

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 #)

FILED
98 APR 30 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

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

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

1. FIRST CITY FLORIDA FIRST, INC. (Document #) *Merger*
2. Chesapeake of Clearwater Inc. L61326 (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 5/1

☐ Certified Copy

☐ Mail out ☐ Will wait

☒ *Stamped* Photocopy

☐ Certificate of Status

RECEIVED
98 APR 30 PM 4:15
DIVISION OF CORPORATION

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

Name	5/1/98
City	Don
Examiner	Don
Updater	Don
Verifyer	Don
Acknowledgement	Don
W.P. Verifyer	Don

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FIRST CITY FLORIDA FIRST, INC., a Delaware corporation not authorized to
transact business in Florida

INTO

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

File date: April 30, 1998

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER

OF

FIRST CITY FLORIDA FIRST, INC.

AND CHESAPEAKE OF CLEARWATER, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

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

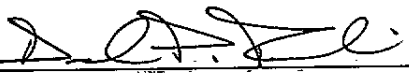
FIRST: Annexed hereto as Exhibit A, and made a part hereof, is a Plan of Merger for merging First City Florida First, Inc. with and into Chesapeake of Clearwater, Inc.

SECOND: The merger of First City Florida First, Inc. with and into Chesapeake of Clearwater, Inc. is permitted by the laws of the jurisdiction of organization of First City Florida First, Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by shareholders of First City Florida First, Inc. was April 28, 1998.

THIRD: The shareholders of Chesapeake of Clearwater, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on April 28, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

Executed on April 28, 1998

CHESAPEAKE OF CLEARWATER, INC.

By: 
David P. Rankin
Executive Vice President

FIRST CITY FLORIDA FIRST, INC.

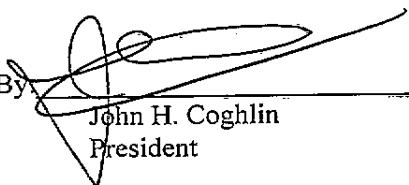
By: 
John H. Coghlin
President

EXHIBIT A TO THE ARTICLES OF MERGER

PLAN OF MERGER

PLAN OF MERGER adopted by First City Florida First, Inc., a business corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on April 28, 1998, 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 April 28, 1998. The names of the corporations planning to merge are First City Florida First, Inc., a business corporation organized under the laws of the State of Delaware, 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 Florida First, Inc. plans to merge is Chesapeake of Clearwater, Inc.

1. First City Florida First, Inc. and Chesapeake of Clearwater, Inc., shall, pursuant to the provisions of the laws of the State of Delaware 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 Florida First, 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 Delaware 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.