

P94000072519  
HAYNSWORTH SINKLER BOYD, P.A.

ATTORNEYS AT LAW

160 E. BAY STREET (29401-2120)  
POST OFFICE BOX 340 (29402-0340)  
CHARLESTON, SOUTH CAROLINA  
TELEPHONE 843.722.3366  
FACSIMILE 843.722.2266  
WEBSITE www.hsblawfirm.com

OTHER OFFICES  
COLUMBIA, SOUTH CAROLINA  
FLORENCE, SOUTH CAROLINA  
GREENVILLE, SOUTH CAROLINA

ROBERT B. PEARLMAN  
CERTIFIED SPECIALIST - TAXATION LAW  
TELEPHONE NUMBER 843.722.3366  
E-MAIL ADDRESS rbpearlman@hsblawfirm.com

August 30, 2001

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

700004571427--9  
-09/06/01--01005--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Sturgis Management, Inc., a Florida Corporation

700004571427--9  
-09/06/01--01005--010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Gentlemen:

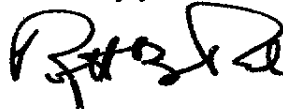
In regard to the above referenced Florida Corporation, enclosed herewith please find the original, duly executed Articles of Merger reflecting the merger of the referenced corporation into its subsidiary South Carolina Corporation. I would very much appreciate your filing the same for me. Two checks, each in the amount of \$35.00 are enclosed herewith by way of filing fees for each of the merging and surviving corporations.

In addition, I have enclosed two photocopies of these Articles of Merger. Please provide me with two filed/stamped "certified copies". I am enclosing a self addressed, stamped envelope for their return, together with an additional check made payable to your office in the amount of \$33.50 by way of fees for these copies.

Please don't hesitate to contact me at the address and telephone number shown above should there be any question or problem concerning this filing.

My thanks for your kind assistance in this matter are enclosed as well.

Faithfully yours,



Robert B. Pearlman

700004571427--9  
-09/06/01--01005--011  
\*\*\*\*\*33.50 \*\*\*\*\*17.50

RBP/csf

Enc.

*merger*

T. LEWIS SEP 12 2001

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

STURGIS MANAGEMENT, INC., a Florida entity, P94000072519

INTO

**STURGIS MANAGEMENT, INCORPORATED.** a South Carolina entity not  
qualified in Florida

File date: September 6, 2001

Corporate Specialist: Thelma Lewis

**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, F.S.

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Sturgis Management, Incorporated</u>	<u>South Carolina</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Sturgis Management, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____

**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** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**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 August 9, 2001.

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 August 9, 2001.

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)*

FILED  
01 SEP - 8 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

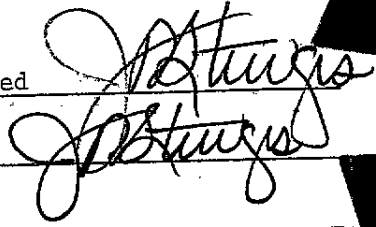
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

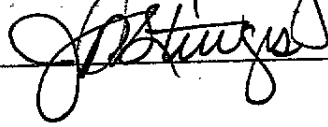
Name of Individual & Title

Sturgis Management, Incorporated



J. R. Sturgis, President

Sturgis Management, Inc.



J. R. Sturgis, President

**PLAN OF MERGER** - N/A  
(Non Subsidiaries)

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

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

Name

Jurisdiction

\_\_\_\_\_

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

Name

Jurisdiction

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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

**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)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

The name and jurisdiction of each subsidiary corporation is

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

The manner and basis of converting the shares of the capital stock of Florida Company and the nature and amount of securities of South Carolina Company which the holders of shares of Florida Company Common Stock are to receive in exchange for such shares are as follows:

Florida Company (Parent) Common Stock. Each one share of Florida Company Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action of the part of the holder thereof, be converted at the Effective Date into one fully paid share of South Carolina Company Common Stock, and outstanding certificates representing shares of Florida Company Common Stock shall thereafter represent shares of South Carolina Company Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

(Continued on attached) (Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows: see paragraph immediately above.

South Carolina (Subsidiary) Company Common Stock Held by Florida Company. All issued and outstanding shares of South Carolina Company Common Stock held by Florida Company immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.



If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

See attached Minutes and Plan of Merger

COPY

FILED

AUG 15 2001

STATE OF SOUTH CAROLINA  
SECRETARY OF STATE

AUG 15 2001

ARTICLES OF MERGER  
OR SHARE EXCHANGE

*Jim Miles*  
SECRETARY OF STATE 3

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant to Section 33-11-105 of the 1976 South Carolina Code of Laws, as amended, the undersigned as the surviving corporation in a merger or the acquiring corporation in a share exchange, as the case may be, hereby submits the following information:

1. The name of the surviving or acquiring corporation is Sturgis Management, Incorporated
2. Attached hereto and made a part hereof is a copy of the Plan of Merger or Share Exchange (see Sections 33-11-101 (merger) 33-11-102 (share exchange), 33-11-104 (merger of subsidiary into parent) 33-11-107 (merger or share exchange with a foreign corporation), and 33-11-108 (merger of a parent corporation into one of its subsidiaries) of the 1976 South Carolina Code of Laws, as amended).
3. Complete the following information to the extent it is relevant with respect to each corporation which is a party to the transaction:

- (a) Name of the corporation Sturgis Management, Inc. (Florida Corporation)  
Complete either (1) or (2), whichever is applicable:

- (1) ☐ Shareholder approval of the merger or stock exchange was not required (See Sections 33-11-103(h), 33-11-104(a), and 33-11-108(a) of the 1976 South Carolina Code of Laws, as amended).
- (2) ☒ The Plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the Meeting	Number of Undisputed* Shares	
				For	Against
common	3,000	3,000	3,000	3,000	0

\*NOTE: Pursuant to Section 33-11-105(a)(3)(ii) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of disputed shares cast for the amendment by each voting group together with a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

- (b) Name of the corporation: Sturgis Management, Incorporated  
Complete either (1) or (2), whichever is applicable:

- (1) ☐ Shareholder approval of the merger or stock exchange was not required (See Sections 33-11-103(h), 33-11-104(a), and 33-11-108(a)).
- (2) ☒ The plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the Meeting	Number of Undisputed* Shares	
				For	Against
common	3,000	3,000	3,000	3,000	0


Sturgis Management, Incorporated  
Name of Corporation

**\*NOTE:** Pursuant to Section 33-11-105(a)(3)(ii) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of disputed shares cast for the amendment by each voting group together with a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

4. Unless a delayed date is specified, the effective date of this document shall be the date it is accepted for filing by the Secretary of State (See Section 33-1-230(b) of the 1976 South Carolina Code of Laws): \_\_\_\_\_

Date August 10, 2001

Sturgis Management, Incorporated  
Name of the Surviving or Acquiring Corporation

  
Signature and Office

J. R. Sturgis, President  
Type or Print Name and Office

**FILING INSTRUCTIONS**

1. Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.

2. Filing fee (payable to the Secretary of State at the time of filing of this document)

Filing Fee.....	\$ 10.00
Filing Tax.....	\$100.00
Total.....	\$110.00

3. TWO COPIES OF THE PLAN OF MERGER OR SHARE EXCHANGE MUST BE FILED WITH THIS FORM AS AN ATTACHMENT.

Return to: Secretary of State  
PO Box 11350  
Columbia, SC 29211

**AGREEMENT OF MERGER AND PLAN  
OF REORGANIZATION BETWEEN  
STURGIS MANAGEMENT, INC., a Florida Corporation,  
AND  
STURGIS MANAGEMENT, INCORPORATED, a South Carolina Statutory Close  
Corporation**

Agreement of Merger and Plan of Reorganization dated August 9<sup>th</sup>, 2001 by and between STURGIS MANAGEMENT, INC., a Florida corporation (hereinafter called "Florida Company") and STURGIS MANAGEMENT, INCORPORATED, a South Carolina Statutory Close Corporation (hereinafter called "South Carolina Company").

WHEREAS, the Board of Directors of the Florida Company and the Shareholders of the South Carolina Company have resolved that the Florida Company be merged pursuant to the Business Corporation Law of the State of South Carolina and the Business Corporation Law of the State of Florida into a single corporation existing under the laws of the State of South Carolina, to wit, STURGIS MANAGEMENT, INCORPORATED, a South Carolina Statutory Close Corporation, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code; and

WHEREAS, The authorized capital stock of the Florida Company consists of 7,500 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "Florida Common Stock"), of which 3,000 shares are issued and outstanding; and

WHEREAS, the authorized capital stock of the South Carolina Company consists of 7,500 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "South Carolina Common Stock"), 3,000 shares of which are issued and outstanding; and

WHEREAS, the Board of Directors and Shareholders of the Florida Company and the Shareholders of the South Carolina Company have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Business Corporation Law of the State of South Carolina and the Business Corporation Law of the State of Florida that the Florida Company shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of South Carolina, to wit, the South Carolina Company, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

## **1. Stockholders' Meetings; Filings; Effects of Merger**

**1.1 Florida Company's Stockholders' Meeting.** Florida Company shall call a meeting of its stockholders to be held in accordance with the Business Corporation Law of the State of Florida at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.

**1.2 Action by Florida Company as Sole Stockholder of South Carolina Company.** On or before September 15, 2001, Florida Company, as the sole stockholder of South Carolina Company, shall adopt this Agreement in accordance with the Business Corporation Law of the State of South Carolina.

**1.3 Filing of Certificate of Merger; Effective Date.** If (a) this Agreement is adopted by the stockholders of Florida Company in accordance with the Business Corporation Law of the State of Florida, (b) this Agreement has been adopted by Florida Company as the sole stockholder of South Carolina Company, in accordance with the Business Corporation Law of the State of South Carolina, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the Business Corporation Law of the State of South Carolina and Articles of Merger shall be filed in accordance with the Business Corporation Law of the State of Florida. The Merger shall become effective at 9:00 A.M. on the calendar day following the day of such filing in South Carolina, which date and time are herein referred to as the "Effective Date."

**1.4 Certain Effects of Merger.** On the Effective Date, the separate existence of Florida Company shall cease, and Florida Company shall be merged into South Carolina Company which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Florida Company; and all and singular, the rights, privileges, powers, and franchises of Florida Company, and all property, real, personal, and mixed, and all debts due to Florida Company on whatever account, as well for stock subscriptions and all other things in action or belonging to Florida Company, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Florida Company, and the title to any real estate vested by deed or otherwise, under the laws of South Carolina or Florida or any other jurisdiction, in Florida Company, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Florida Company shall be preserved unimpaired, and all debts, liabilities, and duties of Florida Company shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Florida Company or the corresponding officers of the Surviving Corporation, may, in the name of Florida Company, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all Florida Company's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

## **2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws**

**2.1 Name of Surviving Corporation.** The name of the Surviving Corporation from and after the Effective Date shall be STURGIS MANAGEMENT, INCORPORATED

**2.2 Certificate of Incorporation.** The Articles of Incorporation of South Carolina Company as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law.

**2.3 By-Laws.** The By-Laws of South Carolina Company, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

## **3. Status and Conversion of Securities**

The manner and basis of converting the shares of the capital stock of Florida Company and the nature and amount of securities of South Carolina Company which the holders of shares of Florida Company Common Stock are to receive in exchange for such shares are as follows:

**3.1 Florida Company Common Stock.** Each one share of Florida Company Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of South Carolina Company Common Stock, and outstanding certificates representing shares of Florida Company Common Stock shall thereafter represent shares of South Carolina Company Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

**3.2 South Carolina Company Common Stock Held by Florida Company.** All issued and outstanding shares of South Carolina Company Common Stock held by Florida Company immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

## **4. Miscellaneous**

**4.1.** This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of Florida Company, if the Board of Directors of Florida Company or Shareholders of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

**4.2.** For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by Florida Company and South Carolina Company, Inc. all on the date first above written.

ATTEST:

Nancy L. Sturgis  
Secretary

(SEAL)

STURGIS MANAGEMENT, INC.  
(FLORIDA)

By: John R. Sturgis  
JOHN R. STURGIS, as President

ATTEST:

Nancy L. Sturgis  
Secretary

(SEAL)

STURGIS MANAGEMENT, INC. (SC)

By: John R. Sturgis  
JOHN R. STURGIS, as President

**MINUTES OF THE SPECIAL MEETING  
OF  
STURGIS MANAGEMENT, INC.**

A Special Meeting of the Board of Directors of Sturgis Management, Inc., a Florida Corporation, was held on the 9<sup>th</sup> of August, 2001 at the office of the Corporation, pursuant to Notice duly given in accordance with the Corporation's By-Laws.

The entire membership of the Board was present in person, to wit: JOHN R. STURGIS, NANCY L. STURGIS, JOHN MARCUS STURGIS, and RICHARD F. STURGIS.

The President presented to the meeting an Agreement of Merger and Plan of Merger and Reorganization by and among the Corporation and Sturgis Management, Incorporated, a South Carolina Statutory Close Corporation, a copy of which is attached to these minutes. After full discussion regarding the Agreement of Merger and Plan of Merger and Reorganization, upon Motion duly seconded, the following resolutions were unanimously adopted:

RESOLVED, That the Board of Directors of the Corporation hereby determines that the merger of this Corporation with Sturgis Management, Incorporated, a South Carolina Statutory Close Corporation, upon the terms set forth in the Agreement of Merger and Plan of Merger and Reorganization submitted to this Board is in the best interests of this Corporation and is recommended as acceptable to the stockholders;

FURTHER RESOLVED, That, the form and contents of the draft of the Agreement of Merger and Plan of Merger and Reorganization, to be entered into among this Corporation and Sturgis Management, Incorporated, a South Carolina Statutory Close Corporation presented to this meeting is hereby approved and adopted; and

FURTHER RESOLVED, That, the Chairman of the Board, the President, or any Vice President and the Secretary or an Assistant Secretary of this Corporation are authorized and directed in the name and on behalf of this Corporation and under its corporate seal to execute and deliver an Agreement of Merger and Plan of Merger and Reorganization in the form or substantially the form of the draft thereof presented to this meeting, with such changes therein as the said officers may approve, their execution thereof to be conclusive evidence of such approval; and

FURTHER RESOLVED, That, the actions of the officers of the Corporation in causing the incorporation of Sturgis Management Incorporated, a South Carolina statutory close corporation, with an original



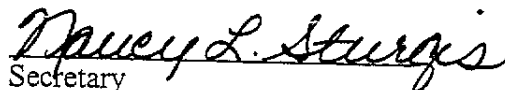
capitalization of 7,500 shares of capital stock with a par value of \$1.00 each, are hereby ratified and approved and the appropriate officers are authorized to give this Corporation's approval as sole stockholder of Sturgis Management, Inc. of the Agreement of Merger and Plan of Merger and Reorganization; and

FURTHER RESOLVED, That the Agreement of Merger and Plan of Merger and Reorganization be submitted to the stockholders of this Corporation at a special meeting of stockholders for the purpose of acting on the Agreement of Merger and Plan of Merger and Reorganization and such other matters as may properly come before such meeting; and that the proper officers of the Corporation be, and they hereby are, authorized and directed to take such action as may be necessary or desirable to convene such meeting at the earliest practicable date; and

FURTHER RESOLVED, that upon due approval of the Agreement of Merger and Plan of Merger and Reorganization by the stockholders of this Corporation and of Sturgis Management, Inc., that the proper officers of this Corporation be and hereby are authorized and directed to file Articles of Merger in the State of South Carolina, Articles of Merger in the State of Florida, and such other certificates or documents as may be necessary or desirable to effectuate the Merger; and

FURTHER RESOLVED, that the proper officers of this Corporation be, and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to effect the intent of the foregoing resolutions.

There being no further business to discuss, the meeting was adjourned.

  
Secretary

Dated: August 9, 2001