

N99000003870

FILED

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-06/23/99-01068-016
*****78.75 *****78.75

Formerly, the Place to
Be, Inc.
into
The Place to Be, Inc.

*file Third *

Date of
adoption was
6/23/99

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

☐ Art of Inc. File
☐ LTD Partnership File
☐ Foreign Corp. File
☐ L.C. File
☐ Fictitious Name File
☐ Trade/Service Mark
☒ Merger File
☐ Art. of Amend. File
☐ RA Resignation
☐ Dissolution / Withdrawal
☐ Annual Report / Reinstatement
☒ Cert. Copy
☐ Photo Copy
☐ Certificate of Good Standing
☐ Certificate of Status
☐ Certificate of Fictitious Name
☐ Corp Record Search
☐ Officer Search
☐ Fictitious Search
☐ Fictitious Owner Search
☐ Vehicle Search
☐ Driving Record
☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ Courier

RECEIVED

99 JUN 23 PM 1:21

merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

FORMERLY THE PLACE TO BE, INC., a FL corp., P96000007425

INTO

THE PLACE TO BE, INC., a Florida corporation, N99000003870

File date: June 23, 1999

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 24, 1999

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: THE PLACE TO BE, INC.
Ref. Number: N99000003870

We have received your document for THE PLACE TO BE, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please fill in the blanks that are left incomplete indicating the effective date and other dates that are left blank.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 399A00033589

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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Corrected

FILED

99 JUN 23 PM 4: 12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
FORMERLY THE PLACE TO BE, INC.,
a Florida corporation
INTO
THE PLACE TO BE, INC.,
a Florida not for profit corporation

Pursuant to Section 617.1105 of the Florida Not for Profit Corporation Act (the "Act"), Formerly The Place To Be, Inc., a Florida corporation ("The Place I") and The Place To Be, Inc., a Florida not for profit corporation ("The Place II"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of The Place I into The Place II (the "Merger"):

FIRST: The Plan of Merger, pursuant to Section 617.1101 of the Act, is as follows:

- (a) The name of the surviving corporation is The Place To Be, Inc.
- (b) The name of the merged corporation is Formerly The Place To Be, Inc.

(c) Upon the Effective Date of the merger, as prescribed in paragraph **FOURTH** below, there being no capital stock of either party to the Merger, all assets and liabilities of The Place I shall become assets and liabilities of The Place II, and The Place I shall cease to exist.

SECOND: The duly constituted Board of Directors of The Place I, of which there are four in office and which Board is authorized, pursuant to Section 607.0701 of the Act, to do all acts of the Board of Directors, unanimously approved and adopted the foregoing Plan of Merger as of June 3, 1999. Shareholder approval was not required.

THIRD: The duly constituted Board of Directors of The Place II, of which there are four in office and which Board is authorized, pursuant to Section 617.0825 of the Act, to do all acts of the Board of Directors, unanimously approved and adopted the foregoing Plan of Merger as of June 3, 1999. Member approval was not required.

FOURTH: The effective date of the merger shall be midnight June 3rd, 1999.

IN WITNESS WHEREOF, The Place II and The Place I have caused these Articles of Merger to be signed in their corporate names by their respective Presidents, on this 3rd day of June, 1999.

THE PLACE TO BE, INC., a Florida not for profit corporation

By: Nathaniel Isbell
Nathaniel Isbell, President

FORMERLY THE PLACE TO BE, INC., a Florida corporation

By: Nathaniel Isbell
Nathaniel Isbell, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of June 3, 1999, is entered into between **FORMERLY THE PLACE TO BE, INC.**, a Florida corporation ("The Place I"), and **THE PLACE TO BE, INC.**, a Florida not for profit corporation ("The Place II").

WITNESSETH:

WHEREAS, the parties hereto desire to effect the merger of The Place I with and into The Place II as a result of which (a) The Place II shall be the surviving corporation, and (b) the separate corporate existence of The Place I shall cease; and

WHEREAS, the respective Boards of Directors of The Place I and The Place II have approved this Agreement and have determined that The Place I should merge with and into The Place II on the terms and conditions hereinafter set forth; and

WHEREAS, the parties hereto desire to effectuate the Merger as a nontaxable reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code").

NOW, THEREFORE, in consideration of the premises and the mutual representations, warranties, covenants and agreements herein contained, the parties hereto agree as follows:

ARTICLE I **THE MERGER**

1.1 **Merger.** Subject to the terms and conditions hereof, at the Effective Time (as defined in Section 1.2 hereof), The Place I shall be merged with and into The Place II in accordance with the laws of the State of Florida, with The Place II being the surviving corporation (the "Merger"). The Place II is herein sometimes referred to as the "Surviving Corporation" and The Place I and The Place II are herein sometimes collectively referred to as the "Constituent Corporations."

1.2 **Effective Time.** Subject to compliance by The Place I and The Place II with the covenants and agreements of, and satisfaction of the conditions contained in this Agreement, the parties shall take such action as is required by law to make the Merger effective at midnight on June 3rd, 1999 ("Effective Time"), upon the filing of duly executed Articles of Merger meeting the requirements of the Florida Not for Profit Corporation Act ("the Act").

ARTICLE II
ARTICLES OF INCORPORATION, BY-LAWS,
DIRECTORS AND OFFICERS

2.1 **Articles and By-Laws.** The Articles of Incorporation and By-Laws of The Place II in effect at the Effective Time shall be the Articles of Incorporation and By-Laws of the Surviving Corporation.

2.2 **Directors and Officers of Surviving Corporation.** The directors and officers of The Place II at the Effective Time shall be as follows:

Nathaniel Isbell	President/Director
Jennie Grant	Treasurer/Director
Lila Monds	Secretary/Director
Stanley Goldwire	Manager/Director
Clorreta Clay	Director
John Harrison Hough	Director

ARTICLE III
Certain Effects of the Merger

Certain Effects of the Merger. At the Effective Time, and in accordance with Section 80 of the BCL and Section 259 of the GCL, the separate existence of The Place I shall cease, and The Place I shall be merged with and into The Place II, which, as the Surviving Corporation, shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, for all other choses in action and other interests due or belonging to each of the Constituent Corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter as effectively the property of the Surviving Corporation as they were of the respective Constituent Corporations and shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

ARTICLE IV
CONDITIONS PRECEDENT TO THE MERGER

4.1 **Conditions to Each Party's Obligations.** The respective obligations of each party to effect the Merger shall be subject to the fulfillment at or prior to the Effective Time of the following conditions:

(a) The Merger shall have been approved by the requisite vote of the directors of The Place II in accordance with the applicable provisions of the Act.

(b) The Merger shall have been approved by the requisite vote of the members of The Place I in accordance with the requirements of the Act.

ARTICLE V MISCELLANEOUS

5.1 **Amendment or Waiver.** This Agreement may be amended, modified or superseded, and any of the terms, covenants, representations, warranties or conditions hereof may be waived, but only by a written instrument executed by The Place I and The Place II. No waiver of any nature, in any one or more instances, shall be deemed to be or construed as a further or continued waiver of any condition or any breach of any other term, representation or warranty in this Agreement.

5.2 **Entire Agreement.** This Agreement constitutes the entire agreement between the parties with respect to the Merger, and supersedes all prior arrangements or understandings with respect thereto.

5.3 **Descriptive Headings.** The descriptive headings are for convenience of reference only and shall not control or affect the meaning or construction of any provision of this Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed on their behalf by their officers thereunto duly authorized as of the date first above written.

FORMERLY THE PLACE TO BE, INC., a Florida corporation

By: Nathaniel Isbell
Nathaniel Isbell, President

THE PLACE TO BE, INC., a Florida not for profit corporation

By: Nathaniel Isbell
Nathaniel Isbell, President

**CONSENT OF DIRECTORS
IN LIEU OF MEMBERS MEETING OF
FORMERLY THE PLACE TO BE, INC.**

The undersigned, pursuant to Section 607.0702 of the Florida Business Corporation Act, being all the Directors of Formerly The Place TO Be, Inc., a Florida corporation ("The Place I"), do hereby waive notice, and consent without a meeting of the members of The Place I, to the adoption of the following resolutions:

BE IT RESOLVED: That The Place I merge, pursuant to Section 607.1101 of the Florida Business Corporation Act, into The Place To Be, Inc., a Florida not for profit corporation ("The Place II") with The Place II being the surviving entity.

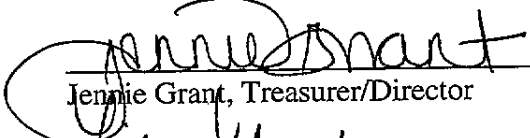
RESOLVED: That the proposed Agreement and Plan of Merger attached hereto is approved.

RESOLVED: That the officers of The Place I or any of them are hereby authorized to execute the Agreement and Plan of Merger substantially in the form attached hereto, with such modifications that they deem necessary or desirable, and to execute such other documents, including Articles of Merger, as may be necessary to effectuate the Plan of Merger.


Dated: June 3rd, 1999.



Nathaniel Isbell, President/Director



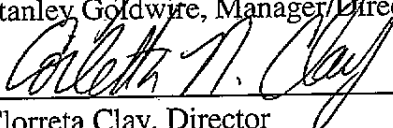
Jennie Grant, Treasurer/Director



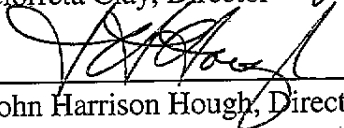
Lila Monds, Secretary/Director



Stanley Goldwire, Manager/Director



Clorreta Clay, Director



John Harrison Hough, Director

**CONSENT OF DIRECTORS
IN LIEU OF MEETING OF
THE PLACE TO BE, INC.**

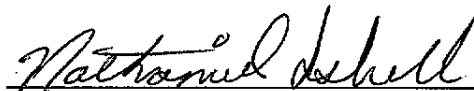
The undersigned, pursuant to Section 617.0821 of the Florida Not for Profit Corporation Act, being all the members of the Board of Directors of the The Place To Be, Inc., a Florida not for profit corporation ("The Place I"), do hereby waive notice, and consent without a meeting, to the adoption of the following resolutions:

BE IT RESOLVED: That ^{Formerly The Place To Be, Inc.} ("The Place I"), merge, pursuant to Section 617.1101 of the Florida Not for Profit Corporation Act, into The Place II with The Place II being the surviving entity.

RESOLVED: That the proposed Agreement and Plan of Merger attached hereto is approved.

RESOLVED: That the officers of The Place II or any of them are hereby authorized to execute the Agreement and Plan of Merger substantially in the form attached hereto, with such modifications that they deem necessary of desirable, and to execute such other documents, including Articles of Merger, as may be necessary to effectuate the Plan of Merger.

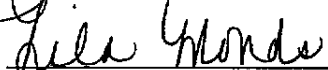
Dated: June 3rd, 1999



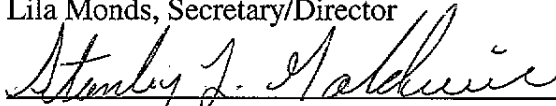
Nathaniel Isbell, President/Director



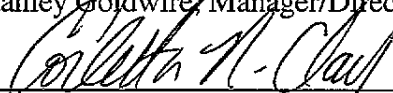
Jennie Grant, Treasurer/Director



Lila Monds, Secretary/Director



Stanley Goldwire, Manager/Director



Clorreta Clay, Director



John Harrison Hough, Director