

L38372

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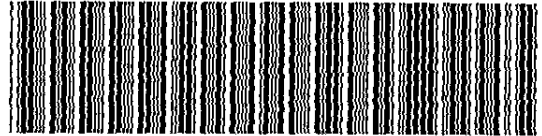
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L38372
(Survivor
non-Qua)

Effective date
12-31-03

Merger
T. Lewis 1/6/03

FILED
03 DEC 23 11 50 AM
RECEIVED
CLERK OF COURT
JANUARY 6 2004

JONES FUSSELL, L.L.P.

ATTORNEYS AT LAW

NORTHLAKE CORPORATE PARK, SUITE 103
1001 SERVICE ROAD EAST, HIGHWAY 190
P.O. BOX 1810
COVINGTON, LOUISIANA 70434

TELEPHONE (985) 892-4801
FAX (985) 892-4925

WILLIAM J. JONES, JR.
HOWARD R. FUSSELL
A. WAYNE BURAS
JEFFREY D. SCHOEN
MARGARET H. KERN
WILLIAM J. CRAIN*
LELAND R. GALLASPY
CALVIN P. BRASSEAU
*ALSO LICENSED IN TEXAS

CALVIN P. BRASSEAU
CPB@JONESFUSSELL.COM

December 22, 2003

BY FEDERAL EXPRESS

Florida Secretary of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Merger of Waltemath Interests, Inc. into
Classic Properties Management Corp.
Our File No.: S-15,513

Dear Sirs:

Enclosed for filing please find the Articles of Merger of Waltemath Interests, Inc. (FEI#: 58-1876680) into Classic Properties Management Corp. (LA Charter ID: 33932710D). The merger is to be effective at 5:00 p.m. on December 31, 2003. Please return to me two certified copies. Enclosed please find our check in the amount of \$87.50 (\$35.00 for each merging corporation and \$17.50 for two certified copies).

If you have any questions, please do not hesitate to call.

Sincerely,



Calvin P. Brasseaux

CPB/cms
Enclosure

**ARTICLES OF MERGER
OF WALTERMATH INTERESTS, INC.
INTO
CLASSIC PROPERTIES MANAGEMENT CORP.
UNDER SECTION 607.1101 ET SEQ. OF THE FLORIDA STATUTES
AND
SECTION 112 OF THE LOUISIANA BUSINESS CORPORATION LAW**

FILED
03 DEC 23 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, David L. Waltemath, as President of Classic Properties Management Corp. ("Classic Properties"), a corporation duly organized and existing under and by virtue of the laws of the State of Louisiana, and as President of Waltemath Interests, Inc. ("Waltemath Interests"), a corporation duly organized and existing under and by virtue of the laws of the State of Florida, and Kathryn G. Waltemath, as Secretary of Classic Properties and Waltemath Interests, hereby certify, pursuant to the requirements of Section 607.1101 et seq. of the Florida Statutes and Section 112 of the Louisiana Business Corporation Law, as follows:

FIRST: Classic Properties and Waltemath Interests are parties to a Plan and Agreement of Merger (the "Plan") dated effective as of December 31, 2003 pursuant to which Waltemath Interests will merge with and into Classic Properties. The authorized capital stock of Classic Properties consists of 10,000 shares of common stock, \$1.00 par value per share, of which 10,000 shares are issued and outstanding, and the authorized capital stock of Waltemath Interests consists of 100 shares of common stock, no par value per share, of which 100 shares are issued and outstanding. Classic Properties and Waltemath Interests have approved, adopted, certified, executed and acknowledged the merger, the Plan, and this Certificate pursuant to the requirements of the Florida Statutes and the Louisiana Business Corporation Law.

SECOND: The following resolutions authorizing and effecting the merger of Waltemath Interests into Classic Properties were adopted unanimously by the Board of Directors and shareholders of Waltemath Interests and Classic Properties on December 19, 2003 with all issued and outstanding shares of both corporations voting in favor of the merger.

RESOLVED, that Waltemath Interests, Inc. ("Waltemath Interests") shall be merged with and into Classic Properties Management Corp. ("Classic Properties"), pursuant to the provisions of Section 607.1101 et seq. of the Florida Statutes and Section 112 of the Louisiana Business Corporation Law, according to the following terms:

1. Waltemath Interests shall be merged into Classic Properties, with the effect provided by the laws of the States of Florida and Louisiana. Classic Properties and Waltemath Interests may be hereinafter referred to as the "Constituent Corporations."
2. The merger shall take effect at 5:00 p.m. on December 31, 2003 (the "Effective Time").
3. At the Effective Time the separate existence of Waltemath Interests shall cease and Classic Properties shall become the surviving corporation (the "Surviving Corporation") and shall continue to exist under, and be governed by, the laws of the State of Louisiana.
4. At the Effective Time, the Articles of Incorporation and the By-Laws of Classic Properties shall continue as the Articles of Incorporation and the By-Laws of the Surviving Corporation.
5. At the Effective Time, each issued and outstanding share of stock of Waltemath Interests shall be surrendered and canceled.
6. At the Effective Time, all of the issued and outstanding shares of common stock of Classic Properties shall remain issued and outstanding shares of the Surviving Corporation.
7. The Directors of Classic Properties at the Effective Time shall become the directors of the Surviving Corporation, and the officers of Classic Properties at the Effective Time shall become the officers of the Surviving Corporation.
8. At the Effective Time, (a) all of the rights, privileges, powers and franchises and all of the property, real (immovable), personal (movable) or mixed of Waltemath Interests shall be transferred to, vested in, and shall devolve upon the Surviving Corporation without further act or deed, (b) all rights of the Constituent Corporations with respect to debts due to either of the Constituent Corporations on whatever account shall be vested in the Surviving Corporation, (c) all claims, demands, property, rights, privileges, powers and franchises of any kind or nature and every other interest of either of the Constituent Corporations shall be as effectively the property of the Surviving Corporation as they were of the Constituent Corporations, (d) the title to any immovable or real property vested by deed or otherwise in either of the

Constituent Corporations, shall not revert or be in any way impaired by reason of the merger, but shall be vested in the Surviving Corporation, (e) all rights of creditors and any and all liens on any property of any of the Constituent Corporations shall be preserved unimpaired, and limited to the property effected by such lien at the Effective Time, and (f) all debts, liabilities, obligations and duties of any of the Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Corporation.

9. The registered office of the Surviving Corporation is and shall continue to be:

3520 General Degaulle Drive
Suite 1100
New Orleans, Louisiana 70114

FURTHER RESOLVED, that the President and the Secretary of the Corporation are hereby authorized, empowered and instructed to execute, acknowledge and deliver, in the name and under the corporate seal of the Corporation, a Plan and Agreement of Merger setting forth the foregoing terms and conditions of the Merger and such other matters as they shall deem appropriate and a Articles of Merger conforming to the requirements of the laws of the States of Florida and Louisiana, and to file such Articles of Merger in the offices of the Secretary of States of Florida and Louisiana in accordance with the provisions of the Florida Statutes and the Louisiana Business Corporation Law, and to execute, acknowledge and deliver under corporate seal or otherwise all other documents, contracts, instruments or agreements on behalf of the Corporation as may be necessary or appropriate, and containing such terms and conditions as the President and Secretary, or either of them in his sole discretion may deem appropriate, to give effect to these resolutions and/or the transactions contemplated hereunder.

THIRD: The name of the corporation surviving the merger Classic Properties Management Corp.

FOURTH: The articles of incorporation of Classic Properties shall be its articles of incorporation as in effect immediately prior to the merger.

FIFTH: The executed agreement of merger is on file at the principal place of business of Classic Properties, the address of which is 3520 General Degaulle Drive, Suite 1100, New Orleans, Louisiana 70114.

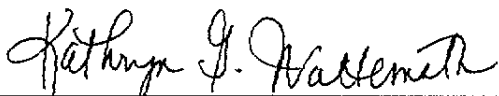
SIXTH: Classic Properties shall be deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or rights of dissenting shareholders of either Classic Properties or Waltemath Interests.

SEVENTH: Classic Properties has agreed to promptly pay to dissenting shareholders of Waltemath Interests the amount, if any, to which they are entitled under 607.1302 of the Florida Statutes.

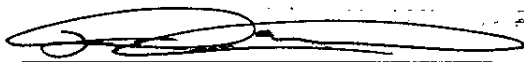
EIGHTH: A copy of the agreement of merger will be furnished by Classic Properties, on request and without cost, to any shareholder of any corporation that is a party to the merger.

IN WITNESS WHEREOF, the undersigned have hereunto set their signatures this 19th day of December, 2003.

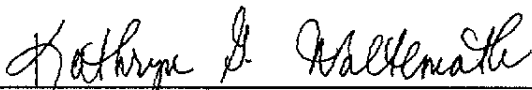
ATTEST:


Kathryn G. Waltemath, Secretary


**CLASSIC PROPERTIES
MANAGEMENT CORP.**
(A Louisiana Corporation)


David L. Waltemath, President
(Charter/Organization ID: 33932710D)

ATTEST:


Kathryn G. Waltemath, Secretary

WALTEMATH INTERESTS, INC.
(A Florida Corporation)


David L. Waltemath, President
(FEI#: 58-1876680)

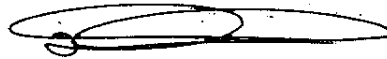
STATE OF LOUISIANA

PARISH OF ST. TAMMANY

BEFORE ME, the undersigned authority, a Notary Public in and for the Parish of St. Tammany, State of Louisiana, personally came and appeared:

David L. Waltemath

President of Classic Properties Management Corp., a Louisiana corporation, and President of Waltemath Interests, Inc., a Florida corporation, who being duly sworn did depose and say that he is the President of Classic Properties Management Corp. and the President of Waltemath Interests, Inc., and that he executed the foregoing Articles of Merger on behalf of such corporations in accordance with the requirements of the Florida Statutes and the Louisiana Business Corporation Law, and as the free and voluntary act and deed of said corporations.



David L. Waltemath

Sworn to and subscribed
before me this 19th day
of December, 2003.



Notary Public
My commission is for life.

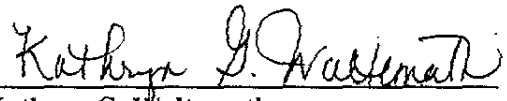
STATE OF LOUISIANA

PARISH OF ST. TAMMANY

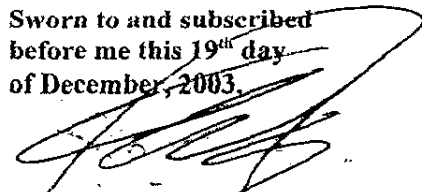
BEFORE ME, the undersigned authority, a Notary Public in and for the Parish of St. Tammany, State of Louisiana, personally came and appeared:

Kathryn G. Waltemath

Secretary of Waltemath Interests, Inc., a Florida corporation, and Secretary of Classic Properties Management Corp., a Louisiana corporation, who being duly sworn did depose and say that she is the Secretary of Waltemath Interests, Inc. and the Secretary of Classic Properties Management Corp., and that she executed the foregoing Articles of Merger on behalf of such corporations in accordance with the requirements of the Florida Statutes and the Louisiana Business Corporation Law, and as the free and voluntary act and deed of said corporations.


Kathryn G. Waltemath

Sworn to and subscribed
before me this 19th day
of December, 2003.



Notary Public
My commission is for life.