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P00000100541

## Florida Department of State

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## MERGER OR SHARE EXCHANGE

THE SAM WHITE COMPANY

Certificate of Status	0
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

THE WHITE COMPANY, a Maine corporation not qualified in Florida

,

INTO

THE SAM WHITE COMPANY, a Florida entity, P00000100541

File date: December 21, 2000      effective 1/1/2001

Corporate Specialist: Karen Gibson

## ARTICLES OF MERGER

THE SAM WHITE COMPANY ("surviving corporation"), being validly and legally formed under the laws of the State of Florida and THE WHITE COMPANY ("Absorbed corporation"), being validly and legally formed under the laws of the State of Maine have adopted a Plan of Merger:

## 1. Plan of Merger is:

Section One. Merger. Absorbed corporation shall merge with and into surviving corporation which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the Class A \$1.00 par value voting common stock of absorbed corporation issued and outstanding on the effective date of the merger shall be converted into Class A \$1.00 par value voting common stock of surviving corporation, which shares of common stock of the surviving corporation shall then be issued and outstanding. Each share of Class B no par value nonvoting common stock of absorbed corporation issued and outstanding on the effective date of the merger shall be converted into Class A \$1.00 par value voting common stock of surviving corporation, which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and ex-

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change certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

*Section Three-A. Retirement of Organization Stock.* Forthwith on the effective date of the merger, each of the 100 shares of the Class A \$1.00 par value voting common stock of the surviving corporation presently issued and outstanding shall be retired, and no shares of the surviving corporation shall be issued in respect thereof.

*Section Four. Changes in Articles of Incorporation.* The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

*Section Five. Changes in Bylaws.* The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

*Section Six. Directors and Officers.* The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

*Section Seven. Prohibited Transactions.* Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may pay regular quarterly dividends on their outstanding common shares take all action necessary or appropriate under the laws of the State of Florida and the State of Maine to consummate this merger.

*Section Eight. Approval by Shareholders.* This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida and the State of Maine at meetings to be held on or before December 20, 2000 or at such other time as to which

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the boards of directors of the constituent corporations may agree.

Section Nine. *Effective Date of Merger.* The effective date of this merger shall be January 1, 2001.

Section Ten. *Abandonment of Merger.* This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before December 20, 2000; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida or the laws of the under the laws of the State of Maine.

2. The effective date of the Merger is January 1, 2001.
3. THE SAM WHITE COMPANY adopted the Plan of Merger on December 12, 2000 by a vote of the shareholders.
4. THE WHITE COMPANY adopted the Plan of Merger on December 12, 2000 by a vote of the shareholders.

THE SAM WHITE COMPANY  
a Florida corporation

By Shelton L. White Jr.  
its President  
and

Francesca L. White  
its Secretary

THE WHITE COMPANY  
a Maine corporation

By Shelton L. White Jr.  
its President  
and

Francesca L. White  
its Secretary

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