

P01000063501

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MERGER OR SHARE EXCHANGE

KC-54, INC.

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Merger

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06/27/01

DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

KC-54, INC., a Missouri corporation not qualified to transact business in the
State of Florida

INTO

KC-54, INC., a Florida entity, P01000063501

File date: June 27, 2001

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER OF

KC-54, Inc.,
 a Missouri corporation
 with and into
KC-54, Inc.,
 a Florida corporation

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 2001 JUN 27 PM 12:45

Pursuant to applicable provisions of the Florida Business Corporation Act (the "Florida Act") and the General and Business Corporation Law of Missouri (the "Missouri Law"), KC-54, Inc., a Florida corporation ("KC-54, Inc. Florida" or the "Surviving Corporation"), and KC-54, Inc., a Missouri corporation ("KC-54, Inc. Missouri" or the "Merging Corporation") (collectively, the "Constituent Corporations") hereby submit the following Articles of Merger for the purpose of merging the Constituent Corporations into KC-54, Inc. Florida.

FIRST: The Names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
KC-54, Inc.	Florida
KC-54, Inc.	Missouri

SECOND: The name of the Surviving Corporation is KC-54, Inc., a Florida corporation, and the address of its principal office shall be: 26190 Mira Way, Bonita Springs, Florida 34134.

THIRD: The Agreement and Plan of Merger is attached hereto as Exhibit "A" and has been adopted and approved by KC-54, Inc. Missouri, in accordance with the applicable provisions of the Missouri Law.

FOURTH: The Agreement and Plan of Merger attached hereto as Exhibit "A" has been adopted and approved by KC-54, Inc. Florida, in accordance with the applicable provisions of the Florida Act.

FIFTH: The Agreement and Plan of Merger was adopted and approved on June 26, 2001, during a special meeting of the Board of Directors and Shareholders of KC-54, Inc. Missouri and during a special meeting of the Board of Directors and Shareholders of KC-54, Inc. Florida.

SIXTH: Shareholder approval of the merger was required, and the Agreement and Plan of Merger was approved and adopted on June 26, 2001 by the affirmative vote of

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100% of the shareholders of the Constituent Corporations, during special meetings of the Boards of Directors and Shareholders of KC-54, Inc. Missouri and KC-54, Inc. Florida.

SEVENTH: The Surviving Corporation is deemed to have appointed the Missouri Secretary of State as its agent for substitute service of process in any proceeding to enforce any obligation or the rights of dissenting shareholders of KC-54, Inc. Missouri.

EIGHTH: The Surviving Corporation agrees to promptly pay to the dissenting shareholders of KC-54 Missouri the amount, if any, to which they are entitled under Chapter 351 of the Missouri Law, as amended.

NINTH: The Agreement and Plan of Merger and the performance of its terms were duly authorized by all action required by the laws of Missouri and Florida and by the articles of incorporation of KC-54, Inc. Missouri and KC-54, Inc. Florida.

TENTH: The Effective Date of the merger described herein shall be on the date these Articles of Merger have been filed with the Florida Department of State.

THE UNDERSIGNED have caused these Articles of Merger to be executed by their duly authorized officers as of this 26th day of June, 2001.

Attest:

KC-54, INC.,
a Missouri Corporation
("KC-54, Inc. Missouri")

By:

Lynette J. Mehle
Lynette J. Mehle, Secretary

By:

Douglas C. Mehle
Douglas C. Mehle, President

Attest:

KC-54, INC.,
a Florida Corporation
("KC-54, Inc. Florida")

By:

Lynette J. Mehle
Lynette J. Mehle, Secretary
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By:

Douglas C. Mehle
Douglas C. Mehle, President

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EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER OF

KC-54, Inc.,
a Missouri corporation
with and into
KC-54, Inc.,
a Florida corporation

This Agreement and Plan of Merger, dated as of June 26, 2001, by and between KC-54, Inc., a Florida corporation ("KC-54, Inc. Florida") and KC-54, Inc., a Missouri corporation ("KC-54, Inc. Missouri") (collectively the "Constituent Corporations").

WITNESSETH:

WHEREAS, KC-54, Inc. Missouri is a corporation duly organized, validly existing and in good standing under the laws of the State of Missouri, and KC-54, Inc. Florida is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida; and

WHEREAS, KC-54, Inc. Missouri desires to merge with and into KC-54, Inc. Florida, with KC-54, Inc. Florida being the surviving corporation (the "Merger"), upon the terms and subject to the conditions set forth in this Agreement and Plan of Merger (the "Plan"); and

WHEREAS, the Constituent Corporations are effecting the Merger for the purpose of relocating the business operations of KC-54, Inc. Missouri from the State of Missouri to the State of Florida in order to take advantage of various business opportunities available in Florida; and

WHEREAS, the respective Boards of Directors of the Constituent Corporations have determined it is advisable that KC-54, Inc. Missouri be merged into KC-54, Inc. Florida, on the terms and conditions set forth herein, and in accordance with applicable provisions of the General and Business Corporation Law and the Florida Business Corporation Act (respectively, the "Missouri Law" and the "Florida Act"); and

WHEREAS, the respective Boards of Directors and Shareholders of each of the Constituent Corporations have unanimously adopted and approved the Plan during special meetings of the Boards of Directors and Shareholders on June 26, 2001; and

WHEREAS, the authorized capital stock of KC-54, Inc. Missouri consists of Seven Thousand (7,000) shares of Common Stock, divided into One Thousand (1,000) shares of Class A Voting Common Stock having a par value of ten dollars (\$10.00) per share (hereinafter referred to as "K-C 54, Inc. Missouri Class A Voting Shares"), and six thousand (6,000) shares of Class B Non-Voting Common Stock having a par value of ten dollars (\$10.00) per share (hereinafter referred to as "KC-54, Inc. Missouri Class B Non-Voting Shares").

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WHEREAS, the authorized capital stock of KC-54, Inc. Florida consists of Seven Thousand (7,000) shares of Common Stock, divided into One Thousand (1,000) shares of Class A Voting Common Stock having a par value of ten dollars (\$10.00) per share (hereinafter referred to as "KC-54, Inc. Florida Class A Voting Shares"), and six thousand (6,000) shares of Class B Non-Voting Common Stock having a par value of ten dollars (\$10.00) per share (hereinafter referred to as "KC-54, Inc. Florida Class B Non-Voting Shares").

NOW, THEREFORE, in consideration of the foregoing and the mutual agreements, provisions, and covenants herein, the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

ARTICLE 1 THE MERGER

1.1 Surviving Corporation. The names of the corporations which propose to merge are KC-54, Inc. Missouri and KC-54, Inc. Florida. In accordance with the provisions of the Missouri Law and the Florida Act, at the Effective Date (as hereinafter defined), KC-54, Inc. Missouri shall be merged into KC-54, Inc. Florida and KC-54, Inc. Florida shall be the surviving corporation (KC-54, Inc. Florida is hereinafter referred to as the "Surviving Corporation") and as such shall continue to be governed by the laws of the State of Florida.

1.2 Filing of Articles of Merger; Effective Date. Articles of Merger shall be filed and recorded in accordance with the Florida Act in the State of Florida and Articles of Merger shall be filed in accordance with the Missouri Law in the State of Missouri. Such filings shall be made on the same day. The Merger shall become effective on the date that the Articles of Merger have been filed with the Department of State of Florida, which date is herein referred to as the "Effective Date."

1.3 Effects of the Merger. On the Effective Date, the separate existence of KC-54, Inc. Missouri shall cease, and KC-54, Inc. Missouri shall be merged into KC-54, Inc. Florida which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of KC-54, Inc. Missouri; and all and singular, the rights, privileges, powers, and franchises of KC-54, Inc. Missouri, and all property, real, personal, and mixed, and all debts due to KC-54, Inc. Missouri on whatever account, as well for stock subscriptions and all other things in action or belonging to KC-54, Inc. Missouri, 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 effectually the property of the Surviving Corporation as they were of KC-54, Inc. Missouri, and the title to any real estate vested by deed or otherwise, under the laws of Missouri or Florida or any other jurisdiction, in KC-54, Inc. Missouri, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of KC-54, Inc.

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Missouri shall be preserved unimpaired, and all debts, liabilities, and duties of KC-54, Inc. Missouri 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 it.

ARTICLE 2 CONVERSION OF SHARES

The manner and basis of converting shares of KC-54, Inc. Missouri Common Stock into shares of KC-54, Inc. Florida Common Stock shall be as follows:

2.1 KC-54, Inc. Missouri Class A Voting Shares. Each share of Missouri KC-54, Inc. Class A Voting Common Stock issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the holders, be converted at the Effective Date into one fully paid share of KC-54, Inc. Florida Class A Voting Common Stock, and outstanding certificates representing shares of KC-54, Inc. Missouri Class A Voting Common Stock shall thereafter represent shares of KC-54, Inc. Florida Class A Voting Common Stock. Such certificates may be exchanged by the holders thereof for new certificates for the appropriate numbers of shares bearing the name of the Surviving Corporation after the Effective Date.

2.2 KC-54, Inc. Missouri Class B Non-Voting Shares. Each share of Missouri KC-54, Inc. Class B Non-Voting Common Stock issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the holders, be converted at the Effective Date into one fully paid share of KC-54, Inc. Florida Class B Non-Voting Common Stock, and outstanding certificates representing shares of KC-54, Inc. Missouri Class B Non-Voting Common Stock shall thereafter represent shares of KC-54, Inc. Florida Class B Non-Voting Common Stock. Such certificates may be exchanged by the holders thereof for new certificates for the appropriate numbers of shares bearing the name of the Surviving Corporation after the Effective Date.

ARTICLE 3 CORPORATE GOVERNANCE

3.1 Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation as in effect on the Effective Date, shall continue in full force and effect and shall be the Articles of Incorporation of Surviving Corporation until changed or amended by law.

3.2 Bylaws. The Bylaws of Surviving Corporation, as in effect as of the Effective Date, shall continue in full force and effect and shall be the Bylaws of Surviving Corporation until amended as provided therein or by applicable law.

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3.3 Officers and Directors. The members of the Board of Directors and the officers of the Surviving Corporation shall be the persons holding such positions for Surviving Corporation as of the Effective Date.

ARTICLE 4 ASSIGNMENT

At any time, or from time to time, after the Effective Date, the last acting officers of KC-54, Inc. Missouri or the corresponding officers of the Surviving Corporation, may, in the name of KC-54, Inc. Missouri, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all KC-54, Inc. Missouri's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

ARTICLE 5 EXPENSES

KC-54, Inc. Florida shall pay all expenses of accomplishing the Merger.

ARTICLE 6 AMENDMENT

At any time before the filing of the Articles of Merger to be filed in connection herewith with the Missouri Secretary of State and the Articles of Merger to be filed in connection herewith with the Florida Department of State, the Directors of KC-54, Inc. Florida or KC-54, Inc. Missouri may amend this Plan. If the Articles of Merger have already been filed, amended Articles of Merger shall be filed with the Florida Department of State and Missouri Secretary of State, but only if such amended Articles of Merger can be filed before the Effective Date.

ARTICLE 7 TERMINATION

If for any reason, consummation of the Merger is inadvisable in the opinion of the Board of Directors of KC-54, Inc. Florida or KC-54, Inc. Missouri, this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of KC-54, Inc. Florida or KC-54, Inc. Missouri. Upon termination, as provided herein, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination hereof on the part of KC-54, Inc. Missouri or KC-54, Inc. Florida, or their directors, officers, employees, agents, or shareholders.

ARTICLE 8

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TAX TREATMENT

The Plan of Merger is intended to qualify as a tax-free reorganization of the KC-54, Inc. Missouri within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and the tax consequences of the Plan of Merger shall be reported and applied in a manner consistent therewith.

**ARTICLE 9
COUNTERPARTS**

This Agreement and Plan of Merger may be executed in any number of counterparts, or by counterpart execution pages, each of which shall be deemed to be an original and all of which shall comprise but a single document.

IN WITNESS WHEREOF, the parties have set their hands as of the date first written above.

Attest:

KC-54, INC.,
a Missouri corporation
("KC-54, Inc. Missouri")

By: Lynette J. Mehle
Lynette J. Mehle, Secretary

By: Douglas C. Mehle
Douglas C. Mehle, President

Attest:

KC-54, INC.,
a Florida corporation
("KC-54, Inc. Florida")

By: Lynette J. Mehle
Lynette J. Mehle, Secretary

By: Douglas C. Mehle
Douglas C. Mehle, President

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