

P18000022915

Florida Department of State  
Division of Corporations  
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FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE  
UBIF CORPORATE STORES CO

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November 13, 2019

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

UBIF CORPORATE STORES CO  
200 S. ORANGE AVE.  
SUITE 200  
ORLANDO, FL 32801

SUBJECT: UBIF CORPORATE STORES CO  
REF: P18000022915

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Claretha Golden  
Regulatory Specialist II

FAX Aud. #: H19000331841  
Letter Number: 419A00023365

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2019 NOV 13 PM 4:44

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**ARTICLES OF MERGER**

The following Articles of Merger are submitted in accordance with Section 607.1105 of the Florida Business Corporation Act:

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
UBIF CORPORATE STORES CO	Florida	P18000022915

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
UBIF 16 CO	Florida	P11000065610
UBIF SODO CO	Florida	P15000025006

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective upon the date and time that these Articles of Merger are filed with the Florida Department of State, Division of Corporations.

**Fifth:** Shareholder approval is not required for the merger pursuant to Section 607.1104(1)(a) of the Florida Business Corporation Act.

**Sixth:** The Plan of Merger was approved by the board of directors of the surviving corporation on November 7, 2019.

**Seventh:** The Plan of Merger was approved by the board of directors of each merging corporation on November 7, 2019.

*Next page is signature page*

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DIVISION OF CORPORATIONS  
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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed by an authorized officer.


Dated: November 7, 2019

UBIF CORPORATE STORES CO

By:   
\_\_\_\_\_  
Roger A. Dettler, Chief Executive Officer

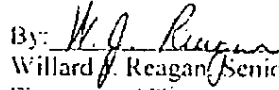
Dated: November 7, 2019

UBIF 16 CO

By:   
\_\_\_\_\_  
John A. Storey, Senior Vice President and  
Chief Financial Officer

Dated: November 7, 2019

UBIF SODO CO

By:   
\_\_\_\_\_  
Willard J. Reagan, Senior Vice President of  
Finance and Treasurer

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### PLAN OF MERGER

FIRST: The exact name of the surviving parent corporation is: UBIF CORPORATE STORES CO, a Florida corporation (the "Parent").

SECOND: The exact name of each merging subsidiary corporation (collectively, the "Subsidiaries") is:

UBIF 16 CO, a Florida corporation.

UBIF SODO CO, a Florida corporation.

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

The Subsidiaries shall be merged with and into the Parent, which shall be the surviving corporation upon the effective date of the merger and which shall continue to exist as a corporation under the laws of the State of Florida. The Parent shall succeed to all rights, assets, liabilities, and obligations of the Subsidiaries, and the separate existence of the Subsidiaries shall cease as of the effective date of the merger. The Articles of Incorporation of the Parent at the effective date of the merger shall be the Articles of Incorporation of the surviving corporation, and the bylaws of the Parent at the effective date of the merger shall be the bylaws of the surviving corporation.

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:

Upon the effective date of the merger and without any action on the part of Parent, Subsidiaries, or any other individual or entity, each share of common stock of Parent that is issued and outstanding immediately prior to the effective date of the merger shall remain outstanding as a share of common stock of the surviving company and each share of common stock of each Subsidiary that is issued and outstanding immediately prior to the effective date of the merger shall be cancelled and shall cease to exist, and no consideration shall be delivered in exchange; therefore.

FIFTH: The shareholders of each subsidiary who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act, would be entitled to vote and who otherwise dissent from the merger pursuant to Section 607.1321 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of the Act regarding appraisal rights, to be paid the fair value of their shares.

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