Florida corporation, Cleveland Dale Mabry Corp., a Florida corporation, First Venture Investments, Inc., a Florida corporation, New Caledonia Company, a Florida corporation, Clearjoy Holdings, Inc., a Florida corporation, J.D. Development Corp., a Florida corporation, and I.C.I. Properties, Inc., a Florida corporation (collectively, the "Constituent Corporations").

2. A copy of the Plan and Agreement of Merger effective as of June 25, 1999, by and among the Constituent Corporations and Nale is attached hereto and incorporated herein by reference.

3. The merger shall become effective on the later of the date and time these Articles of Merger are filed with the Secretary of State of the State of Florida, or June 30, 1999.

4. The Plan of Merger was adopted June 25, 1999 by all of the shareholders of Nale entitled to vote thereon by unanimous written consent without a meeting in the manner prescribed by Florida law.

5. The Plan of Merger was adopted by all of the shareholders of the Constituent Corporations on June 25, 1999 entitled to vote thereon by unanimous written consent without a meeting in the manner prescribed by Florida law.

IN WITNESS WHEREOF, these Articles of Merger have been executed as of the 25th day of June, 1999.

NETJAC, INC., a Florida corporation

By: _____

Cliff Levy, Vice President

KENNEDY DALE MABRY CENTER, INC.,
a Florida corporation

By: _____

Cliff Levy, President

CLEVELAND DALE MABRY CORP., a
Florida corporation

By: _____

Cliff Levy, Vice President

FIRST VENTURE INVESTMENTS, INC., a
Florida corporation

By: _____

Cliff Levy, Vice President

NEW CALEDONIA COMPANY, a Florida
corporation

By: _____

Cliff Levy, Vice President

CLEARJOY HOLDINGS, INC., a Florida
corporation

By: _____

Cliff Levy, Vice President

J.D. DEVELOPMENT CORP., a Florida
corporation

By: _____

Cliff Levy, President

I.C.I. PROPERTIES, INC., a Florida
corporation

By: _____

Cliff Levy, President

NALE DEVELOPMENTS (FLORIDA), INC.,
a Florida corporation

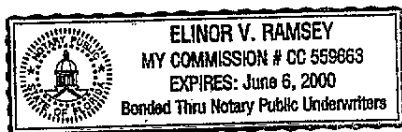
By: _____

Cliff Levy, Vice President

ACKNOWLEDGMENTS

STATE OF FLORIDA)
) SS:
COUNTY OF HILLSBOROUGH)

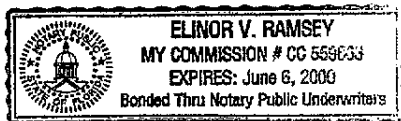
The foregoing instrument was acknowledged before me this 25th day of June, 1999, by Cliff Levy, Vice President of Nale Development (Florida), Inc., a Florida corporation, on behalf of the corporation. He is personally known to me ~~or has produced a driver's license as identification.~~



Elinor V Ramsey
Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

STATE OF FLORIDA)
) SS:
COUNTY OF HILLSBOROUGH)

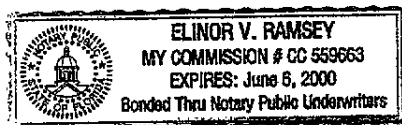
The foregoing instrument was acknowledged before me this 25th day of June, 1999, by Cliff Levy, Vice President of Netjac, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me ~~or has produced a driver's license as identification.~~



Elinor V Ramsey
Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

STATE OF FLORIDA)
) SS:
COUNTY OF HILLSBOROUGH)

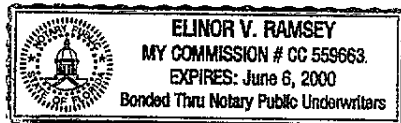
The foregoing instrument was acknowledged before me this 25th day of June, 1999, by Cliff Levy, Vice President of Cleveland Dale Mabry Corp., a Florida corporation, on behalf of the corporation. He is personally known to me ~~or has produced a driver's license as identification.~~



Elinor V Ramsey
Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

STATE OF FLORIDA)
) SS:
COUNTY OF HILLSBOROUGH)

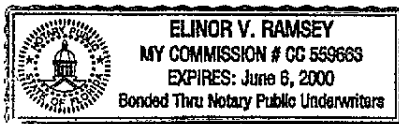
The foregoing instrument was acknowledged before me this 25th day of June, 1999, by Cliff Levy, Vice President of New Caledonia Company, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification.



Elinor V Ramsey
Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

STATE OF FLORIDA)
) SS:
COUNTY OF HILLSBOROUGH)

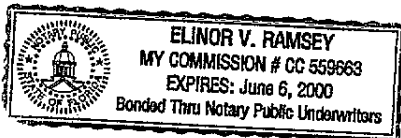
The foregoing instrument was acknowledged before me this 25th day of June, 1999, by Cliff Levy, Vice President of First Venture Investments, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification.



Elinor V Ramsey
Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

STATE OF FLORIDA)
) SS:
COUNTY OF HILLSBOROUGH)

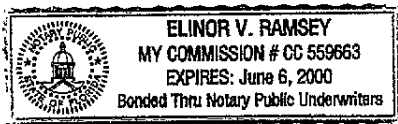
The foregoing instrument was acknowledged before me this 25th day of June, 1999, by Cliff Levy, Vice President of Clearjoy Holdings, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification.



Elinor V Ramsey
Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

STATE OF FLORIDA)
) SS:
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 25th day of June, 1999, by Cliff Levy, President of J.D. Development Corporation, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification.

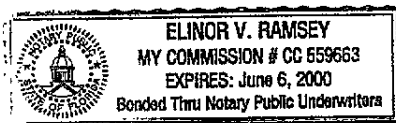


Elinor V Ramsey

Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

STATE OF FLORIDA)
) SS:
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 25th day of June, 1999, by Cliff Levy, President of I.C.I. Properties, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification.

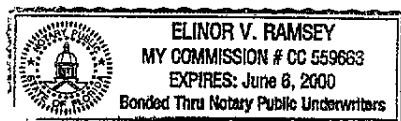


Elinor V Ramsey

Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

STATE OF FLORIDA)
) SS:
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 25th day of June, 1999, by Cliff Levy, President of Kennedy Dale Mabry Center, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification.



Elinor V Ramsey

Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER dated as of the 25th day of June, 1999, by and between Netjac, Inc., a Florida corporation, Kennedy Dale Mabry Center, Inc., a Florida corporation, Cleveland Dale Mabry Corp., a Florida corporation, First Venture Investments, Inc., a Florida corporation, New Caledonia Company, a Florida corporation, Clearjoy Holdings, Inc., a Florida corporation, J.D. Development Corp., a Florida corporation, and I.C.I. Properties, Inc., a Florida corporation (collectively the "Constituent Corporations") and Nale Developments (Florida), Inc., a Florida corporation ("Nale").

WITNESSETH:

WHEREAS, the respective Boards of Directors of the Constituent Corporations and Nale deem it advisable and in the best interests of their respective corporations and stockholders to have the Constituent Corporations merge with and into Nale pursuant to this Agreement and the applicable provisions of the laws of the State of Florida (such transaction being hereinafter referred to as the "Merger"); and the Board of Directors and stockholders of each of the Constituent Corporations and Nale have approved this Agreement and the Merger contemplated hereby;

NOW, THEREFORE, the parties hereto, in consideration of the premises, mutual covenants and agreements herein contained, hereby agree as follows:

ARTICLE 1 THE MERGER

On the Effective Date of the Merger and in accordance with the laws of the State of Florida, the Constituent Corporations shall merge with and into Nale, with Nale being the corporation surviving the Merger (hereafter sometimes referred to as the "Surviving Corporation") as a corporation organized and existing under the laws of the State of Florida.

ARTICLE 2 EFFECTIVE DATE

Articles of Merger, substantially in the form attached as Appendix "A" hereto, executed in accordance with the laws of the State of Florida shall be filed with the Secretary of State of the State of Florida. The Merger shall become effective on the date and time the Articles of Merger are filed with the Secretary of State of the State of Florida herein sometimes referred to as the "Effective Date of the Merger."

ARTICLE 3
CERTAIN RESULTS OF THE MERGER

(a) Succession by Surviving Corporation. Upon the Merger becoming effective and by virtue thereof:

(i) The Constituent Corporations and Nale shall become and be a single corporation, with Nale as the Surviving Corporation, and the separate corporate existence of the Constituent Corporations and Nale shall cease.

(ii) Except as herein specifically set forth, the identity, existence, purposes, rights, privileges, immunities, powers and authority of Nale shall continue in effect and be unimpaired by the Merger.

(iii) Nale, as the Surviving Corporation, shall, in addition to all rights, privileges, powers, immunities and properties vested in it prior to the Merger, succeed to and possess as a result of the Merger all rights, privileges, powers, immunities, franchises, properties (whether real, personal or mixed, tangible or intangible) and assets, of a public as well as of a private nature of each of the Constituent Corporations and such rights, privileges, powers, immunities, franchises, properties and assets shall be vested in it without further act or deed.

(iv) All rights of creditors and all liens upon, or security interests in, any property of the Constituent Corporations shall be preserved unimpaired; Nale as the Surviving Corporation shall be subject to all of the restrictions, disabilities and duties existing prior to the Merger with respect to it and the Constituent Corporations and all of the debts, liabilities and obligations of each of the Constituent Corporations shall thereafter attach to and be assumed by the Surviving Corporation to the same extent as if said debts, liabilities and obligations had originally been incurred or contracted by it; provided, however, that nothing herein is intended to or shall extend or enlarge any obligation or the lien of any indenture, agreement or other instrument executed or assumed prior to the Merger.

(b) Articles of Incorporation, Bylaws and Officers and Directors of Surviving Corporation. Upon the Merger becoming effective:

(i) The Articles of Incorporation of Nale as in effect immediately prior to the Merger becoming effective, shall be the Articles of Incorporation of the Surviving Corporation until amended in the manner provided by law and said Articles of Incorporation.

(ii) The Bylaws of Nale in effect immediately prior to the Merger becoming effective shall be the Bylaws of the Surviving Corporation until amended in the manner provided by law, the Articles of Incorporation of the Surviving Corporation and said Bylaws.

(iii) The officers and directors of Nale immediately prior to the Merger becoming effective shall continue as the officers and directors of the Surviving Corporation for the full unexpired terms of their respective offices or until their respective successors have been duly elected or appointed and qualified.

ARTICLE 4
CONVERSION AND EXCHANGE OF SHARES
UPON THE EFFECTIVE DATE OF THE MERGER

(a) Nale Shares. Each share of Common Stock, \$1.00 par value, of Nale issued and outstanding prior to the Effective Date of the Merger, shall continue to be outstanding at and after the Effective Date of the Merger as a share of Common Stock, \$1.00 par value, of the Surviving Corporation.

(b) Cancellation of the Constituent Corporation's Shares. Upon the Effective Date of the Merger, each share of each Constituent Corporation's Capital Stock (including, without limitation, common and preferred shares), which is issued and outstanding immediately prior to the Effective Date, shall be canceled and retired.

ARTICLE 5
MISCELLANEOUS

(a) Amendments. This Agreement shall not be modified or amended except by an instrument in writing signed by or on behalf of the parties hereto.

(b) Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

(c) Governing Law. This Agreement shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Florida.

(d) Assignment. This Agreement and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Agreement nor any of the rights, interest or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other parties.

(e) Headings. The headings of the sections and articles of this Agreement are inserted for convenience only and shall not constitute a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Agreement of Merger to be duly executed on their behalf as of the date first above written.

NETJAC, INC., a Florida corporation

KENNEDY DALE MABRY CENTER, INC.,
a Florida corporation

By: _____
Cliff Levy, Vice President

By: _____
Cliff Levy, President

CLEVELAND DALE MABRY CORP., a
Florida corporation

FIRST VENTURE INVESTMENTS, INC., a
Florida corporation

By: _____
Cliff Levy, Vice President

By: _____
Cliff Levy, Vice President

NEW CALEDONIA COMPANY, a Florida
corporation

CLEARJOY HOLDINGS, INC., a Florida
corporation

By: _____
Cliff Levy, Vice President

By: _____
Cliff Levy, Vice President

J.D. DEVELOPMENT CORP., a Florida
corporation

I.C.I. PROPERTIES, INC., a Florida
corporation

By: _____
Cliff Levy, President

By: _____
Cliff Levy, President

NALE DEVELOPMENTS (FLORIDA), INC.,
a Florida corporation

By: _____
Cliff Levy, Vice President

IAW-REV11108\068\Exhibit.a