

JUL-07-2005 14:14

SHUFFIELD LOWMAN

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P05000094848

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DEPT. OF CORP. AFFAIRS

MERGER OR SHARE EXCHANGE
SLC ADVERTISING CO-OP OF ORLANDO INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 7, 2005

SLC ADVERTISING CO-OP OF ORLANDO INC.
3231 SE MANICAMP ROAD
OCALA, FL 34471

SUBJECT: SLC ADVERTISING CO-OP OF ORLANDO INC.
REF: F05000094848

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A merger cannot have an effective date which is prior to the date of filing.

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Lee Rivers
Document Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 82314

**ARTICLES OF MERGER OF
ORLANDO ASSOCIATION, LLP
WITH AND INTO
SLC ADVERTISING CO-OP OF ORLANDO INC.**

The following articles of merger are being submitted in accordance with Sections 607.1108 and 620.8905, Florida Statutes:

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>
1. Orlando Association, LLP 3231 S.E. Manicamp Road Ocala, FL 34471 FEI Number: 20-1858935	Florida	GP0400002661 LLP040003544

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>
SLC Advertising Co-Op of Orlando Inc. 3231 S.E. Manicamp Road Ocala, FL 34471 FEI Number: Applied For	Florida	P05000094848

THIRD: The attached Plan of Merger meets the requirements of Sections 607.1108(3) and 620.8905, Florida Statutes, and was approved by each domestic corporation and partnership that is a party to the merger in connection with Chapters 607 and 620, Florida Statutes.


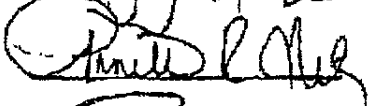
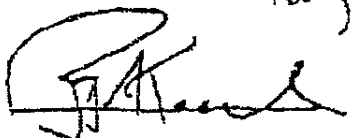
FOURTH: The merger is permitted under the laws of the State of Florida and is not prohibited by the agreement of any partnership that is a party to the merger.

FIFTH: The merger shall become effective on July 7, 2005.

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SIXTH: Signature(s) for each party.

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name and Title of Individual</u>
<u>Orlando Association, LLP</u>		Richard J. Koepsel <u>Partner</u>
		Annette Miller <u>Partner</u>
<u>SLC Advertising Co-op of Orlando, Inc.</u>		Richard J. Koepsel <u>President</u>

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger, is being submitted in accordance with Sections 607.1108 and 620.8905, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Orlando Association, LLP	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
SLC Advertising Co-op of Orlando, Inc.	Florida

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

The merging parties shall be merged with and into the surviving party, and the separate existence of the merging party shall cease as of the effective date of this Plan of Merger. The surviving party shall retain the name of "SLC ADVERTISING CO-OP OF ORLANDO, INC." after the merger. As of the effective date of this Plan of Merger, the surviving party shall possess all of the right, privileges, powers and franchises of each merging party, of a public as well as private nature, and all property, real, personal or otherwise, of each merging party, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the surviving party without further act or deed; and except as provided herein, the identity, ~~existence~~ purposes, powers, franchises, rights, immunities and liabilities of the surviving party shall continue unaffected and unimpaired by the merger.

The Articles of Incorporation and the Bylaws of the surviving party, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Incorporation and the Bylaws of the surviving party until duly amended in accordance with law, and no change to such Articles of Incorporation or Bylaws shall be affected by the merger hereunder. The persons who are the directors and officers of the surviving party immediately prior to the merger hereunder shall, after the merger, continue to serve as the directors and officers of the surviving party without change, subject to the provisions of the Articles of Incorporation and Bylaws of the surviving party and the laws of the State of Florida.

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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

After the effective date of this Plan of Merger, by virtue of the merger and without any action on the part of the shareholders of the merging party or the shareholders of the surviving party, all of the issued and outstanding certificates representing interest in the merging party shall be cancelled. Certificates representing ownership of shares of stock in the surviving party shall not be affected by the merger under this Plan of Merger.

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

Not Applicable

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