

M72163

Sender's
NameRichard Theibert

Phone

205 250 8400

Company

NAJJAR DENABURG P C

Address

2125 MORRIS AVE

Dept./Floor/Suite/Room

City

BIRMINGHAM

State

AL

ZIP

35203

Office Use Only

2 Your Internal Billing Reference Information

John B. Batts, LLC100002825181--6-03/31/99--01054--001*****78.75 *****78.75

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in☐ Pick up time _____☐ 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 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

*Richard Theibert gave
Authorization to Change "into"
To "And" in the title of the
document. 4/18 JB*

VS APR 13 1999

Menger

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

JAN B. BATES, INC., a Florida corporation, M72163

INTO

JAN B. BATES, INC., an Alabama corporation not qualified in Florida

File date: March 31, 1999

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
of
JAN B. BATES, INC. an Alabama corporation
AND
JAN B. BATES, INC., a Florida corporation

FILED
99 MAR 31 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between **JAN B. BATES, INC.**, an Alabama corporation, and
JAN B. BATES, INC., a Florida corporation.

Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act") **JAN B. BATES, INC.**, an Alabama corporation, and **JAN B. BATES, INC.**, a Florida corporation adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated March 30, 1999 ("Plan of Merger"), between **JAN B. BATES**, an Alabama corporation and **JAN B. BATES, INC.**, a Florida corporation was approved and adopted by the shareholders of **JAN B. BATES, INC.**, an Alabama corporation on March 30, 1999 and was adopted by **JAN B. BATES, INC.**, a Florida corporation on March 30, 1999.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of **JAN B. BATES, INC.'S**, a Florida corporation stock will be acquired by means of a merger of **JAN B. BATES, INC.**, a Florida corporation into **JAN B. BATES, INC.**, an Alabama corporation, the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as fully set forth.

4. Pursuant to §607.1105 (1)(b) of the Act, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida or 11:59 p.m. on March 31, 1999, which ever date is later.

IN WITNESS WHEREOF, the parties have set their hands this the 30th day of March, 1999.

JAN B. BATES, INC., a Alabama corporation

By: Jan B. Bates
Jan B. Bates, President
Dated: 3/30/99

JAN B. BATES, INC., a Florida corporation

By: Jan B. Bates
Jan B. Bates, President
Dated: 3/30/99

PLAN OF MERGER

Merger Between JAN B. BATES, INC., an Alabama corporation (the "Surviving Corp ") and JAN B. BATES, INC., a Florida corporation (the "Disappearing Corp."), (collectively the "Constituent Corporations") This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as previously amended and in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for shares of the Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp. stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will not be issued. Former holders of Disappearing Corp. stock who otherwise would be entitled to receive fractional shares of Surviving Corp.'s stock on the Effective Date shall not receive a fractional share and shall receive only the number of full shares after deducting the fractional share (i.e., the fraction of the share shall be forgiven and forfeited).

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and

franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in S607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date, Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp, or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Department of State and Effective Date. Upon the Closing, as provided in the agreement of merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Department of State. In accordance with S607.1105 of the Act, the Articles of Merger shall specify the "Effective Date", which shall be the filing date of the Articles or 11:59 p.m. on March 31, 1999, whichever date is later.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

9. Termination. At any time before the Effective Date, this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

JAN B. BATES, INC.

By: Jan B Bates
Jan B. Bates, President
Dated: March 30, 1999

JAN B. BATES, INC.

By: Jan B Bates
Jan B. Bates, President
Dated: March 30, 1999

UNANIMOUS CONSENT ACTION OF THE
BOARD OF DIRECTORS OF
JAN B. BATES, INC.

The undersigned, as the sole member of the Board of Directors of JAN B. BATES, INC., an Alabama corporation (the "Company") unanimously agrees, adopts, consents to, and orders the following corporate actions pursuant to Section 607.0821 of the Florida Business Corporation Act:

1. The undersigned waives all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.
2. The undersigned adopts the following corporate actions:

WHEREAS, the Company desires to consummate a Merger (the "Merger") with Jan B. Bates, Inc. a Florida corporation, ("the Disappearing Corp."), all in accordance with Section 607.1101 of the Florida Business Corporation Act (the "Act"); and

WHEREAS, the Disappearing Corp. desires to consummate the Merger; and

WHEREAS, the Disappearing Corp. and the Company intend to enter into a Plan of Merger (the "Agreement") to consummate the Merger and a draft of the Agreement(s) is attached as Exhibit "A"; and

WHEREAS, the Company desires to Consummate the Merger on the terms and conditions set forth in the Agreement, which terms are incorporated by this reference; and

WHEREAS, after the Plan of Merger has been adopted by this Board, the Board shall then submit the plan to the Company's shareholders for their approval, in accordance with Section 607.1103 of the Act; and

WHEREAS, after the Merger has been approved, the Company intends to execute Articles of Merger and file them, with the Florida Department of State in accordance with Section 607.1105 of the Act; and

WHEREAS, it is in the best interests of the company to consummate these transactions.

NOW, THEREFORE:

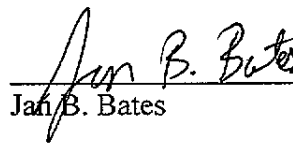
BE IT RESOLVED, that the Merger, the Agreement and all of the transactions contemplated thereby are adopted, approved, and consented to and the Company's President is authorized and directed on behalf of the Company to negotiate, execute, and deliver the Agreement and any and all other instruments or agreements deemed necessary or appropriate by him to consummate the transactions contemplated by the Agreement, with such deletions, modifications, or other changes deemed necessary or appropriate by such officer, in his sole discretion, upon the advice of counsel or otherwise, in order to carry out the purpose or intent of the foregoing resolutions

and to do or cause to be done any and all such acts and things by or on behalf of the Company, in his sole discretion, upon advice of counsel or otherwise, as he deems necessary and appropriate to consummate the transactions contemplated by the Agreement; and

BE IT FURTHER RESOLVED, that the President is authorized and directed to submit the Plan of Merger to the shareholders for their approval; and

BE IT FURTHER RESOLVED, that the President is directed to execute and file the Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, as the sole member of the Board of Directors of JAN B. BATES, INC., executes the foregoing corporation action for the purpose of giving his consent to it as of the 30th day of March, 1999.



Jan B. Bates

MINUTES OF A MEETING OF SHAREHOLDERS OF

JAN B. BATES, INC.

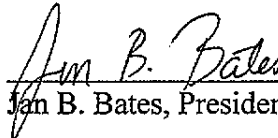
A meeting of the sole shareholder of **JAN B. BATES, INC.** an Alabama corporation, (the "Company"), was held on March 30, 1999 at 2125 Morris Avenue in Birmingham, Alabama. The sole shareholder of the Company was present in person or by proxy, and as sole shareholder, waived all notice of the meeting.

The undersigned is the sole officer, director and shareholder of the Company.

The undersigned approve the adoption of the following resolution:

RESOLVED, that the Company is hereby authorized to adopt the Plan of Merger and proceed with the Merger on the terms set forth in the Plan provided to the sole shareholder along with the notice of this meeting.

Dated this the 30th day of March, 1999.



Jan B. Bates, President

UNANIMOUS CONSENT ACTION OF THE
BOARD OF DIRECTORS OF
JAN B. BATES, INC.

The undersigned, as the sole member of the Board of Directors of JAN B. BATES, INC., an Florida corporation (the "Company") unanimously agrees, adopts, consents to, and orders the following corporate actions pursuant to Section 607.0821 of the Florida Business Corporation Act:

1. The undersigned waives all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.
2. The undersigned adopts the following corporate actions:

WHEREAS, the Company desires to consummate a Merger (the "Merger") with Jan B. Bates, Inc. an Alabama corporation, ("the Disappearing Corp."), all in accordance with Section 607.1101 of the Florida Business Corporation Act (the "Act"); and

WHEREAS, the Disappearing Corp. desires to consummate the Merger; and

WHEREAS, the Disappearing Corp. and the Company intend to enter into a Plan of Merger (the "Agreement") to consummate the Merger and a draft of the Agreement(s) is attached as Exhibit "A"; and

WHEREAS, the Company desires to Consummate the Merger on the terms and conditions set forth in the Agreement, which terms are incorporated by this reference; and

WHEREAS, after the Plan of Merger has been adopted by this Board, the Board shall then submit the plan to the Company's shareholders for their approval, in accordance with Section 607.1103 of the Act; and

WHEREAS, after the Merger has been approved, the Company intends to execute Articles of Merger and file them, with the Florida Department of State in accordance with Section 607.1105 of the Act; and

WHEREAS, it is in the best interests of the company to consummate these transactions.

NOW, THEREFORE:

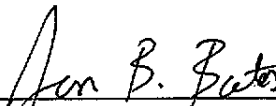
BE IT RESOLVED, that the Merger, the Agreement and all of the transactions contemplated thereby are adopted, approved, and consented to and the Company's President is authorized and directed on behalf of the Company to negotiate, execute, and deliver the Agreement and any and all other instruments or agreements deemed necessary or appropriate by him to consummate the transactions contemplated by the Agreement, with such deletions, modifications, or other changes deemed necessary or appropriate by such officer, in his sole discretion, upon the advice of counsel or otherwise, in order to carry out the purpose or intent of the foregoing resolutions

and to do or cause to be done any and all such acts and things by or on behalf of the Company, in his sole discretion, upon advice of counsel or otherwise, as he deems necessary and appropriate to consummate the transactions contemplated by the Agreement; and

BE IT FURTHER RESOLVED, that the President is authorized and directed to submit the Plan of Merger to the shareholders for their approval; and

BE IT FURTHER RESOLVED, that the President is directed to execute and file the Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, as the sole member of the Board of Directors of JAN B. BATES, INC., executes the foregoing corporation action for the purpose of giving his consent to it as of the 30th day of March, 1999.



Jan B. Bates

MINUTES OF A MEETING OF SHAREHOLDERS OF

JAN B. BATES, INC.

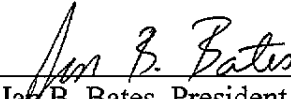
A meeting of the sole shareholder of **JAN B. BATES, INC.**, a Florida corporation, (the "Company"), was held on March 30, 1999 at 6325 Presidential Court in Fort Myers, Florida. The sole shareholder of the Company was present in person or by proxy, and as sole shareholder, waived all notice of the meeting.

The undersigned is the sole officer, director and shareholder of the Company.

The undersigned approve the adoption of the following resolution:

RESOLVED, that the Company is hereby authorized to adopt the Plan of Merger and proceed with the Merger on the terms set forth in the Plan provided to the sole shareholder along with the notice of this meeting.

Dated this the 30th day of March, 1999.



Jan B. Bates, President