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DIVISION OF CORPORATIONS

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SECRETARY OF FLORIDA
TALLAHASSEE
13 DEC 20 AM 10:06

Mejger

EFFECTIVE DATE
Dec. 31, 2013

DEC 23 2013

T. CARTER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 935907 4300812

AUTHORIZATION :

A handwritten signature in dark ink, appearing to read "Allen", is written over the authorization field.

COST LIMIT : \$ 70.00

ORDER DATE : December 20, 2013

ORDER TIME : 12:19 PM

ORDER NO. : 935907-005

CUSTOMER NO: 4300812

ARTICLES OF MERGER

BALLARD COMMUNICATIONS, INC.

INTO

BALLARD COMMUNICATIONS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13 DEC 20 AM 10:06

ARTICLES OF MERGER

(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Ballard Communications, Inc.	Florida	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Ballard Communications, Inc.	New York	

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 12 / 31 / 13 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 12/19/13

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 12/19/13

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 of an Officer or
Director

Typed or Printed Name of Individual & Title

Ballard Communications, Inc.

David P. Ballard

David P. Ballard, President

Ballard Communications, Inc.

David P. Ballard

David P. Ballard, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Ballard Communications, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Ballard Communications, Inc.

New York

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

See attached.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

Plan of Merger

Surviving Corporation: Ballard Communications, Inc., a Florida corporation
Merging Corporation: Ballard Communications, Inc., a New York corporation

1. The present Articles of Incorporation of the Surviving Corporation shall constitute the Articles of Incorporation of said Surviving Corporation and shall continue to be in full force and effect until altered or amended under the authority of the laws of the State of Florida.
2. The members constituting the Board of Directors of the Surviving Corporation upon the effective date of the merger herein provided for shall continue to hold their respective directorships until the election and qualification of their respective successors or until their tenure is otherwise terminated.
3. The officers of the Surviving Corporation upon the effective date of the merger herein provided for shall be:

<u>Name</u>	<u>Office(s)</u>
David P. Ballard	President and Treasurer
Debra D. Ballard	Secretary
Harriet B. Davis	Vice President
Faith Ackerman	Vice President
Allison Haberman	Vice President

4. Upon the effective date of the merger, each share of the Merging Corporation shall be terminated and extinguished. The shares of the Surviving Corporation shall not be converted, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.
5. The Plan of Merger herein made and entered into shall be submitted to the shareholders entitled to vote and the Board of Directors of the Merging Corporation for their adoption or rejection in the manner prescribed by the laws of the State of New York and to the shareholders and Board of Directors of the Surviving Corporation for their adoption or rejection in the manner prescribed by the laws of the State of Florida.
6. In the event that this Plan of Merger shall have been adopted by the shareholders entitled to vote and the Board of Directors of the Merging Corporation in accordance with the provisions of the laws of the State of New York and shall have been adopted by the shareholders entitled to vote and the Board of Directors of the Surviving Corporation in accordance with the provisions of the laws of the State of Florida, the Merging Corporation and the Surviving Corporation agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and of the State of Florida, and that they will cause to be performed all necessary acts within the respective states and elsewhere to effectuate the merger.

7. The Board of Directors and the proper officers of the constituent entities are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan or of the merger herein provided for.

8. The merger shall be effective as of December 31, 2013.