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J. Breck Brannen Attorney at Law

(850) 222-3533 breck@penningtonlaw.com

VIA HAND DELIVERY

Department of State
Division of Corporations
Attn: Brenda Tadlock
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: The Lamar Company, L.L.C.

Dear Ms. Tadlock:

Per our conversation with Buck Kohr, enclosed you will find an Application by Foreign Limited Liability Company to File Amendment to Application for Authorization to Transaction Business in Florida for The Lamar Company, L.L.C., along with the attached exhibit, cover letter and an extra copy for the certified copy.

Also enclosed you will find our check in the amount of \$60.00 to cover the processing of this request. Please give us a call when the documents are ready and we will send a runner to pick it up from the Pennington Law Firm box in your office.

Please give me a call if you have any questions. Thank you for your assistance.

Sincerely,

Breck Brannen

/dmr Enclosures

COVER LETTER

-	of Corporations		
SUBJECT:	THE LAMA	R COMPANY, L.	L.C.
30 5 555		reign Limited Liability C	
Dear Sir or Mada	m:		
The enclosed app	lication, certificate and fee(s)	are submitted for filing.	
Please return all c	orrespondence concerning thi	s matter to the following	:
	Breck Branner	1	
· · ·	(Name of Person)		
	Pennington Law l	Firm	
	(Firm/Company)		
215 So	uth Monroe Stree	t, 2nd Floor	
	(Address)		
Т	allahassee, FL 3	32301	
	(City/State and Zip Co	de)	
For further inform	nation concerning this matter,	please call:	
В	reck Brannen	at (850	222-3533
	(Name of Person)		Daytime Telephone Number)
STREET/COURIER ADDRESS: Registration Section Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, Florida 32301		MAILING ADDRESS: Registration Section Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314	
	ck for the following amount	:	
\$25 Filing Fee	\$30 Filing Fee & Certificate of Status	\$55 Filing Fee & Certified Copy	✓ \$60 Filing Fee, Certificate of Status &

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECTION I (1-3 must be completed)

- 1. Name of limited liability company as it appears on the records of the Florida Department of State: THE LAMAR COMPANY, L.L.C.
- 2. Jurisdiction of its organization: Louisiana
- 3. Date authorized to do business in Florida: 02/22/2000

SECTION II (4-7 complete only the applicable changes)

- 4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? N/A
- 5. New name of the limited liability company: N/A
- 6. If the amendment changes the period of duration, indicate new period of duration: N/A
- 7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: N/A
- 8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: This amendment is being filed for informational purposes only in order to show the merger of The Lamar Corporation, a Louisiana corporation, into The Lamar Company, L.L.C., a Louisiana limited liability company. Attached hereto as an exhibit is a certified copy of the merger agreement as filed in Louisiana to evidence said merger.

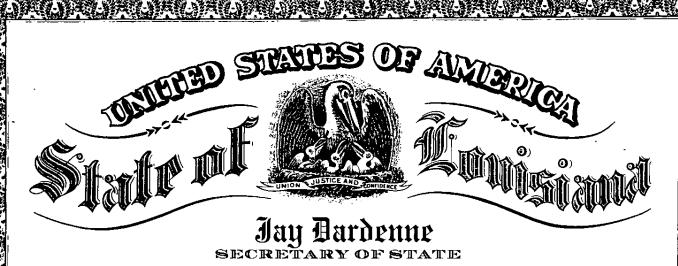
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

Signature of a member or the authorized representative of a member

Typed or printed name of signee

Filing Fee: \$25.00

2001 APR 12 PM 2: 31
SECRETARY OF STATE



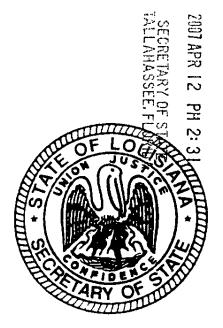
As Secretary of State, of the State of Louisiana, I do hereby Certify that

the annexed and following is a True and Correct copy of the Merger Agreement as shown by comparison with document filed and recorded in this Office on December 22, 1999.

In testimony whereof, I have hereunto set my hand and caused the Seat of my Office to be affixed at the City of Baton Rouge on, February 27, 2007

VSC 34871100K

Secretary of State



AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") dated this 22nd day of December 1999, between The Lamar Corporation, a Louisiana corporation (the"Corporation") and The Lamar Company, L.L.C. a Louisiana limited liability company (the"Company").

WITNESSETH:

Whereas, the Corporation is a corporation duly organized and existing under the laws of the State of Louisiana, having been formed on the 14th day of May, 1970; and

Whereas, the Company is a limited liability company duly organized and existing under the laws of the State of Louisiana, having been formed on the 22nd day of December, 1999; and

Whereas, Lamar Media Corp., a Delaware corporation, ("Lamar") is the sole shareholder of the Corporation; and

Whereas, the Board of Directors and sole shareholder of the Corporation consider it advisable and to the advantage of and in the best interests of the Corporation and its shareholder that the Corporation be merged into the Company; and

Whereas, the Managing Member of the Company considers it advisable and to the advantage and in the best interest of the Company and its respective members that the Corporation be merged into the Company;

Now, therefore, the Corporation and the Company have agreed and do hereby agree with each other that the Corporation shall be, and it is hereby, merged into the Company pursuant to the provisions of Section 12 §1358 et. seq. of the Louisiana "Limited Liability Company Law", and do hereby agree upon and prescribe the terms and conditions of the merger and of carrying it into effect, as follows:

I.

1.1 The Corporation shall be merged with and into the Company at the effective time of the merger.

1.2 The Company shall be the surviving limited liability company and shall be governed by the laws of the State of Louisiana. This limited liability company is referred to below as the "Limited Liability Company."

II.

2.1 At the effective time of the merger, by virtue of the merger, and upon the consent of Lamar, all of the outstanding shares of capital stock of the Corporation, being the One Thousand (1000) shares of common stock of No Par Value now held by Lamar, shall be canceled.

III.

The terms and conditions of the merger are as follows:

- 3.1 The Articles of Organization and the Operating Agreement of the Company, as they shall exist on the effective date of the merger described herein, shall be the Articles of Organization and Operating Agreement of the Limited Liability Company until altered, amended or repealed as therein provided.
- 3.2 Lamar Media Corp. shall be and remain the managing member of the Limited Liability Company and shall continue to be the managing member until it resigns, becomes disabled, dies, is liquidated, or is removed by the vote of the holders of an eighty (80%) percent majority of the membership interest of the Limited Liability Company.
- 3.3 The Company shall pay all the expenses of carrying this Agreement into effect and of accomplishing the merger.
- 3.4 If, at any time, the Limited Liability Company shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest in the Limited Liability Company, according to the terms hereof, the title to any property or rights of the Corporation, the proper officers and directors of the Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Limited Liability Company, and otherwise to carry out the purposes of this Agreement and Plan of Merger.
- 3.5 The registered offices of the Limited Liability Company in the State of Louisiana shall remain at 5551 Corporate Boulevard, Baton Rouge, Louisiana 70808. The

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full name and address of its registered agent in the State of Louisiana shall be Corporation Trust Center located in Baton Rouge, Louisiana.

(The remainder of this page is intentionally left blank.)

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the Corporation and the Company as of the date and year first above written.

THE LAMAR CORPORATION,

a Louisiana corporation

Keith A. Istre, Vice President-Finance

THE LAMAR COMPANY, L.L.C. a Louisiana limited liability company

By: Lamar Media Corp.

Its: Sole Member

Keith A. Istre, Vice President-Finance

SECRETARIES' CERTIFICATIONS

I, the undersigned Secretary of The Lamar Corporation, a Louisiana corporation, hereby certify that the foregoing Agreement and Plan of Merger has been adopted and approved by the board of directors and by the vote of its shareholders, pursuant to La. R.S. 12:1359(A)(2).

I, the undersigned Secretary of Lamar Media Corp., a Louisiana corporation, and Managing Member of The Lamar Company, L.L.C., a Louisiana limited liability company. hereby certify that the foregoing Agreement and Plan of Merger has been adopted and approved by the board of directors and its shareholders pursuant to La. R.S. 12:1359(A)(1).

James R. McIlwain, Secretary

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH EAST BATON ROUGE

BE IT KNOWN, that on this 22nd day of December, 1999, before me, the undersigned Notary Public, duly commissioned and qualified and sworn within and for the State and Parish aforesaid, personally came and appeared:

Keith Istre, Vice President-Finance

of The Lamar Corporation, to me known to be the identical person who executed the above and foregoing instrument, who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that he executed the above and foregoing instrument on behalf of said corporation for the uses, purposes and benefits therein expressed.

WITNESSES:

Keith A. Istre

Notary Public

My Commission Expires: at death.

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH EAST BATON ROUGE

BE IT KNOWN, that on this 22nd day of December, 1999, before me, the undersigned Notary Public, duly commissioned and qualified and sworn within and for the State and Parish aforesaid, personally came and appeared:

Keith Istre, Vice President-Finance

of Lamar Media Corp., managing member of The Lamar Company, L.L.C., to me known to be the identical person who executed the above and foregoing instrument, who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that he executed the above and foregoing instrument on behalf of said corporation, for the uses, purposes and benefits therein expressed.

WITNESSES:

Keith A Istra

Notary Public

My Commission Expires: at death.

CONSENT OF THE MANAGING AND SOLE MEMBER OF THE LAMAR COMPANY, L.L.C. TO THE AGREEMENT AND PLAN OF MERGER

Pursuant to the provisions of Louisiana Limited Liability Company Law, particulary Louisiana Revised Statutes 12:1359, the undersigned managing and sole member of The Lamar Company, L.L.C., hereby:

1. Consents by the Executive Committee of the Board of Directors to the Agreement and Plan of Merger by and between The Lamar Corporation and The Lamar Company, L.L.C. and approves the Agreement and Plan of Merger attached hereto and made part hereof.

Lamar Media Corp. a Delaware corporation Managing and Sole Member of The Lamar Company, L.L.C., a Louisiana limited liability company

Rv.

Keith A. Istre, Vice-President-Finance

SECRETARY'S CERTIFICATION

I, the undersigned Secretary of Lamar Media Corp., a Delaware corporation, and managing and sole member of The Lamar Company, L.L.C., a Louisiana limited liability company, hereby certify that the foregoing Consent to the Agreement and Plan of Merger has been adopted and approved by the executive committee of the board of directors, pursuant to La. R.S. 12:1359(A)(1).

CONSENT OF LAMAR MEDIA CORP. TO THE AGREEMENT AND PLAN OF MERGER AND TO THE CANCELLATION OF STOCK

Pursuant to the provisions of the Louisiana Limited Liability Company Law, particularly Louisiana Revised Statues 12:1359, the undersigned corporation hereby consents to the following:

- The Agreement and Plan of Merger attached hereto and made part hereof is approved by the Executive Committee of the Board of Directors of the corporation, as sole shareholder of The Lamar Corporation, which Executive Committee has the full authority to act between meetings of the Board of Directors.
- 2. The Agreement and Plan of Merger is hereby approved by the undersigned corporation as sole shareholder of The Lamar Corporation and further agrees to the cancellation of the certificates of stock currently held by the undersigned corporation.

Lamar Media Corp., a Delaware corporation

Sole Shareholder

By: Keith A. Istre, Vice President-Finance

SECRETARY'S CERTIFICATION

I, the undersigned Secretary of Lamar Media Corp., a Delaware corporation, hereby certify that the foregoing Consent to the Agreement and Plan of Merger and Cancellation of Stock has been adopted and approved by the executive committee of the board of directors, of Lamar Media Corp. as the sole shareholder to The Lamar Corporation, pursuant to La. R.S. 12:1359(A)(2).

RESOLUTIONS OF THE EXECUTIVE COMMITTEE OF THE LAMAR CORPORATION TO THE AGREEMENT AND PLAN OF MERGER

BE IT RESOLVED, that the Agreement and Plan of Merger ("Agreement")dated effective the 22nd day of December by and among The Lamar Corporation and The Lamar Company, L.L.C. a copy of which is attached hereto as Exhibit "A" be and they are hereby approved;

BE IT FURTHER RESOLVED, that any changes in the terms and conditions of such Agreement, including any other instruments and documents necessary or desirable in connection therewith, be and the same are hereby left to the discretion and judgment of Kevin P. Reilly, Jr., the President of this Corporation, Keith A. Istre, the Vice President-Finance and Chief Financial Officer of this Corporation, and James R. Meilwain, the Secretary of this Corporation, or any one of them acting alone (each referred to hereinafter as an "Authorized Officer"), each of whom is hereby authorized to negotiate, execute and deliver on behalf of this Corporation such documents and instruments (including all schedules and exhibits thereto) as the Authorized Officer may determine, in such Authorized Officer's sole and uncontrolled discretion, to be necessary or advisable to carry out the terms and conditions of such Agreement and the instruments and documents when so executed shall be presumed conclusively to be the duly authorized acts of this Corporation;

BE IT FURTHER RESOLVED, that this Corporation authorizes, empowers and directs the Authorized Officers, each acting alone, in the name of this Corporation, to do or cause to be done all such acts or things and to make, execute and deliver, or cause to be made, executed and delivered, all such documents, instruments and certificates, as such Authorized Officer may, in such officer's sole and uncontrolled discretion, may deem necessary, proper, advisable or convenient, to effectuate or carry out the purpose and intent of the foregoing resolutions, and to perform the obligations of this Corporation, under the instruments and documents approved in the above and foregoing resolutions.

CERTIFICATE

I do hereby certify that I am the duly elected Secretary of The Lamar Corporation, and that the foregoing resolutions were unanimously adopted by the Executive Committee of this Corporation at a meeting held by them on the 22nd day of December, Secretary of The Lamar Corporation, at which meeting all of the members of the

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Executive Committee were present and voted unanimously in favor thereof. The articles of incorporation of the Corporation do not require any vote or consent of the shareholders of this Corporation to authorize the transactions referred to in the resolutions. These resolutions have not been modified or rescinded and are still in full force and effect.

Baton Rouge, Louisiana, this 22nd day of December, 1999.