

P02000107235

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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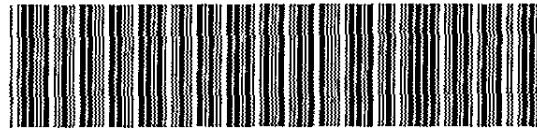
(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:



200014082672

03/18/03--01007--005 **35.00

03/31/03--01037--016 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 MAR 31 PM 3:05

Office Use Only

Michelle Yes gave Authorization
to remove reference
to Exhibits A & B as we
don't need them. (art. 3 & 5)
3/26 KB

Menger

JB

V SHEPARD APR 2 2003

ARTICLES OF MERGER
Merger Sheet

MERGING:

B.P. II, INC., an Ohio corporation not qualified in Florida

INTO

B.P. II, INC., a Florida entity, P02000107235.

File date: March 31, 2003

Corporate Specialist: Velma Shepard

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: B.P.II, Inc., a Florida corporation
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kevin R. Keogh (Reg. #789836)
(Name of person)

Conway, Marken, Wyner, Kurant & Kern Co., LPA
(Name of firm/company)

30195 Chagrin Boulevard, Suite 300
(Address)

Pepper Pike, Ohio 44124
(City/state and zip code)

For further information concerning this matter, please call:

Kevin R. Keogh at (216) 292-3300
(Name of person) (Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

CONWAY • MARKEN
WYNER • KURANT & KERN CO., LPA
Counsellors at Law
30195 Chagrin Boulevard
Pepper Pike Place, Suite 300
Cleveland, Ohio 44124
Tel 216-292-3300
Fax 216-292-3340

James J. Conway *
Howard A. Marken *
Jeffrey G. Wyner
Jack Kurant
Keith W. Kern
Peter Turner
Kevin R. Keogh
Mitchell A. Stanley
Michele R. Yeh
Stephen D. Dodd
Sandy R. Cameron *
** Of Counsel*

March 26, 2003

PERSONAL AND CONFIDENTIAL


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

Re: B.P. II, Inc.

Dear Ms. Shepard:

In response to your message to my office directed to Kevin R. Keogh, enclosed please find an additional filing fee of Thirty-five Dollars (\$35.00) for the merger of B.P. II, Inc., an Ohio corporation, into B.P. II, Inc., a Florida corporation. Please contact me if anything additional is required. Thank you for your assistance.

Very truly yours,


Michele R. Yeh

Rec'd 3/31

ARTICLES OF MERGER
(Profit Corporations)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 MAR 31 PM 3: 05

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>B.P.II, Inc.</u>	<u>Florida</u>	<u>P02000107235</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>B.P.II, Inc.</u>	<u>Ohio</u>	<u>1024277</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on February 20, 2003.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on February 20, 2003.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

B.P.II, Inc. (Florida)

Robert F. Keller

Robert F. Keller, President

B.P.II, Inc. (Ohio)

Robert F. Keller

Robert F. Keller, President

(Non Subsidiaries)

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>B.P.II, Inc.</u>	<u>Florida</u>

<u>Name</u>	<u>Jurisdiction</u>
<u>B.P.II, Inc.</u>	<u>Ohio</u>

Plan and agreement merger attached.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made and entered into as of the 20th day of February, 2003 by and between B.P.II, INC., an Ohio corporation, hereinafter referred to as "BP OHIO", and B.P.II, INC., a Florida corporation, hereinafter referred to as "BP FLORIDA".

ARTICLE 1

Recitals

1.1 The Shareholders and Board of Directors of BP FLORIDA and the Shareholders and Board of Directors of BP OHIO deem it advisable for the mutual benefit of BP FLORIDA and BP OHIO and their respective shareholders, that BP OHIO be merged with and into BP FLORIDA upon the terms and conditions hereinafter set forth, and the Board of Directors of BP FLORIDA and the Board of Directors of BP OHIO have approved this Agreement of Merger.

ARTICLE 2

Merger

2.1 BP OHIO and BP FLORIDA hereby agree that BP OHIO shall be merged with and into BP FLORIDA, that BP FLORIDA shall succeed to all of the assets and liabilities of BP OHIO and shall be the surviving entity, and that the terms and conditions of such merger shall be as hereinafter set forth.

ARTICLE 3

Incorporation Provision

3.1 The name of the surviving corporation shall be "B.P.II, INC.", a Florida corporation.

3.2 The Articles of Incorporation of B.P.II, INC., a Florida corporation, shall be the Articles of Incorporation of the surviving corporation,

ARTICLE 4
Board of Directors

- 4.1 The name of the initial sole director of BP FLORIDA shall be Robert F. Keller.

ARTICLE 5
Bylaws and Statutory Agent

5.1 The Bylaws of BP FLORIDA shall be the Bylaws of the surviving corporation until amended,

5.2 Robert F. Keller, a Florida resident, is hereby appointed as the person upon whom any process, notice or demand against either or both of the parties hereto or against the surviving corporation may be served in Florida. Corporate Agents, Inc., an Ohio corporation, shall be the named statutory agent for service of process in Ohio on either or both of the parties hereto.

ARTICLE 6
Conversion of Shares and Interests

6.1 The manner of converting the shares of BP FLORIDA and the shares of BP OHIO shall be as follows:

- (a) Each share of the one hundred (100) issued and outstanding no par voting common stock of BP OHIO immediately prior to the merger shall be converted into ten (10) no par shares of voting common stock and ninety (90) shares of no par non-voting common stock of the surviving corporation, so that the former shareholders of BP OHIO will, as of the effective date of the merger, own common no par shares of BP FLORIDA as follows:

<u>NAME</u>	<u>VOTING SHARES</u>	<u>NON-VOTING SHARES</u>
Robert F. Keller	1000	9000

- (b) On the effective date of the merger, each holder of shares in BP OHIO or of any outstanding certificate or certificates therefor, which prior thereto represented common shares of BP OHIO, shall assign and surrender such

shares and certificate to BP FLORIDA and such holder shall be entitled upon such assignment and surrender to receive in exchange therefor the number of common shares of the surviving corporation into which their BP OHIO shares have been converted by the merger as aforesaid.

- (c) As of the effective date of the merger, the holders of shares in BP OHIO shall cease to have any rights with respect to such BP OHIO shares, and their sole right shall be with respect to the no par voting and non-voting common shares of the surviving corporation into which their BP OHIO shares have been converted by the merger.

ARTICLE 7 Miscellaneous

7.1 BP OHIO and BP FLORIDA each represent and warrant to the other that between the date hereof and the time when the merger becomes effective, they will not grant any stock options, or issue any stock or securities, and they will not declare or pay any dividends in stock or in cash, or make any other distribution on or with respect to their outstanding respective stock.

7.2 The effective date of this merger shall be the date on which the Certificate of Merger shall have been duly filed in the office of the Secretary of State of Ohio and the Division of Corporations of the Secretary of State of Florida. BP FLORIDA and BP OHIO hereby agree to do promptly any and all such acts and to take promptly all such measures as may be appropriate to enable it to perform as early as practicable the covenants and agreements contained herein.

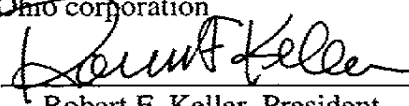
7.3 This Agreement of Merger may be executed in any number of counterparts, each of which shall be deemed an original, but all of such counterparts together shall constitute one and the same instrument.

7.4 Nothing in this Agreement, express or implied, is intended to confer upon any other person or entity any rights as a third party beneficiary or otherwise.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be signed by their respective duly authorized officers as of the day and year first above written.

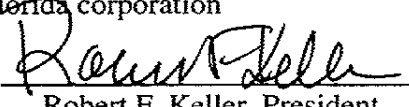
B.P.II, INC.

An Ohio corporation

By: 
Robert F. Keller, President

B.P.II, INC.

A Florida corporation

By: 
Robert F. Keller, President