

5/20/2020

Division of Corporations

Florida Department of State
Division of Corporations
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Division of Corporations
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MERGER OR SHARE EXCHANGE**Saga Communications Reincorporation, Inc.**

Certificate of Status	0
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MAY 22 2020

HONOR ORIGINAL DATE OF SUBMISSION 05-20-20

HONOR ORIGINAL DATE OF SUBMISSION 05-20-20



May 21, 2020

FLORIDA DEPARTMENT OF STATE

Division of Corporations
SAGA COMMUNICATIONS REINCORPORATION, INC.
73 KERCHEVAL AVENUE, SUITE 201
GROSSE POINTE FARMS, MI 48236

SUBJECT: SAGA COMMUNICATIONS REINCORPORATION, INC.
REF: P20000030595

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.

As of January 1, 2020, the form for merging a Profit Corporation has changed. Please use the new Profit Corporation Merger with other Corporation form located on our website (www.sunbiz.org).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Terri J Schroeder
Regulatory Specialist III

FAX Aud. #: H20000149617
Letter Number: 020A00010251

ARTICLES OF MERGER

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
Saga Communications Reincorporation, Inc.	FL	Corporation	P20000030595

SECOND: The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
Saga Communications, Inc.	DE	Corporation	
Saga Communications Reincorporation, Inc.	FL	Corporation	P20000030595

THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

2020 MAY 20 AM 10:35
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FOURTH: Please check one of the boxes that apply to surviving entity:

- ☐ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☒ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☒ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

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ALL AMERICAN SECURITIES
FLORENCE, ALABAMA

EIGHTH: If other than the date of filing, the delayed 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:

Effective Date is May 20, 2020

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

Typed or Printed
Name of Individual:

Saga Communications, Inc.

Samuel D. Bush

Samuel D. Bush, Senior V.P.

Saga Communications Reinforcement, Inc.

Samuel D. Bush

Samuel D. Bush, Senior V.P.

Corporations:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

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 an authorized person

TENTH: Plan of Merger is attached.

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ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 05-21-20 BY 60322

PLAN OF MERGER
OF
SAGA COMMUNICATIONS, INC.,
a Delaware corporation
INTO
SAGA COMMUNICATIONS REINCORPORATION, INC.,
a Florida corporation

RECEIVED MAY 20 10 10:35
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 05-21-2020 BY 60322
UCBAW

The following Plan of Merger is submitted in compliance with Section 607.1101 of the Florida Business Corporation Act.

FIRST: The name of the surviving corporation is Saga Communications Reincorporation, Inc., a Florida corporation (the "Surviving Corporation").

SECOND: The name of the merging corporation is Saga Communications, Inc., a Delaware corporation (the "Merging Corporation").

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

The Merger shall become effective on May 20, 2020 (the "Effective Time").

At the Effective Time, the separate existence of Merging Corporation shall cease, and the Surviving Corporation, shall: (i) continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Time; (ii) be subject to all actions previously taken by its and Merging Corporation's Boards of Directors; (iii) succeed, without other transfer, to all of the assets, rights, powers and property of Merging Corporation in the manner as more fully set forth in Section 259 of the Delaware General Corporation Law; (iv) continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Time; and (v) succeed, without other transfer, to all of the debts, liabilities and obligations of Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them.

At the Effective Time, the name of the Surviving Corporation shall be Saga Communications, Inc.

FOURTH: The manner and basis of converting the shares of each corporation shall be as follows:

At the Effective Time, by virtue of the Merger and without any further action on the part of the Merging Corporation, the Surviving Corporation, the holder of such shares, or any other person:

(i) Each share of capital stock of the Surviving Corporation issued and outstanding immediately prior to the Merger shall be cancelled and returned to the status of authorized and unissued shares of capital stock of the Surviving Corporation, without any consideration being delivered to the holder; and

(ii) Each share of the capital stock of the Merging Corporation issued and outstanding immediately prior to the Merger shall be converted into one fully paid and nonassessable share of capital stock of the Surviving Corporation, having a par value of \$0.01 per share.

FIFTH: The Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect at the Effective Time of the Merger, shall continue in full force and effect until changed, altered, or amended as therein provided.

[Signature Page Follows]

2020 MAY 20 AM 10:30
ST. ANNE'S EPISCOPAL CHURCH

IN WITNESS WHEREOF, each of the parties has caused this Plan of Merger to be duly executed and delivered on May 19, 2020.

Saga Communications, Inc.
a Delaware corporation

By: Samuel D. Bush
Name: Samuel D. Bush
Title: Senior Vice President

Saga Communications Rein corporation, Inc.,
a Florida corporation

By: Samuel D. Bush
Name: Samuel D. Bush
Title: Senior Vice President

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ALL AMERICAN REPORTING