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MERGER OR SHARE EXCHANGE

HIBCO, LLC

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Prepared by and Return to:

Robert S. Bernstein, Esq.  
Foley & Lardner LLP  
One Independent Drive, Suite 1300  
Jacksonville, FL 32202  
070716.0101

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ARTICLES OF MERGER  
OF

HIBCO CORP.,  
a Florida corporation

#P93000040962

WITH AND INTO

HIBCO, LLC,  
a Florida limited liability company

#L06000006407

Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act (the "FLLCA"), and Sections 607.1108 and 607.1109 of the Florida Business Corporation Act (the "FBCA"), the undersigned enter into these Articles of Merger by which HIBCO CORP., a Florida corporation (the "Corporation"), shall be merged with and into HIBCO, LLC, a Florida limited liability company (the "LLC"), and the LLC shall be the surviving business entity, in accordance with a Plan of Merger (the "Plan"), adopted pursuant to Section 608.4381 of the FLLCA and Section 607.1103 of the FBCA. The undersigned hereby certify as follows:

FIRST, a copy of the Plan is attached hereto and made a part hereof.

SECOND, the merger shall become effective at 11:59 p.m. on January 18, 2006, or if later, at the close of business on the date on which these Articles of Merger are filed with the Florida Secretary of State.

THIRD, the Plan was unanimously adopted and approved on January 18, 2006, by the joint written consent of the members of the Board of Directors and all of the shareholders of the Corporation, in accordance with the applicable laws of the State of Florida. The only voting group of the Corporation entitled to vote on adoption of the Plan was the holders of the Corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that group.

FOURTH, the Plan was adopted and approved on January 18, 2006, by the sole member and manager of HIBCO, LLC, in accordance with the provisions of the limited liability company's Articles of Organization, Operating Agreement and applicable laws of the State of Florida.

FIFTH, the attached Plan of Merger meets the requirements of the Section 607.1108 and 608.438, *Florida Statutes*, and was approved by each domestic corporation and

Fax Audit No.  
H06000015205 3

Fax Audit No.  
H06000015205 3.

limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed by the appropriate officers and/or authorized representatives of HIBCO CORP., as the merging corporation and by HIBCO, LLC, as the surviving limited liability company, this 18<sup>th</sup> day of January, 2006.

**The Company**

HIBCO CORP.,  
a Florida corporation

By:

Luther W. Coggin  
Luther W. Coggin, Chairman of the Board

Witnesses:

Sandra A. Shields

SANDRA A. SHIELDS  
[Print or Type Name]

Charles E. Rutland

CHARLES E. RUTLAND  
[Print or Type Name]

**The LLC**

HIBCO, LLC,  
Florida limited liability company

By:

Luther W. Coggin  
Luther W. Coggin, President

Witnesses:

Sandra A. Shields

SANDRA A. SHIELDS  
[Print or Type Name]

Charles E. Rutland

CHARLES E. RUTLAND  
[Print or Type Name]

Fax Audit No.  
H06000015205 3

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H06000015205 3

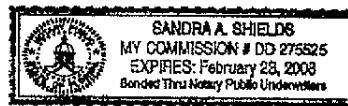
STATE OF FLORIDA     )  
                                  ) ss  
COUNTY OF DUVAL     )

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of January, 2006, by Luther W. Coggin, in his capacities as Chairman of the Board of HIBCO Corp., a Florida corporation, on behalf of the corporation, and as President of HIBCO, LLC, a Florida limited liability company, on behalf of the limited liability company, who is personally known to me or has produced \_\_\_\_\_ as identification.

Sandra A. Shields  
NOTARY PUBLIC, State of Florida

Print Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



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### PLAN OF MERGER

This Plan of Merger (the "Plan") dated as of January 18<sup>TH</sup>, 2006 for the merger of HIBCO CORP., a Florida corporation (the "Merging Corporation"), with and into HIBCO, LLC, a Florida limited liability company (the "Surviving LLC"), as follows:

1. **Merger.** The Merging Corporation shall be merged with and into the Surviving LLC in accordance with Section 608.438 of the Florida Limited Liability Company Act and Sections 607.1101 and 607.1109 of the Florida Business Corporation Act, whereupon the separate corporate existence of the Merging Corporation shall cease and the Surviving LLC shall be the surviving limited liability company. The Merger shall have the effects set forth in Section 608.4383 of the Florida Limited Liability Company Act and Section 607.1101 of the Florida Business Corporation Act. Accordingly, from and after the Effective Time, the Surviving LLC shall possess all the rights, privileges, powers and franchises and be subject to all of the restrictions, disabilities, liabilities and duties of the Merging Corporation.

2. **Effective Time.** The Merger shall become effective at 11:59 P.M. on January 18, 2006, or if later, at the close of business on the date and time on which Articles of Merger are accepted for filing by the Florida Secretary of State (the "Effective Time").

3. **Surviving Limited Liability Company.** The Surviving LLC, HIBCO, LLC, is to be the surviving entity, and management thereof is vested in its sole member, Luther W. Coggin. The business address of the such Manager is 4306 Pablo Oaks Court, Jacksonville, FL 32224.

4. **Conversion of Merging Corporation Stock.** Each share of common stock of the Merging Corporation which is issued and outstanding at the Effective Time and held by any person shall, by virtue of the Merger, automatically, without any action on the part of any holder thereof, be cancelled, by virtue of the Merger, automatically, without any action on the part of the Merging Corporation, the Surviving LLC, or otherwise.

5. **Articles of Organization and Operating Agreement of Surviving Limited Liability Company.** The Articles of Organization and Operating Agreement of the Surviving LLC shall continue to be the Articles of Organization and Operating Agreement of the Surviving LLC on and after the Effective Time.

6. **Effect of Merger.** At the Effective Time, the separate existence of the Merging Corporation shall cease, and the Surviving LLC shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of the Merging Corporation, without the necessity for any separate transfer. The Surviving LLC shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the Merger. If at any time after the Effective Time the Surviving LLC shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving LLC, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving LLC and its

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sole member or their designees shall be authorized to execute and deliver, in the name and on behalf of the Merging Corporation, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Corporation, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving LLC's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.

7. **Abandonment.** This Plan may be abandoned at any time prior to the Effective Time by either the Merging Corporation or the Surviving LLC, without further shareholder or member action and, if Articles of Merger have been filed with the Florida Secretary of State, by filing a Notice of Abandonment with such authority.

8. **Approval.** The respective obligation of each party to effect the Merger is subject to adoption by the requisite vote of the shareholders of the Merging Corporation and the sole member of the Surviving LLC pursuant to Section 608.4381 of the Florida Limited Liability Company Act and Section 607.1103 of the Florida Business Corporation Act.

9. **Covenants and Agreements.** The parties hereto shall each use reasonable best efforts to take all such action as may be necessary or appropriate to effectuate the merger under the Florida Business Corporation Act and the Florida Limited Liability Company Act. If, at any time after the effective time of the merger, any further action is necessary or desirable to carry out the purposes of this Plan and to vest the Surviving LLC with full right, title and possession to all properties, interests, assets, rights, privileges, immunities, powers and franchises of the Merging Corporation, the appropriate officers of the Surviving LLC are fully authorized, in the name of the Merging Corporation or otherwise, to take all such lawful and necessary action.

10. **Amendments.** The Board of Directors of the Merging Corporation together with the Manager of the Surviving LLC may amend this Plan at any time prior to the filing of the Articles of Merger with the Florida Secretary of State, provided that an amendment made subsequent to the adoption of the Plan by the shareholders of the Merging Corporation and the member of the Surviving LLC shall not: (1) alter or change the amount or kind of memberships, shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the securities of any class or series thereof of the Merging Corporation, (2) materially alter or change any term of the Articles of Organization or Operating Agreement to be effected by the Plan or (3) alter or change any of the terms and conditions of this Plan, in each case if such alteration or change would adversely affect the shareholders of the Merging Corporation or the member of the Surviving LLC.

11. **Governing Law.** This Agreement shall be governed by, and construed in accordance with, the laws of the State of Florida, without giving effect to conflicts of laws principles thereof.

Fax Audit No.  
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IN WITNESS WHEREOF, the Merging Corporation and the Surviving LLC have each executed this Agreement, or has caused this Plan to be executed on its behalf by a representative duly authorized, all as of the day and year first above written.

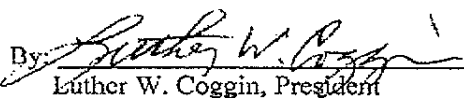
**MERGING CORPORATION**

HIBCO CORP.,  
a Florida corporation

By:   
Luther W. Coggin, Chairman of the Board

**SURVIVING LLC**

HIBCO, LLC,  
a Florida limited liability company

By:   
Luther W. Coggin, President

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