

P95000007640 (1)

ARTICLES OF MERGER
Merger Sheet

MERGING:

PAXSON COOKEVILLE LICENSE, INC., a Florida corporation, P95000025426

INTO

PAXSON COMMUNICATIONS OF COOKEVILLE, INC., a Florida corporation,
P95000007640

File date: July 17, 1997

Corporate Specialist: Joy Moon-French

Elaine Maskevich
HOLLAND & KNIGHT

Requester Name
315 SOUTH CALIFORNIA STREET

Address
Tallahassee, Florida 32301

City/State/Zip Phone #
224-7000

100002289561--9
07/16/97--01066--023
1067.50 *122.50
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Paxson Communications of Cookeville, Inc.
(Corporation Name) (Document #)

2. Paxson Cookeville License, Inc.
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in

☒ Pick up time

☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

7-15-97
4:00

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL 17 PM 2:36

FILED

97 JUL 17 PM 4:03

97 JUL 15 PM 11:16

RECEIVED

1st
File 3rd

7/18

Merger
C.C.

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 16, 1997

HOLLAND & KNIGHT

TALLAHASSEE, FL

SUBJECT: PAXSON COMMUNICATIONS OF COOKEVILLE, INC.
Ref. Number: P95000007640

We have received your document for PAXSON COMMUNICATIONS OF COOKEVILLE, INC. and check(s) totaling \$1067.50 of which \$122.50 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Your document is being returned as requested.

Enclosed is an application for refund.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 397A00036422

Corrected
pls file
em

File 1st

97 JUL 17 PM 2:34
DIVISION OF CORPORATIONS

**ARTICLES OF MERGER BETWEEN
PAXSON COMMUNICATIONS OF COOKEVILLE, INC.
AND
PAXSON COOKEVILLE LICENSE, INC.**

FILED

97 JUL 17 PM 2:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, Paxson Communications of Cookeville, Inc., a Florida corporation, which will be the surviving corporation ("Survivor") and Paxson Cookeville License, Inc., a Florida corporation (the "Merging Corporation"), which is a wholly-owned subsidiary of Survivor, hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporation into the Survivor (the "Merger").

ARTICLE I

The Plan of Merger effecting the Merger of the Merging Corporation with and into the Survivor is attached hereto as Exhibit "A" and incorporated herein by this reference.

ARTICLE II

The name of the surviving corporation is Paxson Communications of Cookeville, Inc., a Florida corporation.

ARTICLE III

The effective date of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

ARTICLE IV

The Plan of Merger was adopted by written consent of the Board of Directors of Survivor on July 15, 1997. Approval by the shareholders of the Survivor is not required pursuant to Florida Statutes Section 607.1104.

ARTICLE V

Immediately prior to the merger, the Survivor owned all of the outstanding shares of the Merging Corporation. Thus, approval by the Board of Directors and the shareholders of the Merging Corporation is not required pursuant to Florida Statutes Section 607.1104.

FROM HOLLAND & KNIGHT TAMPA

(WED) 7.16.97 17:43/ST. 17:42/NO. 4261068510 P 7

IN WITNESS WHEREOF, the undersigned have executed this document as of the 16th
day of July, 1997.

PAXSON COMMUNICATIONS OF COOKEVILLE, INC.

By: William L. Watson
William L. Watson

Its: Se.

PAXSON COOKEVILLE LICENSE, INC.

By: William L. Watson
William L. Watson

Its: Se.

Exhibit A**PLAN OF MERGER**

Paxson Communications of Cookeville, Inc., a Florida corporation ("*Acquiror*") and Paxson Cookeville License, Inc., a Florida corporation ("*Target*"), a wholly-owned subsidiary of Acquiror, hereby adopt the following Plan of Merger, dated July 5, 1997, pursuant to Section 607.1104 of the Florida Business Corporation Act.

(a) The names of the merging corporations are Paxson Communications of Cookeville, Inc. and Paxson Cookeville License, Inc. Target shall merge into Acquiror. The name of the corporation surviving the merger of Target with and into Acquiror is Paxson Communications of Cookeville, Inc.

(b) The effective time and date of the merger (the "*Effective Time*") shall be at the time when the Articles of Merger containing this Plan Of Merger are accepted for filing with the Secretary of State of Florida.

(c) The general terms and conditions of the merger are as follows:

At the Effective Time, the separate existence of Target shall cease and Acquiror shall ultimately succeed, without other transfer, to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of Target. Acquiror shall thereafter be responsible and liable for all obligations of Target, and neither the rights of the creditors nor any liens on the property of Target shall be impaired by the merger.

(d) 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 action on the part of Acquiror, the shares of stock of Target that are issued and outstanding immediately prior to the Effective Time shall be cancelled and extinguished and cease to be outstanding. Each share of Acquiror stock that is issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding. No consideration shall be given to any shareholder of Target.

(f) The Boards of Directors of each corporation party to the Merger may amend the Plan of Merger at any time prior to the filing of the Articles of Merger.

(g) Shareholders of Target who, except for the applicability of Florida Statute Section 607.1104, would be entitled to vote and who dissent from the merger pursuant to Florida Statute Section 607.1320, may be entitled, if they comply with the relevant provisions of the Florida Business Corporation Act, to be paid the fair value of their shares.

P95000007640⁽²⁾

ARTICLES OF MERGER
Merger Sheet

MERGING:

PAXSON COMMUNICATIONS OF COOKEVILLE, INC., a Florida corporation,
P95000007640

INTO

PAXSON NETWORKS, INC., a Florida corporation, P93000082991

File date: July 17, 1997

Corporate Specialist: Joy Moon-French