

Document Number Only

K90539

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32310 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

FILED
98 APR 24 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Brasan, Inc.

RECEIVED
98 APR 24 PM 6:28
DIVISION OF CORPORATION

☐ Profit

☐ NonProfit

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Limited Liability Company

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC-1 Financing Statement

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Hope

3RD

4/29
Jon
Merger

CR2E031 (1-89)

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BRASAN, INC., a Florida corporation, 366807

INTO

COPENHAVER HOLDINGS, INCORPORATED, a Florida corporation, K90539.

File date: April 24, 1998

Corporate Specialist: Joy Moon-French



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 28, 1998

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: COPENHAVER HOLDINGS, INCORPORATED
Ref. Number: K90539

We have received your document for COPENHAVER HOLDINGS, INCORPORATED and check(s) totaling \$770.00 of which \$70.00 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 498A00022812

Joy,
Please backdate. Thank you!
JPF

#3

RECEIVED
98 APR 28 PM 1:58
DIVISION OF CORPORATIONS

**ARTICLES OF MERGER
OF
BRASAN, INC.
WITH AND INTO
COPENHAVER HOLDINGS, INCORPORATED**

FILED
98 APR 24 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101, Florida Statutes, **COPENHAVER HOLDINGS, INCORPORATED**, a Florida corporation, as the Surviving Corporation in a Merger hereby submits the following Articles of Merger:

1. **Parties to the Merger.** The names of the corporations which are parties to the merger (the "**Merger**") contemplated by these Articles of Merger are **BRASAN, INC.**, a Florida corporation (the "**Merging Corporation**"), and **COPENHAVER HOLDINGS, INCORPORATED**, a Florida corporation. The surviving corporation in the Merger is **COPENHAVER HOLDINGS, INCORPORATED**, a Florida corporation (the "**Surviving Corporation**").

2. **Plan of Merger.** The Plan of Merger is set forth in that certain Agreement and Plan of Merger dated April 24, 1998 between **BRASAN, INC.** and **COPENHAVER HOLDINGS, INCORPORATED** (the "**Agreement of Merger**"), a copy of which Agreement of Merger is attached hereto as **Exhibit "A"**.

3. **Shareholder Approval.** Florida Statutes, Sections 607.1104(1)(a)(1) and 607.1105(1)(c) authorizes a parent corporation, owning at least eighty percent (80%) of the outstanding shares of each class of stock of its subsidiary corporation, to merge its subsidiary into itself without the Shareholder approval of the parent corporation or the subsidiary corporation. The Merging Corporation is a wholly-owned (100%) subsidiary of the Surviving Corporation. Accordingly, Shareholder approval is not required for the Merger. *Date of Adoption was 4/24/98.*

4. **Effective Date.** The Merger shall become effective on April 24, 1998.

Dated the 24th day of April, 1998.

"SURVIVING CORPORATION"

COPENHAVER HOLDINGS, INCORPORATED,
a Florida corporation

By: 

Print Name: Preston S. Copenhaver, III

Title: President

AGREEMENT AND PLAN OF MERGER

by and between

BRASAN, INC.,
d/b/a **HALSEY'S OFFICE & ART SUPPLY,**
a Florida corporation

and

COPENHAVER HOLDINGS, INCORPORATED,
a Florida corporation

with

COPENHAVER HOLDINGS, INCORPORATED,
a Florida corporation
as the Surviving Corporation

April 24, 1998

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This Table of Contents is for convenience and reference only, and does not serve to define or expand the terms and conditions of this Agreement.

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "**Agreement**") was made and entered into this 24th day of April, 1998 by and among:

BRASAN, INC., d/b/a **HALSEY'S OFFICE AND ART SUPPLY**, a Florida corporation with its principal office located at 1235 Jasmine Circle, Ft. Lauderdale, Florida 33307 (hereinafter referred to as the "**Merging Corporation**")

and

COPENHAVER HOLDINGS, INCORPORATED, a Florida corporation, with its principal office located at 3600 Rio Vista Avenue, Orlando, Florida 32805 (hereinafter referred to as the "**Surviving Corporation**" or "**CHI**").

WITNESSETH:

WHEREAS, the Merging Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Florida and is a wholly-owned subsidiary of the Surviving Corporation; and

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, pursuant to duly authorized action by their respective Board of Directors, the Merging Corporation and the Surviving Corporation have determined that they shall merge (the "**Merger**") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with Sections 607.1107, 607.1104(1)(a)(1) and 607.1105(1)(c) of the Florida Statutes, as amended;

NOW THEREFORE, in consideration of the mutual premises herein contained, the Merging Corporation and the Surviving Corporation hereby agree as follows:

1. **MERGER**. The Merging Corporation and the Surviving Corporation agree that Merging Corporation shall be merged with and into the Surviving Corporation, as a single and Surviving Corporation, upon the terms and conditions set forth in this Agreement and that the Surviving Corporation shall continue under the laws of the State of Florida as the Surviving Corporation.

2. **SURVIVING CORPORATION**. On and after the effective date (as defined below) of the Merger:

(a) The Surviving Corporation shall be the surviving corporation, and shall continue to exist as a corporation under the laws of the State of Florida, with all of the rights and obligations of such Surviving Corporation as are provided by the Florida Statutes.

(b) The Merging Corporation shall cease to exist, and its property shall become the property of the Surviving Corporation as the Surviving Corporation.

3. **TERMS AND CONDITIONS OF MERGER.** The terms and conditions of the Merger are the following:

(a) **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation shall continue as the Articles of Incorporation of the Surviving Corporation.

(b) **By-Laws.** The By-Laws of the Surviving Corporation shall continue as the By-Laws of the Surviving Corporation.

(c) **Directors.** The Surviving Corporation shall retain the same Directors who shall serve until their successors are duly elected and qualified under the By-Laws of the Surviving Corporation.

4. **MANNER AND BASIS OF CONVERTING SHARES INTO Surviving Corporation.** The issued and outstanding shares of the Merging Corporation shall be converted into shares of the Surviving Corporation as follows:

(a) **Conversion of Shares.**

(i) **BRASAN, INC..** Each and every share of common stock, \$1.00 par value, in the Merging Corporation shall be redeemed and canceled by CHI, the sole shareholder of the Merging Corporation.

(ii) **COPENHAVER HOLDINGS, INCORPORATED.**
U. S. OFFICE PRODUCTS COMPANY ("USOP"), a Delaware corporation, shall remain the sole shareholder of the Surviving Corporation.

5. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and approved by the respective Board of Directors of the Merging Corporation and the Surviving Corporation. Subsequent to the execution of this Agreement by the appropriate officers of the Merging Corporation and the Surviving Corporation, the proper officers of the Merging Corporation and the Surviving Corporation shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the merger contemplated by this Agreement.

6. **EFFECTIVE DATE OF MERGER.** The Merger shall be effective on April 24, 1998.

7. **MISCELLANEOUS.**

(a) **Governing Law.** This Agreement shall be construed in accordance with the laws of the State of Florida.

(b) **No Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the shareholders of the Merging Corporation and the Shareholders of the Surviving Corporation, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

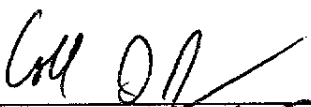
(c) **Complete Agreement.** This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

IN WITNESS WHEREOF, BRASAN, INC. and COPENHAVER HOLDINGS, INCORPORATED have caused this Agreement to be executed by their duly authorized officers as of the day and year first above written.


Signatures on Following Page

CONSTITUENT ENTITIES:

ATTEST:


Print Name: Colleen D. Johnson
Title: Assistant Secretary

BRASAN, INC.,
d/b/a **HALSEY'S OFFICE & ART SUPPLY,**
a Florida corporation

By: 
Print Name: Brad Weinbrum
Title: President

ATTEST:

Print Name: _____
Title: _____

COPENHAVER HOLDINGS, INCORPORATED
a Florida corporation

By: _____
Print Name: Preston S. Copenhaver, III
Title: President

ATTEST:

Print Name: _____
Title: _____

SURVIVING CORPORATION:

COPENHAVER HOLDINGS, INCORPORATED,
a Florida corporation

By: _____
Print Name: Preston S. Copenhaver, III
Title: President

CONSTITUENT ENTITIES:

ATTEST:


BRASAN, INC.,
d/b/a **HALSEY'S OFFICE & ART SUPPLY,**
a Florida corporation

Print Name: _____
Title: _____

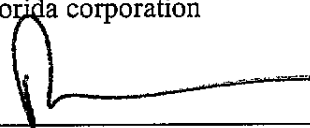
By: _____
Print Name: Brad Weinbrum
Title: President

ATTEST:

COPENHAVER HOLDINGS, INCORPORATED
a Florida corporation



Print Name: Colleen D. Johnson
Title: Assistant Secretary


By: 

Print Name: Preston S. Copenhaver, III
Title: President

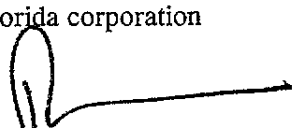
SURVIVING CORPORATION:

ATTEST:

COPENHAVER HOLDINGS, INCORPORATED,
a Florida corporation



Print Name: Colleen D. Johnson
Title: Assistant Secretary

By: 

Print Name: Preston S. Copenhaver, III
Title: President