

K23971

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILED
JUL 29 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 7-29-99

800002944738--2
-07/29/99-01027-014
*****78.75 *****78.75

REF. #: 0150.7737

CORP. NAME: Ready Holdings, Inc

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> CERT. OF AUTHORITY | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# 5381 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

☒ CERTIFIED COPY

☐ CERTIFICATE OF STATUS ☐ PLAIN STAMPED COPY

Examiner's Initials

RECEIVED
JUL 29 AM 10:08
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
G. COULLETTE JUL 29 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

READY HOLDINGS, INC., a Florida corporation, L63270

INTO

UNION PLANTERS REALTY, INC., a Florida corporation, K23971

File date: July 29, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

OF

READY HOLDINGS, INC., a Florida corporation

INTO

UNION PLANTERS REALTY, INC., a Florida corporation

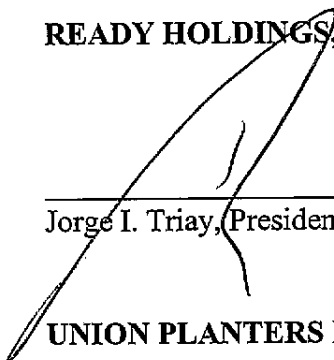
Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, READY HOLDINGS, INC., a Florida corporation ("Ready Holdings"), and UNION PLANTERS REALTY, INC., a Florida corporation ("UP Realty"), adopt the following Articles of Merger for the purpose of merging Ready Holdings with and into UP Realty.

FIRST: The Agreement and Plan of Merger (the "Plan of Merger") is attached as Exhibit A.

SECOND: The Plan of Merger between UP Realty and Ready Holdings was adopted by (i) the Board of Directors and the sole shareholder of UP Realty on May 24, 1999 and (ii) the Board of Directors and the sole shareholder of Ready Holdings on May 24, 1999.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 28th day of May, 1999.

READY HOLDINGS, INC.



Jorge I. Triay, President

UNION PLANTERS REALTY, INC.



Roy D. Tanis, President

FILED
99 JUL 29 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated May 24, 1999, between READY HOLDINGS, INC., a Florida corporation ("Ready Holdings"), and UNION PLANTERS REALTY, INC., a Florida corporation ("UP Realty" or the "Surviving Corporation").

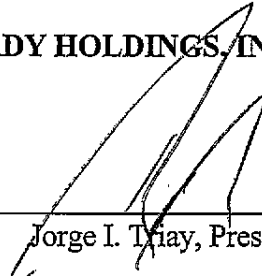
WHEREAS, UP Realty and Ready Holdings desire to effect the statutory merger of Ready Holdings with and into UP Realty, with UP Realty to survive such merger.

1. **Constituent Corporations.** UP Realty and Ready Holdings shall be parties to the merger (the "Merger") of Ready Holdings with and into UP Realty.
2. **Terms and Conditions of Merger.** Ready Holdings (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into UP Realty, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Constituent Corporation.
3. **Capital Stock; Conversion of Shares.** Upon the Effective Date, all outstanding shares of common stock of Ready Holdings issued and outstanding immediately prior to the Effective Date shall, immediately after the Merger, be retired. Upon the Effective Date, all outstanding shares of common stock, \$1.00 par value per share, of UP Realty shall for all purposes be deemed to evidence the ownership of the same number of shares of UP Realty as outstanding immediately prior to the Effective Date.
4. **Articles of Incorporation.** The Articles of Incorporation of UP Realty as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.
5. **Bylaws.** The Bylaws of UP Realty as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.
6. **Directors and Officers.** The directors and officers of UP Realty in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Secretary of State of the State of Florida.

8. **Amendment of Plan of Merger.** The Board of Directors of UP Realty and Ready Holdings are authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

READY HOLDINGS, INC.

By: 
Jorge I. Triay, President

UNION PLANTERS REALTY, INC.

By: 
Roy D. Tanis, President