

PO4467

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

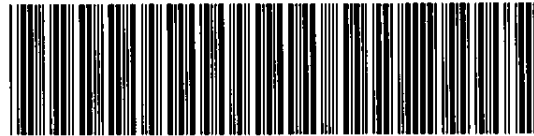
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700249246347

RECEIVED  
DEPARTMENT OF STATE  
BUREAU OF CONCORDANCE  
2013 JUL 19 PM 1:47  
NO. 1000000  
10.4 LAMARQUE  
SUFFICIENT OF FILING

2013 JUL 19 PM 1:47  
DEPARTMENT OF STATE  
BUREAU OF CONCORDANCE  
FILING OFFICE  
FILED  
2013 JUL 19 PM 1:47  
DEPARTMENT OF STATE  
BUREAU OF CONCORDANCE  
FILING OFFICE  
FILED



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 731889 4355598

AUTHORIZATION :

COST LIMIT : \$ 70

*Spurlockman*

ORDER DATE : July 19, 2013

ORDER TIME : 1:15 PM

ORDER NO. : 731889-005

CUSTOMER NO: 4355598

ARTICLES OF MERGER

SELKIRK SYSTEMS, INC.

INTO

COMCAST OF THE SOUTH, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: \_\_\_\_\_

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Selkirk Systems, Inc.	Florida	corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Comcast of the South, Inc.	Colorado	corporation

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FILED  
--2013 JUL 19 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

July 26, 2013

---

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

1701 John F. Kennedy Boulevard

---

Philadelphia, PA 19103-2838


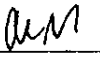
---

**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) 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 party to the merger.

b.) 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 s. 607.1302, F.S.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Selkirk Systems, Inc.		Arthur R. Block, Sr. VP
Comcast of the South, Inc.		Arthur R. Block, Sr. VP

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

## PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Selkirk Systems, Inc.	Florida	corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Comcast of the South, Inc.	Colorado	corporation

**THIRD:** The terms and conditions of the merger are as follows:

See attached Plan of Merger.

*(Attach additional sheet if necessary)*

---

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Plan of Merger.

---

---

---

---

---

---

---

---

*(Attach additional sheet if necessary)*

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Plan of Merger.

---

---

---

---

---

---

---

---

*(Attach additional sheet if necessary)*

**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

---

---

---

---

---

---

---

---

*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

---

---

---

---

---

---

---

---

*(Attach additional sheet if necessary)*



**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

See attached Plan of Merger.

---

---

---

---

---

---

---

---

*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

See attached Plan of Merger.

---

---

---

---

---

---

---

---

*(Attach additional sheet if necessary)*

## PLAN OF MERGER

This PLAN OF MERGER was adopted on July 19, 2013, by and between Selkirk Systems, Inc., a Florida corporation ("Selkirk"), by resolutions of its sole director and sole shareholder, and Comcast of the South, Inc., a Colorado corporation ("Comcast"), by resolutions of its sole director. Selkirk and Comcast are collectively referred to herein as the "Constituent Entities."

### WITNESSETH:

WHEREAS, Selkirk is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on December 14, 1979, and its sole shareholder is Comcast; and

WHEREAS, Comcast is a corporation duly organized and existing under the laws of the State of Colorado, having been incorporated on March 29, 1983, and its sole shareholder is Comcast Cable Communications, LLC, a Delaware limited liability company; and

WHEREAS, the Constituent Entities have approved this Plan of Merger in the manner set forth above and declared it to be in the best interest of the Constituent Entities that Selkirk and Comcast merge with and into Comcast, with Comcast being the surviving corporation (the "Surviving Corporation") in the manner and under the terms and conditions hereinafter set forth and pursuant to the applicable provisions of the Florida Business Corporation Act and the Colorado Corporations and Associations Act.

NOW, THEREFORE, for the purpose of effecting such merger and prescribing the terms and conditions thereof and in consideration of the mutual covenants and agreements contained herein, the Constituent Entities, each intending to be legally bound, hereby covenant and agree as follows:

- FIRST: Upon compliance with the applicable provisions of the Florida Business Corporation Act and the Colorado Corporations and Associations Act, on July 26, 2013 (the "Effective Date"), Selkirk shall be merged with and into Comcast, with Comcast being the Surviving Corporation, and the separate existence of Selkirk shall thereupon cease (the "Merger").
- SECOND: The Articles of Incorporation of the Surviving Corporation as in effect on the Effective Date shall be the present Articles of Incorporation of Comcast.
- THIRD: The bylaws of the Surviving Corporation as in effect on the Effective Date shall be the present bylaws of Comcast.
- FOURTH: Directors and Officers:
- (a) The directors of Comcast in office on the Effective Date shall be the directors of the Surviving Corporation and shall continue in office until their successors have been elected and qualified.
  - (b) The officers of Comcast in office on the Effective Date shall be the officers of the Surviving Corporation, holding offices in Comcast which they hold in Surviving Corporation on the Effective Date, and shall continue until their respective successors have been appointed.

FIFTH: The appropriate officers of Selkirk and Comcast shall make and execute, under the corporate seals of the respective entities, if applicable, whatever certificates and documents are required by the States of Florida and Colorado to effect the Merger, and to cause the same to be filed, in the manner provided by law, and to do all things whatsoever, whether within or without the States of Florida and Colorado, which may be necessary and proper to effect the Merger. The Merger shall be effective on July 26, 2013.

SIXTH: Effect of Merger:

- a) On the Effective Date, the separate existence of Selkirk shall cease and Comcast shall continue to exist as the Surviving Corporation.
- b) Each share of Selkirk stock outstanding on the Effective Date will be canceled and extinguished as a result of the Merger and no new shares, securities, or other consideration shall be issuable with respect thereto.
- c) All assets, properties, real, personal and mixed, and franchises of each of the Constituent Entities, and all debts due on whatever account to any of them, shall be deemed to be transferred to and vested in the Surviving Corporation, without further action, and the title to any real estate or any interest therein, vested in any of the Constituent Entities shall not revert or be in any way impaired by reason of the Merger. On the Effective Date, the Surviving Corporation shall be responsible for all the liabilities of each of the Constituent Entities. Liens upon the property of the Constituent Entities shall not be impaired by the Merger and any claim existing or action or proceeding pending by or against any of the Constituent Entities may be prosecuted to judgment as if the Merger had not taken place or the Surviving Corporation may be proceeded against or substituted in its place.

SEVENTH: If at any time after the date hereof, including after the Effective Date, Comcast shall determine that any further actions or instruments of conveyance are necessary or desirable in order to vest in and confirm to the Surviving Corporation full title to and possession of all the properties, assets, rights, privileges and franchises of Selkirk, then the persons who were officers and directors of Selkirk prior to the Merger shall, as such officers and directors, if applicable, take all such actions and execute and deliver all such instruments as Comcast may so determine to be necessary and desirable.