

P93 0000 46767

Florida Department of State
Division of Corporations
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Sandra B. Morham, Secretary of State

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To: Division of Corporations
Fax Number : (850) 922-4000

From: Account Name : PORTER, WRIGHT, MORRIS & ARTHUR
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Phone : (941) 263-8898
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98 NOV 30 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

5436 TEXAS AVENUE CORP.

RECEIVED
98 NOV 30 AM 8:00
DIVISION OF CORPORATIONS

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$148.75

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Merger
11/30/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

5436 TEXAS AVENUE CORP., a Florida corporation, P93000046767

INTO

5436 TEXAS AVE., INC.. a Georgia corporation not qualified in Florida

File date: November 30, 1998

Corporate Specialist: Darlene Connell

Florida Department of State
Division of Corporations
Public Access System
 Sandra B. Mortham, Secretary of State

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MERGER OR SHARE EXCHANGE

5436 TEXAS AVENUE CORP.

Certificate of Status	0
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Page Count	04
Estimated Charge	\$148.75

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DIVISION OF CORPORATIONS

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NOV-27-98 11:39 From:

T-485 P.01/09 Job-691

*

**PORTER, WRIGHT,
MORRIS & ARTHUR**
Attorneys & Counselors
at Law

4501 Tamiami Trail North, Suite 400
Naples, Florida 34103-3013
Main Telephone #: (941)263-8898
Main Facsimile #: (941)436-2990
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DATE: November 25, 1998

USER #: 7462

PLEASE DELIVER TO

NAME: **Florida Department of State - Division of Corporations**
FIRM:
FACSIMILE #: (850) 922-4000
NO. PAGES: 9 CLIENT/MATTER #: 0681700-120346

RE: **5436 Texas Avenue Corp.**

MESSAGE:

Please file the following documents in reference to the corporation listed above:

Application for Reinstatement

Articles of Merger

Please provide me with a certified copy of the Articles of Merger. Thank you.

FROM: S. Dresden Brunner, Esq.

PHONE #: (941) 436-2965

FAX #: (941) 436-2990

THE ORIGINAL OF THIS DOCUMENT WILL BE SENT BY:

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NOV-23-98 16:16 From:

T-369 P.01/06 Job-500

*
**PORTER, WRIGHT,
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DATE: November 23, 1998

USER #: 7462

PLEASE DELIVER TO

NAME: Florida Department of State - Division of Corporations

FIRM:

FACSIMILE #: (850) 922-4000

NO. PAGES: 6 CLIENT/MATTER #: 0681700-120346

RE: 5436 TEXAS AVENUE CORP.

MESSAGE:

Articles of Merger and Plan of Merger regarding above-referenced matter attached.

FROM: S. Dresden Brunner, Esq.

PHONE #: (941) 436-2965

FAX #: (941) 436-2990

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 24, 1998

5436 TEXAS AVENUE CORP.
2500 TAMiami TRAIL N.
SUITE 112
NAPLES, FL 33940

SUBJECT: 5436 TEXAS AVENUE CORP.
REF: P93000046767

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

In order to file your document, the subject entity must first be reinstated.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1998 corporate annual report form in a timely manner. To reinstate the corporation you must submit the attached reinstatement application or annual report form and the appropriate fees.

The fees to reinstate the corporation are as follows: \$600 reinstatement fee, \$61.25 filing fee for the current year, and \$88.75 corporate supplemental fee for the current year.

Therefore, the total amount due to reinstate the corporation is \$750.00. Add an additional \$8.75 for each certificate of status requested.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000021874
Letter Number: 698A00056197

H98000021874 6

ARTICLES OF MERGER

of

5436 TEXAS AVENUE CORP., a Florida corporation

with and into

5436 TEXAS AVE., INC., a Georgia corporation
(executed in duplicate)

FILED
98 NOV 30 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The Plan of Merger is attached hereto and incorporated herein by reference.

ARTICLE II

The effective date of the Merger is upon filing of these Articles of Merger.


ARTICLE III

5436 TEXAS AVENUE CORP., a Florida corporation, approved the Plan of Merger on November 11, 1998 by an action by written consent of its sole shareholder and director.

ARTICLE IV

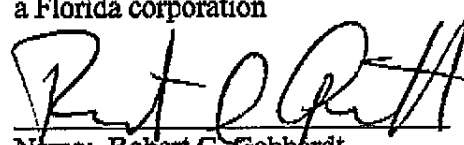
5436 TEXAS AVE., INC., a Georgia corporation, approved the Plan of Merger on November 11, 1998 by an action by written consent of its sole shareholder and director.

5436 TEXAS AVE., INC.,
a Georgia corporation



Name: Robert C. Gebhardt
Its: President

5436 TEXAS AVENUE CORP.,
a Florida corporation



Name: Robert C. Gebhardt
Its: President

Prepared By:
S. Dresden Brunner, Esq.
Florida Bar No. 0121886
4501 Tamiami Trail N., Ste. 400
Naples, FL 34103-3013
(941) 263-8898

H98000021874 6

Fax Audit No. H98000021874 6

PLAN OF MERGER

This Plan of Merger, is made as of November 10, 1998, between 5436 TEXAS AVENUE CORP., a Florida corporation (the "Florida Corporation"), and 5436 TEXAS AVE., INC., a Georgia corporation (the "Georgia Corporation"). The Florida Corporation and the Georgia Corporation are collectively referred to as the "Constituent Corporations".

Recitals

A. The Florida Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2500 Tamiami Trail North, Suite 112, Naples, Florida 34104.

B. The Florida Corporation is authorized to issue 1,000 shares of common stock, with \$1.00 par value, of which 1,000 shares are issued and outstanding.

C. The Georgia Corporation is a corporation organized and existing under the laws of the State of Georgia, with its principal office at 2500 Tamiami Trail North, Suite 112, Naples, Florida 34104.

D. There are no options or other rights to acquire shares of the Georgia Corporation authorized, issued, or outstanding.

E. The boards of directors and shareholders of the Constituent Corporations deem it desirable and in the best business interests of their respective Constituent Corporations that the Florida Corporation be merged into the Georgia Corporation pursuant to Sections 607.1101 *et seq.* of the Florida Business Corporation Act and Sections 14-2-1101 *et seq.* of the Georgia Business Corporation Code.

F. The parties intend that this transaction qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

Agreement

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the Constituent Corporations agree as follows:

1. **Merger.** At the Effective Time (defined below), the Florida Corporation shall merge with and into the Georgia Corporation (the "Merger") which shall be the surviving

Fax Audit No. H98000021874 6

Fax Audit No. H98000021874 6

corporation (the "Surviving Corporation") and which shall continue its corporate existence under the laws of the State of Georgia following the Merger.

2. Terms and Conditions. At the Effective Time, the separate existence of the Florida Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Florida Corporation without the necessity of separate transfer. The Surviving Corporation shall be thereafter responsible and liable for all liabilities and obligations of the Florida Corporation, and neither the rights of creditors nor any liens on the property of the Florida Corporation shall be impaired by the Merger.

3. Conversion of Shares.

(a) Each share of common stock, with \$1.00 par value, of the Florida Corporation issued and outstanding immediately prior to the Merger shall be converted into one share of the common stock of the Surviving Corporation, which shares of common stock of the Surviving Corporation shall then be issued and outstanding.

(b) After the Effective Time, each holder of certificates formerly representing shares of common stock of the Florida Corporation shall surrender such certificates to the Surviving Corporation or its duly appointed agent, in the manner that the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange such certificates for shares of common stock of the Surviving Corporation, representing the number of shares of stock of the Surviving Corporation to which the holder is entitled as provided above.

4. Articles of Incorporation of the Surviving Corporation. The Articles of Incorporation of the Georgia Corporation existing immediately prior to the Effective Time of the Merger shall continue to be the Articles of Incorporation of the Surviving Corporation.

5. By-Laws of the Surviving Corporation. The By-Laws of the Georgia Corporation existing immediately prior to the Effective Time of the Merger shall continue to be the By-Laws of the Surviving Corporation.

6. Directors and Officers of the Surviving Corporation. The directors and officers of the Georgia Corporation at the Effective Time of the Merger shall continue to be the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. Effective Date of Merger. The effective date and time of the Merger shall be upon the filing of the Articles of Merger with the Georgia Secretary of State (the "Effective Time").

Fax Audit No. H98000021874 6

H98000021874 6

8. **Approval by Shareholders.** This Plan of Merger shall be submitted for the approval by consent of the shareholders of the Constituent Corporations in the manner provided by the applicable laws of the State of Florida and the State of Georgia.

9. **Dissenting Shareholders.** Shareholders of the Constituent Corporations who are entitled to vote and who dissent from the Merger will be entitled to such rights as are afforded to dissenting Shareholders under applicable state law.

10. **Abandonment of Merger.** This Plan of Merger may be abandoned by action of the Board of Directors of either the Florida Corporation or the Georgia Corporation at any time prior to the Effective Time on the happening of either of the following events:

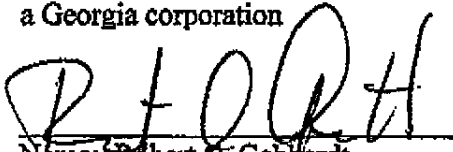
(a) The Merger is not approved by the shareholders of either the Florida Corporation or the Georgia Corporation on or before November 12, 1998.

(b) In the judgment of the Board of Directors of either the Florida Corporation or the Georgia Corporation, the Merger would be impracticable because of the number of dissenting shareholders asserting rights under the laws of the State of Florida or the laws of the State of Georgia.

11. **Governing Law.** This Agreement shall be construed and enforced in accordance with the laws of the State of Florida without regard to its conflict of law principles.

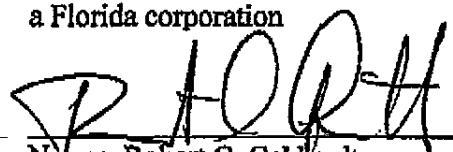
IN WITNESS WHEREOF, the parties to this Agreement have signed below on the date and year first above written.

5436 TEXAS AVE., INC.,
a Georgia corporation


Name: Robert C. Gebhardt
Its: President

NAFL25/0084701.01

5436 TEXAS AVENUE CORP.,
a Florida corporation


Name: Robert C. Gebhardt
Its: President

H98000021874 6