

# K10196

## FILING COVER SHEET

REFERENCE: 0268. 3836  
DATE: ~~9-16-98~~ 9-15-98  
CONTACT: CINDY HICKS  
FROM: CORPORATE & CRIMINAL RESEARCH SERVICES  
103 N. MERIDIAN STREET  
TALLAHASSEE, FL 32301  
TELEPHONE: 222-1173  
SUBJECT: Jessand Corp.

STATE FEES PREPAID WITH CHECK # 3186 FOR \$ 122.50

FILED  
98 SEP 15 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### PLEASE FILE:

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INC.         | <input type="checkbox"/> AMENDMENT                    | <input type="checkbox"/> DISSOLUTION   |
| <input type="checkbox"/> ANNUAL REPORT            | <input checked="" type="checkbox"/> MERGER            | <input type="checkbox"/> WITHDRAWAL    |
| <input checked="" type="checkbox"/> QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP          | <input type="checkbox"/> ANNUAL REPORT |
| <input type="checkbox"/> FICTITIOUS NAME          | <input checked="" type="checkbox"/> LIMITED LIABILITY | <input type="checkbox"/> REINSTATEMENT |
| <input type="checkbox"/> TRADEMARK/SERVICE        | <input type="checkbox"/> UCC-1                        | <input type="checkbox"/> UCC-3         |

EFFECTIVE DATE  
9-16-98

### PROVIDE US WITH:

- ☒ CERTIFIED COPY      ☐ CERTIFICATE OF STATUS      ☐ STAMPED COPY

See 9/15  
Examiner's Initials

700002639847--2  
-09/15/98--01058--020  
\*\*\*\*122.50 \*\*\*\*122.50

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

JESSAND CORP., a Florida corporation, K10196

INTO

**JESSAND CORP.**, a Connecticut corporation

File date: September 15, 1998

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER

OF

JESSAND CORP.

WITH AND INTO

JESSAND CORP.

FILED  
98 SEP 15 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
9-16-98

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, JESSAND CORP., a Florida business corporation ("OLD JESSAND") and JESSAND CORP., a Connecticut business corporation (the "Corporation") do hereby submit the following Articles of Merger:

1. Annexed hereto and made a part hereof as Exhibit 1 is the Plan of Merger and Reorganization (the "Plan") for merging OLD JESSAND with and into the Corporation.

2. The shareholders of OLD JESSAND entitled to vote on the Plan approved and adopted the Plan by written consent dated as of July 15, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of OLD JESSAND with and into the Corporation is permitted by the laws of Connecticut and has been authorized in compliance with said laws. The Plan was approved by written consent of the stockholders of the Corporation dated as of July 15, 1998.

4. In accordance with the Plan, the Merger shall become effective at the close of business on September 16, 1998.

Executed on July 15, 1998.

JESSAND CORP.

By: 

James W. Donaghy

Its: President

JESSAND CORP.

By: 

James W. Donaghy

Its: President

## **Agreement of Merger and Plan of Reorganization**

Agreement of Merger and Plan of Reorganization dated July 15, 1998 by and between JESSAND CORP., a Florida corporation (hereinafter called "OLDCO") and JESSAND CORP., a Connecticut corporation (hereinafter called "NEWCO").

### **WHEREAS:**

1. The Board of Directors of OLDCO and NEWCO have resolved that OLDCO be merged pursuant to the General Corporation Law of the State of Connecticut and the Business Corporation Law of the State of Florida into a single corporation existing under the laws of the State of Connecticut, to wit, NEWCO, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

2. The authorized capital stock of OLDCO consists of 1,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "OLDCO Common Stock"), 3 shares of which are issued and outstanding;

3. The authorized capital stock of NEWCO consists of 1,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "NEWCO Common Stock"), 3 shares of which are issued and outstanding; and

4. The respective Boards of Directors of OLDCO and NEWCO have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

**NOW, THEREFORE,** in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the General Corporation Law of the State of Connecticut and the Business Corporation Law of the State of Florida that OLDCO shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Connecticut, to wit, NEWCO, which shall be the surviving corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

### **1. Stockholder's Meetings; Filings; Effects of Merger**

1.1 OLDCO Stockholders' Meeting. OLDCO shall call a meeting of its stockholders to be held in accordance with the Business Corporation Law of State of Florida at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this agreement.

1.2 Action by OLDCO as Sole Stockholder of NEWCO. On or before July 15, 1998, OLDCO, as the sole stockholder of NEWCO, shall adopt this Agreement in accordance with the General Corporation Law of the State of Connecticut.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the Stockholders OLDCO in accordance with the Business Corporation Law of the State of FLORIDA, (b) this agreement has been adopted by OLDCO as the sole stockholder of NEWCO, in accordance with the General Corporation Law of the State of Connecticut, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the General Corporation Law of the State of Connecticut and Articles of Merger shall be filed in accordance with the Business Corporation Law of the State of Florida. The Merger shall become effective at the close of business on September 16, 1998, which date and time are herein referred to as the "Effective Date".

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of OLDCO shall cease, and OLDCO shall be merged into NEWCO which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of OLDCO; and all and singular, the rights, privileges, powers, and franchises of OLDCO, and all property, real, personal, and mixed, and all debts due to OLDCO on whatever account, as well for stock subscriptions and all other things in action or belonging to OLDCO, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were of OLDCO, and the title to any real estate vested by deed or otherwise, under the laws of Connecticut or Florida or any other jurisdiction, in OLDCO, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of OLDCO shall be preserved unimpaired, and all debts, liabilities, and duties of OLDCO shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of OLDCO or the corresponding officers of the Surviving Corporation, may, in the name of OLDCO, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other actions as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all OLDCO's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws.

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be JESSAND CORP.

2.2 Certificate of Incorporation. The Certificate of Incorporation of NEWCO as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3 By-Laws. The By-Laws of NEWCO, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities.

The manner and basis of converting the shares of the capital stock of OLDCO and the nature and amount of securities of NEWCO which the holders of shares of OLDCO Common Stock are to receive in exchange for such shares are as follows:

3.1 OLDCO Common Stock. Each one share of OLDCO Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of NEWCO Common Stock, and outstanding certificates representing shares of OLDCO Common Stock shall thereafter represent shares of NEWCO Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 NEWCO Common Stock Held by OLDCO. All issued and outstanding shares of NEWCO Common Stock held by OLDCO immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be canceled.

4. Miscellaneous.

4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the Shareholders of OLDCO, if the Board of Directors of OLDCO or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed on the date first above written.

ATTEST:

Secretary

(SEAL)

JESSAND CORP. "OLD CO"

By:

President

ATTEST:

Secretary

(SEAL)

JESSAND CORP. "NEW CO"

By:

President