

L61326

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FIRST CITY FRANKLIN, INC., a Nevada corporation not qualified in Florida

INTO

CHESAPEAKE OF CLEARWATER, INC., a Florida corporation, L61326.

File date: June 5, 1997

Corporate Specialist: Joy Moon-French

L61326

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

400002202844--9

-06/05/97--01057--007

*****70.00 *****70.00

OFFICE USE ONLY

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

1. Chesapeake of Clearwater, Inc. L61326
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Mail out ☒ Pick up time 6/5/97 ☐ Certified Copy *Stamped*

☐ Will wait ☐ Photocopy ☐ Certificate of Status *Copy*

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

Examiner's Initials

Articles of Merger

of

First City Franklin, Inc.

with and into

Chesapeake of Clearwater, Inc.

FILED

97 JUN -5 PM 12:47

SECRETARY OF STATE
TALLAHASSEE FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and domestic business corporation named herein do hereby submit the following Articles of Merger.

1. Annexed hereto as Exhibit A and made a part hereof is the Plan of Merger for merging First City Franklin, Inc., a Nevada business corporation with and into Chesapeake of Clearwater, Inc., a Florida business corporation.

2. The merger of First City Franklin, Inc. with and into Chesapeake of Clearwater, Inc. is permitted by the laws of the jurisdiction of organization of First City Franklin, Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of First City Franklin, Inc. was May 29, 1997.

3. The shareholders of Chesapeake of Clearwater, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on May 29, 1997 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:01 a.m. on May 29, 1997.

Executed on May 29, 1997

FIRST CITY FRANKLIN, INC.

By: _____

John H. Coghlin
President

CHESAPEAKE OF CLEARWATER, INC.

By: _____

David P. Rankin
Executive Vice President

EXHIBIT A OF ARTICLES OF MERGER

PLAN OF MERGER

PLAN OF MERGER adopted by First City Franklin, Inc., a business corporation organized under the laws of the State of Nevada, by resolution of its Board of Directors on May 29, 1997, and adopted by Chesapeake of Clearwater, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on May 29, 1997. The names of the corporations planning to merge are First City Franklin, Inc., a business corporation organized under the laws of the State of Nevada, and Chesapeake of Clearwater, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which First City Franklin, Inc. plans to merge is Chesapeake of Clearwater, Inc.

1. First City Franklin, Inc. and Chesapeake of Clearwater, Inc. shall, pursuant to the provisions of the laws of the State of Nevada and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Chesapeake of Clearwater, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of First City Franklin, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present By-Laws of the surviving corporation will be the By-Laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the Board of Directors and officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-Laws of the surviving corporation.

5. Each issued and outstanding share of capital stock of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of the merger be canceled. The issued and outstanding shares of capital stock of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the

provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Nevada and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

L61326

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
1406 Hays Street, Suite 2
(Address)
Tallahassee, FL 32301 (904) 656-3992
(City, State, Zip) (Phone #)

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-05/23/97--01044--016
*****70.00 *****70.00

OFFICE USE ONLY

Messner

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

1. Lawrence of Clearwater, Inc. L61326
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in ☒ Pick up time 5/23 ☐ Certified Copy
Mail out ☐ Will wait ☒ Stamped Photocopy ☐ Certificate of Status

NEW FILINGS
Profit
NonProfit
Limited Liability
Domestication
Other

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

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/ QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other

Examiner's Initials

FILED
97 MAY 23 PM 2:52
SECRET
TALLAHASSEE
FLORIDA

5/23/97
[Handwritten initials and signatures]

L61326

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FIRST CITY DEVELOPMENTS CORP. OF BOSTON a Massachusetts
corporation not authorized to transact business in Florida

INTO

CHESAPEAKE OF CLEARWATER, INC., a Florida corporation, L61326.

File date: May 23, 1997

Corporate Specialist: Annette Hogan

Articles of Merger
of
First City Developments Corp. of Boston
with and into
Chesapeake of Clearwater, Inc.

FILED
97 MAY 23 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and domestic business corporation named herein do hereby submit the following Articles of Merger.

1. Annexed hereto as Exhibit A and made a part hereof is the Plan of Merger for merging First City Developments Corp. of Boston, a Massachusetts business corporation, with and into Chesapeake of Clearwater, Inc., a Florida business corporation.

2. The merger of First City Developments Corp. of Boston with and into Chesapeake of Clearwater, Inc. is permitted by the laws of the jurisdiction of organization of First City Developments Corp. of Boston and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of First City Developments Corp. of Boston was May 20, 1997.

3. The shareholders of Chesapeake of Clearwater, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on May 20, 1997 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:01 a.m. on May 20, 1997.

Executed on May 20, 1997

FIRST CITY DEVELOPMENTS CORP. OF BOSTON

By: 
David P. Rankin
Executive Vice President and Secretary

CHESAPEAKE OF CLEARWATER, INC.


By: 
David P. Rankin
Executive Vice President and Secretary

EXHIBIT A TO ARTICLES OF MERGER

PLAN OF MERGER

PLAN OF MERGER adopted for First City Developments Corp. of Boston, a business corporation organized under the laws of the Commonwealth of Massachusetts, by resolution of its Board of Directors on May 20, 1997, and adopted for Chesapeake of Clearwater, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on May 20, 1997. The names of the corporations planning to merge are First City Developments Corp. of Boston, a business corporation organized under the laws of the Commonwealth of Massachusetts, and Chesapeake of Clearwater, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which First City Developments Corp. of Boston plans to merge is Chesapeake of Clearwater, Inc.

1. First City Developments Corp. of Boston and Chesapeake of Clearwater, Inc. shall, pursuant to the provisions of the laws of the Commonwealth of Massachusetts and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Chesapeake of Clearwater, Inc., which shall be the surviving corporation upon the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of First City Developments Corp. of Boston, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present By-Laws of the surviving corporation will be the By-Laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the Board of Directors and officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-Laws of the surviving corporation.

5. Each issued and outstanding share of capital stock of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of the merger be canceled. The issued and outstanding shares of capital stock of the surviving corporation shall not be converted or exchanged in any manner, but each said share

which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the Commonwealth of Massachusetts and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.