

Robert A. Zielke, Jr.  
Requester's Name

2000 Aiden Rd  
Address

Orlando FL  
City/State/Zip

32803  
Phone #

800-292-9111 x 16

L00000065593

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Catholicweb inc  
(Corporation Name)

(Document #)

2. Catholicweb LLC  
(Corporation Name)

(Document #)

3. \_\_\_\_\_  
(Corporation Name)

(Document #)

600003516186--2  
-12/28/00--01083--002  
\*\*\*\*\*30.00 \*\*\*\*\*90.00

4. \_\_\_\_\_  
(Corporation Name)

(Document #)

☒ Walk in ☒ Pick up time  
☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status  
☐ Certificate of Copy

**NEW FILINGS**

☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☒ Merger

**OTHER FILINGS**

☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RECEIVED  
00 DEC 28 PM 2:10

00 DEC 29 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

Examiner's Initials

Do Not Mail  
Call Karen to Pick-up  
878-9966



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 28, 2000

ROBERT A. ZIELKE, JR.  
KAREN

SUBJECT: CATHOLICWEB.COM, L.L.C.  
Ref. Number: L00000015593

We have received your document for CATHOLICWEB.COM, L.L.C. and your check(s) totaling \$90.00. However, the enclosed document has not been filed and is being returned for the following:

The articles of merger have the incorrect name for the entities. Please see attached printout and amend your document accordingly.

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) 487-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 700A00064773

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CATHOLIC WEB.COM, INC., A FLORIDA ENTITY, P99000077097

INTO

**CATHOLICWEB.COM, L.L.C.**, a Florida entity, L00000015593

File date: December 29, 2000

Corporate Specialist: Trevor Brumbley

ARTICLES OF MERGER  
OF CATHOLICWEB.COM, INC., AND CATHOLICWEB.COM, LLC.

Pursuant to the provisions of Florida Statutes Sections 617.051 and 608.4382, CATHOLICWEB.COM, INC., and CATHOLICWEB.COM, LLC both Florida entities, hereby adopt the following Articles of Merger for the purpose of merging the two entities into one:

ARTICLE I. CONSTITUENT ENTITIES

The parties to this merger are as follows:

A. CATHOLICWEB.COM, INC., a Florida corporation, whose street address is 2000 Alden Road, Orlando, FL 32803-1459, was originally incorporated with the Florida Department of State as document number P99000077097.

B. CATHOLICWEB.COM, LLC., a Florida Limited Liability Company, whose street address is 2000 Alden Road, Orlando, FL 32803-1459, was originally formed with the Florida Department of State as document number L00000015593.

ARTICLE II. SURVIVING ENTITY

CATHOLICWEB.COM, INC., shall be merged into CATHOLICWEB.COM, LLC, which shall be the surviving entity. CATHOLICWEB.COM, LLC, as the surviving entity is a Florida Limited Liability Company governed by the provisions of Chapter 608 of the Florida Statutes.

ARTICLE III. PLAN OF MERGER

The Plan of Merger attached to these Articles of Merger as Exhibit A was adopted and approved by each corporation and limited liability company that is a party to this merger in accordance with Chapter 607 and 608 of the Florida Statutes.

A. The Board of Directors and each shareholder of CATHOLICWEB.COM, INC., unanimously approved the Plan of Merger in accordance with Chapter 607 of the Florida Statutes.

B. The Managers and each member of CATHOLICWEB.COM, LLC, unanimously approved the Plan of Merger in accordance with Chapter 608 of the Florida Statutes

ARTICLE IV. AMENDMENT TO ARTICLES

The Articles of Organization of CATHOLICWEB.COM, LLC, the surviving entity, are hereby amended as follows:

None

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TALLAHASSEE, FLORIDA

ARTICLE V. EFFECT OF MERGER


The provisions of Florida Statutes Sections 617.056 and 608.4383, together with the Plan of merger attached hereto, set forth the effect of this merger and the ownership of property of the entities involved..

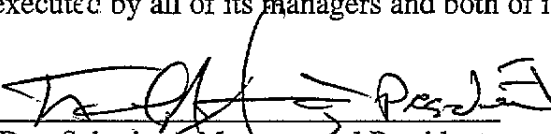
ARTICLE VI. EFFECTIVE DATE OF MERGER


The effective date of the merger shall be the date on which these Articles of Merger are filed.

IN WITNESS WHEREOF, CATHOLICWEB.COM, INC. has caused these Articles of Merger to be executed by its President this 27<sup>th</sup> day of December, 2000, and CATHOLICWEB.COM, LLC has caused these Articles of Merger to be executed by all of its managers and both of its members.


CATHOLICWEB.COM, L.L.C.  
By and through DIOTRIN, L.L.C.  
A Member By and through  
DIOCESAN PUBLICATIONS, INC  
Its Administrative Member  
By:

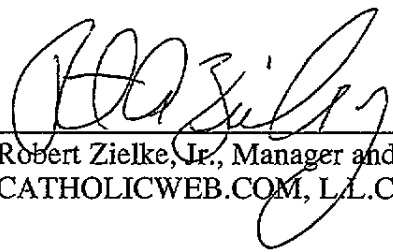
  
Robert Zielke, Vice President  
DIOCESAN PUBLICATIONS, INC.

  
Don Schreiner, Manager and President  
CATHOLICWEB.COM, L.L.C.

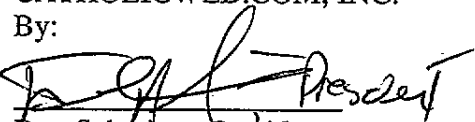
  
Carl Galant, Manager and Vice President  
CATHOLICWEB.COM, L.L.C.

CATHOLICWEB.COM, L.L.C.  
By and through  
COMBIZ, INC., a Member  
By:

  
Don Schreiner, President  
COMBIZ, INC

  
Robert Zielke, Jr., Manager and Secretary  
CATHOLICWEB.COM, L.L.C.

CATHOLICWEB.COM, INC.  
By:

  
Don Schreiner, President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

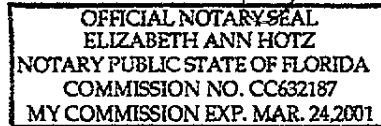
APPROVED  
AND  
FILED

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of December, 2000, by Don Schreiner as President of CATHOLICWEB.COM, INC. Manager of CATHOLICWEB.COM, L.L.C. and as President of COMBIZ, INC, a member of CATHOLICWEB.COM, L.L.C. He is personally known to me or has produced \_\_\_\_\_ as identification.

*Elizabeth Ann Hotz*  
Notary Public

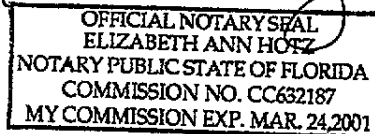


STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of December, 2000, by Robert Zielke, Jr., as President of DIOCESAN PUBLICATIONS, INC., the Administrative Member of DIOTRIN, L.L.C., and as Manager and Secretary of CATHOLICWEB.COM, LLC. He is personally known to me or has produced \_\_\_\_\_ as identification.

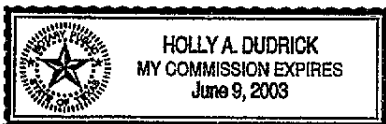
*Elizabeth Ann Hotz*  
Notary Public



STATE OF TEXAS

COUNTY OF TRAVIS

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of December, 2000, by Carl Galant, as Manager and Vice President of CATHOLICWEB.COM, LLC. He is personally known to me or has produced \_\_\_\_\_ as identification.



*Holly A. Dudrick*  
Notary Public

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
CATHOLICWEB.COM, L.L.C.	Florida
CATHOLICWEB.COM, INC.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
CATHOLICWEB.COM, L.L.C.	Florida

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

CATHOLICWEB.COM, L.L.C., as the surviving party of the merger, shall continue the business of CATHOLICWEB.COM, Inc., commencing in the year 2001. All rights, benefits, and assets, and all obligations, duties, and liabilities of CATHOLICWEB.COM, Inc., shall be transferred to CATHOLICWEB.COM, L.L.C. Upon such transfer all business activities of CATHOLICWEB.COM, Inc., shall be brought to a close. The Board of Directors of CATHOLICWEB.COM, Inc., and its officers, shall constitute the initial Board of Directors and Officers/Managers of CATHOLICWEB.COM, L.L.C.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The shareholders of CATHOLICWEB.COM, Inc. shall trade their shares in said corporation for an interest in CATHOLICWEB.COM, L.L.C. Each shareholder's interest in CATHOLICWEB.COM, L.L.C. shall be in proportion to the percentage interest in CATHOLICWEB.COM, INC. Thus, by way of example, a shareholder holding 50% of the issued and outstanding shares of CATHOLICWEB.COM, INC., shall after the merger hold a 50% interest in CATHOLICWEB.COM, L.L.C.

EXHIBIT A

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not Applicable

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows: Not Applicable

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,  
Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Carl Galant, 8416 North IH 35, Austin, Texas 78753

Robert Zielke, 2000 Alden Road, Orlando, FL 32803

Don Schreiner, 2331 River Tree Circle, Sanford, Florida 32771

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows: Not Applicable

EIGHTH: Other provisions, if any, relating to the merger:

Not Applicable

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TALLAHASSEE, FLORIDA