

# L33889

**ARTICLES OF MERGER  
Merger Sheet**

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**MERGING:**

**RGF INVESTMENTS, INC., a Florida corporation, L33889**

**INTO**

**RGF INVESTMENTS, INC., a Georgia corporation not qualified in Florida**

**File date: December 31, 1996**

**Corporate Specialist: Joy Moon-French**

# L33889

TODD A. STERZOY  
Holland and Knight

(Requestor's Name)  
315 South Calhoun Street Suite 600  
(Address)  
Tallahassee, Florida 32302  
(City, State, Zip) (Phone #)  
425-5625

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-12/31/96--01107--022  
\*\*\*\*122.50 \*\*\*\*122.50

OFFICE USE ONLY

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

1. RGF Investments Inc.  
(Corporation Name) (Document #)
2. RGF Investments, Inc. (Ga)  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)



Walk in



Pick up time

3:00



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

96 DEC 31 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE-FLORIDA

FILED

5 DEC 31 AM 4:00  
RECEIVED  
DIV. OF CORPORATION

1/2  
*[Signature]*  
C.C.

Examiner's Initials

**ARTICLES OF MERGER**  
**RGF INVESTMENTS, INC.,**  
**A FLORIDA CORPORATION**

**WITH AND INTO**

**RGF INVESTMENTS, INC.,**  
**A GEORGIA CORPORATION**

**FILED**

96 DEC 31 PM 4: 20

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

In accordance with Sections 607.1101, 607.1103, 607.1105 and 607.1107 of the Florida Business Corporation Act (the "Act"), **RGF INVESTMENTS, INC.**, a Florida corporation, and **RGF INVESTMENTS, INC.**, a Georgia corporation, hereby adopt the following Articles of Merger:

FIRST. The Plan of Merger dated December 30, 1996 effecting the merger of RGF Investments, Inc., a Florida corporation (the "Merging Corporation") with and into RGF Investments, Inc., a Georgia corporation (the "Surviving Corporation"), a copy of which is attached to and made a part of these Articles of Merger as Exhibit A, was adopted by the written consent of the Boards of Directors and sole shareholder of each of the Merging Corporation and the Surviving Corporation, on December 30, 1996.

SECOND. Pursuant to § 607.1105(1)(b) of the Act, the date and time of the effectiveness of the merger shall be at 11:59 p.m., December 31, 1996.

Date: December 30, 1996

**MERGING CORPORATION:**

RGF Investments, Inc., a  
Florida corporation

BY: Ronald G. Farrell  
Ronald G. Farrell  
President

**SURVIVING CORPORATION**

RGF Investments, Inc., a  
Georgia corporation

BY: Ronald G. Farrell  
Ronald G. Farrell  
President

AGREEMENT AND PLAN OF MERGER AND REORGANIZATION  
OF  
RGF INVESTMENTS, INC., a Florida corporation,  
WITH AND INTO  
RGF INVESTMENTS, INC., a Georgia corporation

THIS AGREEMENT OF MERGER ("Agreement") is made this 30th day of December, 1996, by and between RGF INVESTMENTS, INC., a Florida corporation ("RGF-Florida"), and RGF INVESTMENTS, INC., a Georgia corporation ("RGF-Georgia").

**WITNESSETH:**

WHEREAS, the Florida Business Corporation Act authorizes the merger of a corporation organized under the laws of Florida into a corporation organized under the laws of another state, and the Georgia Business Corporation Code authorizes the merger of a corporation organized under the laws of another state into a corporation organized under the said Georgia Business Corporation Code; and

WHEREAS, the sole Director and the sole shareholder of RGF-Florida and the sole Director and the sole shareholder of RGF-Georgia have determined that it is advisable that RGF-Florida be merged with and into RGF-Georgia and have approved such merger on the terms and conditions hereinafter set forth in accordance with the applicable provisions of the statutes of the States of Florida and Georgia;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants, and provisions hereinafter contained, and other good and valuable consideration, the receipt and adequacy of which hereby are acknowledged, RGF-Florida and RGF-Georgia have agreed and hereby agree as follows:

I.  
**CONSTITUENT CORPORATIONS**

The name of each constituent corporation is as follows: RGF Investments, Inc., a corporation of the State of Florida ("RGF-Florida"); and RGF Investments, Inc., a corporation

of the State of Georgia ("RGF-Georgia")(said corporations being hereinafter sometimes referred to jointly as the "Constituent Corporations").

## **II.** **MERGER**

Pursuant to Section 14-2-1101 of the Georgia Business Corporation Code and Section 607.1101 of the Florida Business Corporation Act, RGF-Florida shall be merged with and into RGF-Georgia (the "Merger").

## **III.** **SURVIVING CORPORATION**

RGF-Georgia shall be the surviving corporation of the Merger, and RGF-Georgia's name thereafter shall continue to be "RGF Investments, Inc."

## **IV.** **MANNER AND BASIS OF CONVERTING SHARES**

Insofar as the sole shareholder of RGF-Florida and RGF-Georgia is the same individual, the manner and basis of converting shares shall be as follows:

(a) **RGF-Florida**. Each issued and outstanding share of stock of RGF-Florida held by any person or entity shall be cancelled without any conversion or issuance of capital stock of RGF-Georgia with respect thereto.

(b) **RGF-Georgia**. The Merger shall have no effect on shares of RGF-Georgia. Each shareholder holding issued and outstanding shares of capital stock of RGF-Georgia shall, by virtue of the Merger and without any action on the part of the holder, continue to hold the same number of shares of capital stock of RGF-Georgia, such shares having the same designations, preferences, limitations, and rights as such share of capital stock of RGF-Georgia immediately prior to the Merger.

## **V.** **ARTICLES OF INCORPORATION AND BYLAWS**

The Articles of Incorporation and Bylaws of RGF-Georgia, in effect immediately prior to the Merger shall remain unchanged and shall continue to be its Articles of Incorporation and Bylaws after the Merger, until further amended in the manner provided by the Georgia Business Corporation Code.

## **VI.** **EFFECT OF MERGER**

Upon the effectiveness of the Merger, the separate existence of RGF-Florida shall cease, and RGF-Georgia shall, without any further action, possess all of the rights, privileges, powers, immunities, and franchises, of a public as well as of a private nature, of each of the Constituent Corporations. All property, real, personal, and mixed, and all debts due on whatever account,

including subscriptions for shares, and all other choses in action, and each and every other interest of or belonging to or due to each of the corporations so merged shall be vested in RGF-Georgia, without further act or deed. The title to any real estate, or any interest therein, vested in any of such corporations shall not revert or be in any way impaired by reason of the Merger. After the Merger, RGF-Georgia shall be responsible and liable for all of the duties, liabilities and obligations of each of the corporations so merged. Any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted as if the Merger had not taken place, or RGF-Georgia may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of such corporations shall be impaired by the Merger.

#### VII.

#### EFFECTIVE DATE AND ABANDONMENT OF MERGER

A Certificate of Merger shall be filed and recorded in accordance with the Georgia Business Corporation Code and Articles of Merger shall be filed in accordance with the Florida Business Corporation Act. The Merger shall become effective as of 11:59 p.m., Atlanta time, on December 31, 1996, provided the filings in Georgia and Florida have occurred, and if not, at the time subsequently when the last such filing has occurred. Notwithstanding any other provisions hereof, this Agreement and the Merger contemplated hereby may, at any time prior to the issuance of the Certificate of Merger by the Secretary of State of Georgia, be terminated and abandoned pursuant to action taken by the Board of Directors of RGF-Georgia.

#### VIII.

#### TAX ASPECTS OF PLAN

This Agreement and Plan of Merger and Reorganization has been designed to qualify as a reorganization pursuant to both Sections 368(a)(1) and 368(f) of the Internal Revenue Code of 1986, as amended (the "Code") and as such should not result in the recognition of gain or loss under the Code to either RGF-Georgia or RGF-Florida or their shareholders, respectively, and should preserve to the maximum extent permitted by law the carryover of tax attributes.

IN WITNESS WHEREOF, the undersigned has signed this Agreement and Plan of Merger and Reorganization as of the day and year first above written.

RGF INVESTMENTS, INC., a  
Florida corporation

By: Ronald G. Farrell  
Ronald G. Farrell, President

RGF INVESTMENTS, INC., a  
Georgia corporation

By: Ronald G. Farrell  
Ronald G. Farrell, President