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Merger

JUN 18 2019
I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Gray's College Book Store, Inc., a Kentucky corporation
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Janis M. Howard

Contact Person

Middleton Reutlinger

Firm/Company

401 S. 4th Street, Suite 2600

Address

Louisville, KY 40202

City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Janis M. Howard

Name of Contact Person

At (502) 625-2742

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
OF
GRAY'S COLLEGE BOOKSTORE AT USF, INC.,
A FLORIDA CORPORATION
INTO AND WITH
GRAY'S COLLEGE BOOK STORE, INC.,
A KENTUCKY CORPORATION

2019-03-03 AM 9:24

The following Articles of Merger are submitted for filing with the Florida Department of State in accordance with the provisions of Section 607 of the Florida Statutes.

1. The name of the merging corporation is **Gray's College Bookstore at USF, Inc., a Florida corporation.**
2. The name of the surviving corporation is **Gray's College Book Store, Inc., a Kentucky corporation.** The principal office address of the surviving party is 1404 South Shelby Street, Louisville, Kentucky 40217.
3. The Plan of Merger, a copy of which is attached hereto, was duly authorized and approved by the each of the parties to the merger and their shareholders in accordance with Section 607, Florida Statutes, and in accordance with Section 271B.11-030, Kentucky Revised Statutes.
4. The surviving party appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger.
5. The surviving party agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.
6. The effective date of the merger shall be the date of filing.

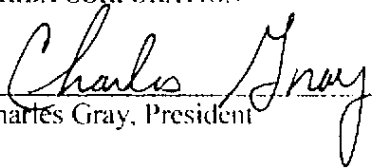
Signatures are on the Following Page

The undersigned have duly executed these Articles of Merger as of this 15TH day of February, 2019.

**GRAY'S COLLEGE BOOKSTORE AT USF, INC.,
A FLORIDA CORPORATION**

By: _____

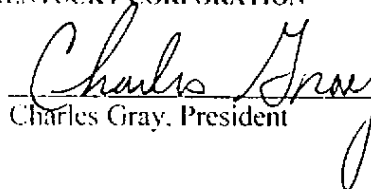
Charles Gray, President



**GRAY'S COLLEGE BOOK STORE, INC.,
A KENTUCKY CORPORATION**

By: _____

Charles Gray, President



Document Prepared By:

Jason P. Woodall, Esq.
Middleton Reutlinger
401 S. Fourth Street, Suite 2600
Louisville, KY 40202

SCHEDULE "A"

**AGREEMENT AND PLAN OF MERGER
OF
GRAY'S COLLEGE BOOK STORE AT JCC, INC., GRAY'S BOOK STORE AT CHARLOTTE, INC., AND GRAY'S
COLLEGE BOOKSTORE AT USF, INC.
INTO AND WITH
GRAY'S COLLEGE BOOK STORE, INC.**

This **AGREEMENT AND PLAN OF MERGER** (this "**Plan of Merger**") is made and entered into as of the 31st day of December, 2018, by and between **GRAY'S COLLEGE BOOK STORE AT JCC, INC.**, a Kentucky corporation (hereinafter, "**JCC**"), **GRAY'S BOOK STORE AT CHARLOTTE, INC.**, a North Carolina corporation (hereinafter "**Charlotte**"), **GRAY'S COLLEGE BOOKSTORE AT USF, INC.**, a Florida corporation (hereinafter, "**USF**") and the aforementioned parties collectively as the "**Merging Entities**"), and **GRAY'S COLLEGE BOOK STORE, INC.**, a Kentucky corporation (the hereinafter referred to as "**GCBS**"). All parties to this Plan of Merger shall collectively be referred to as the "Companies" or "Parties".

PREMISES

WHEREAS, the all of shareholders of each of the Companies have determined that it is in the best interest of each of the Merging Entities and the GCBS to enter into this Plan of Merger, pursuant to which the Merging Entities will merge with and into GCBS to become the "Surviving Entity"; and

WHEREAS, the each shareholder of the Merging Entities has reviewed, approved, adopted, and authorized, and each shareholder of GCBS has reviewed, approved, adopted, and authorized this Plan of Merger.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenant, and undertakings contained herein, the parties hereby agree as follows:

AGREEMENT

ARTICLE I. THE MERGER.

1.1. *Merger.* At 10:00 PM on December 31, 2018 (the "**Effective Time**"), JCC, Charlotte, and USF shall be merged with and into GCBS, and GCBS shall continue in existence as the surviving entity, all with the effect provided in Section 271B.11-060 of the Kentucky Revised Statutes.

1.2. *Articles of Merger.* The Surviving Entity will cause the Articles of Merger to be signed and delivered for filing to the Secretary of State of the Commonwealth of Kentucky, the Secretary of State of North Carolina, and the Secretary of State of Florida.

ARTICLE II. ARTICLES OF INCORPORATION, BYLAWS, AND DIRECTORS

2.1. Articles of Incorporation. The Articles of Incorporation of GCBS, as in effect at the Effective Time, shall be the Articles of Incorporation of the Surviving Entity, until they shall be thereafter altered, amended, or repealed in accordance with Kentucky law.

2.2. Bylaws. Until amended or repealed as therein provided, the Bylaws of GCBS in effect at the Effective Time shall be the Bylaws of the Surviving Entity.

ARTICLE III. CONVERSION OF SHARES

3.1. Conversion of Shares of the Merging Entities. The manner and basis of exchanging and converting the shares of the Merging Entities into shares of common stock of GCBS shall be as follows: based on the valuation of each shareholder's equity of the Merging Entities and GCBS, the shares of the Surviving Entity shall be modified and divided so that Charles Gray owns 32.23% of the outstanding shares, Ellen Gray owns 32.72% of the outstanding shares, and William Gray owns 35.05% of the outstanding shares.

3.2. GCBS Shares. The GCBS Shares shall remain outstanding and shall not be affected by the merger, except for the issuance of additional shares of GCBS common stock in connection with the merger.

ARTICLE IV. CERTAIN EFFECTS OF MERGER

4.1. Interests and Debts. At the Effective Time, the Merging Entities and GCBS shall be a single corporation which shall be the Surviving Entity and the separate existence of the Merging Entities shall cease except to the extent provided by the laws of the Commonwealth of Kentucky in the case of a corporation after its merger into another corporation. The Surviving Entity shall possess all the rights, privileges, powers, and franchises of both a public and private nature of the Merging Entities, subject to all of their restrictions, disabilities, and duties, and shall also possess all the property (real, personal, and mixed), and all debts due to Merging Entities on whatever account, and all other things in action of or belonging to Merging Entities shall be vested in Surviving Entity; and all property rights, privileges, powers, and franchises and all and every other interest shall be thereafter as effectively the property of the Surviving Entity as they were of the Merging Entities, and the title to any real estate vested by deed or otherwise in the Merging Entities shall not revert or be in any way impaired by reason of the merger herein described, provided that all rights of creditors and all liens of the Merging Entities shall be preserved unimpaired, and all debts, liabilities, and duties of Merging Entities shall at the Effective Time of the merger attach to the Surviving Entity, and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

4.2. Service of Process. The Surviving Entity may be served with process in the State of Florida or the State of North Carolina relating to any proceeding for the enforcement of any obligation of USF or Charlotte respectively.

4.3. No Changes to Articles of Incorporation. There shall be no changes to the Articles of Incorporation of GCBS as a result of the merger.

ARTICLE V. SHAREHOLDER APPROVALS

This Plan of Merger has been submitted for approval to the shareholders of the Companies by unanimous written consent in lieu of meetings, all in accordance with the applicable provisions of the laws of the Commonwealth of Kentucky, the laws of the respective Merging Entities, and the respective Articles of Incorporation and Bylaws of the parties to this Plan of Merger.

Signatures on the Following Page

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger as of this 31st day of December, 2018.

MERGING ENTITIES:

GRAY'S COLLEGE BOOK STORE AT JCC, INC.

By: Charles Gray
Name: CHARLES GRAY
Title: PRESIDENT

GRAY'S BOOK STORE AT CHARLOTTE, INC.

By: Charles Gray
Name: CHARLES GRAY
Title: PRESIDENT

GRAY'S COLLEGE BOOKSTORE AT USE, INC.

By: Charles Gray
Name: CHARLES GRAY
Title: PRESIDENT

SURVIVING ENTITY:

GRAY'S COLLEGE BOOK STORE, INC.

By: Charles Gray
Name: CHARLES GRAY
Title: PRESIDENT

Document Prepared By:

Jason P. Woodall, Esq.
Middleton Reutlinger
401 S. Fourth Street, Suite 2600
Louisville, KY 40202