

P95000070598

CULP ELLIOTT & CARPENTER, P.L.L.C.

"A PROFESSIONAL LIMITED LIABILITY COMPANY INCLUDING A PROFESSIONAL ASSOCIATION"

ATTORNEYS AT LAW
(704) 372-6322

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MELODY Y. MALONE *
JOHN E. TROXEL *
C. SHANNON ELLIOTTE *
NILES A. ELBER *

DOUGLAS P. MUNSON
1968 - 1992

SUITE 1500 CARILLON BUILDING
227 WEST TRADE STREET
CHARLOTTE, NORTH CAROLINA 28202
TELEFAX (704) 372-1474

October 2, 2000

* Licensed in NC
§ Licensed in NC and FL
§ Licensed in NC and SC

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-10/04/00--01066--025
*****70.00 *****70.00

RE: Merger of Storms & Storms, Inc., a Florida corporation and Storms & Storms, Inc.,
a North Carolina corporation

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Merger and Plan of Merger
for the above-referenced companies. You will note that these documents have already been filed in
North Carolina, the surviving state.

Additionally, we have enclosed a check in the amount of \$70.00 to cover the cost of filing.
Please file in your usual manner and return a copy in the enclosed envelope.

If you should have any questions or comments, please contact my office.

Sincerely,

CULP ELLIOTT & CARPENTER, P.L.L.C.

Jamie L. Fuller
Jamie L. Fuller, Paralegal

*Merger
11-1-00
PJS*

Enclosures

cc: William F. Clark

::ODMA\GRPWISE\CULP.CULP_MAIN.GLIB:78387.1

FILED
00 OCT -4 AM 9:45
TALLAHASSEE, FLORIDA
DIVISION OF STATE

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NILES A. ELBER *
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October 27, 2000

* Licensed in NC
§ Licensed in NC and FL
§ Licensed in NC and SC
‡ Licensed in NC, PA and NJ

Via Federal Express Delivery

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Storms & Storms, Inc.
Ref. Number: P95000070598

Dear Sir/Madam:

Pursuant to your letter dated October 11, 2000 (copy attached) and numerous discussions with Louis Jackson of your office, we have revised the Articles of Merger for the above-referenced entity.

Accordingly, please file the enclosed Articles and Plan of Merger and return the filed documents to my office in the enclosed self-addressed envelope.

Should you have any questions, please do not hesitate to call me.

Sincerely,

CULP ELLIOTT & CARPENTER, P.L.L.C.


Jamie L. Fuller, Paralegal

JLF/

Enclosures

cc: William F. Clark

::ODMA\GRPWISE\CULP.CULP_MAIN.GLIB:79163.1



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 11, 2000

CULP ELLIOTT & CARPENTER, P.L.L.C.
ATTN: JAMIE L. FULLER
227 WEST TRADE STREET, SUITE 1500
CHARLOTTE, NC 28202

SUBJECT: STORMS & STORMS, INC.
Ref. Number: P95000070598

We have received your document for STORMS & STORMS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Merger for a Florida or foreign profit corporation are filed pursuant to section 607.1105, Florida Statutes. A merger form is enclosed.

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) 487-6957.

Doug Spittler
Document Specialist

Letter Number: 600A00053654

RECEIVED
00 OCT 30 AM 9:33
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

STROMS & STORMS, INC., a Florida corporation, P95000070598

INTO

STORMS & STORMS, INC., a North Carolina corporation not qualified in
Florida.

File date: October 4, 2000

Corporate Specialist: Doug Spitler

State of North Carolina
Department of the Secretary of State
and Florida Department of State

ARTICLES OF MERGER
BUSINESS CORPORATION

FILED
00 OCT -4 AM 9:45
TALLAHASSEE, FLORIDA

Pursuant to §55-11-05 and §55-11-07 of the General Statutes of North Carolina and §607.1105 and §607.1107 of the Florida Business Corporation Act, the undersigned corporation does hereby submit the following Articles of Merger as the surviving corporation in a merger between a domestic and a foreign corporation.

1. The name of the surviving corporation is Storms & Storms, Inc.,
a corporation organized under the laws of North Carolina; the name of the merged corporation is
Storms & Storms, Inc., a corporation organized under the laws of Florida.
2. Attached is a copy of the Plan of Merger that was duly approved in the manner prescribed by law by each of the corporations participating in the merger.
3. With respect to the surviving corporation (*check either a or b, as applicable*):
 - a. ☐ Shareholder approval was not required for the merger.
 - b. ☒ Shareholder approval was required for the merger, and the plan of merger was approved July 14, 2000 by the shareholders as required by Chapter 55 of the North Carolina General Statutes and §607.1103 of the Florida Business Corporation Act.
4. With respect to the merged corporation (*check either a or b, as applicable*):
 - a. ☐ Shareholder approval was not required for the merger.
 - b. ☒ Shareholder approval was required for the merger, and the plan of merger was approved July 14, 2000 by the shareholders as required by Chapter 55 of the North Carolina General Statutes and §607.1103 of the Florida Business Corporation Act.
5. The merged corporation will promptly pay to the dissenting shareholders of any domestic corporation which is a party to the merger the amount, if any, to which they shall be entitled under §607.1302 of the Florida Business Corporation Act with respect to the rights of dissenting shareholders.
6. The merged corporation may be served with process in the State of Florida, and it hereby irrevocably appoints the Florida Department of State as its agent to accept service of process, in any proceeding based upon any cause of action against any such domestic corporation arising in the State of Florida prior to the issuance of the certificate of merger or the certificate of consolidation by the Florida Department of State.
7. These Articles of Merger will be effective upon filing with the North Carolina and Florida Departments of State.

This is the 1st day of August, 2000.

STORMS & STORMS, INC., a North Carolina
corporation

By: 

Donald L. Storms, President

STORMS & STORMS, INC., a Florida corporation

By: 

Donald L. Storms, President

PLAN OF MERGER
OF
STORMS & STORMS, INC.
(a corporation of the State of Florida)

INTO
STORMS & STORMS, INC.
(a corporation of the State of North Carolina)

THIS PLAN OF MERGER entered into in writing and effective the 1st day of August, 2000, by and among STORMS & STORMS, INC., a corporation of the State of North Carolina (the "Surviving Corporation"), and STORMS & STORMS, INC., a corporation of the State of Florida (the "Merging Corporation").

WHEREAS, Section 55-11-07 of the North Carolina Business Corporation Act and Section 607.1107 of the Florida Business Corporation Act (the "Acts") permit the merger of one corporation with and into another corporation; and

WHEREAS, the Surviving Corporation, the Merging Corporation and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective shareholders to merge the Merging Corporation into the Surviving Corporation pursuant to the provisions of the Acts upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, this Plan of Merger and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon for submission to the shareholder of the Merging Corporation as required by the Acts, as hereinafter in this Plan set forth.

1. The Merging Corporation is hereby merged into and with the Surviving Corporation which shall be the surviving corporation and shall be governed by the laws of the State of North Carolina.

2. The articles of incorporation of the Surviving Corporation shall be the articles of incorporation of the surviving corporation, and all of the terms and provisions thereof are hereby incorporated in this Plan of Merger with the same force and effect as if herein set forth in full; and, from and after the effective date of the merger in this Plan of Merger provided for, said articles of incorporation shall be the articles of incorporation of the surviving corporation.

3. The current bylaws of the Surviving Corporation will be the bylaws of said surviving corporation and will continue in full force and effect until altered or amended as therein provided under the authority of the laws of the State of North Carolina.

4. The current members of the Board of Directors and of the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation in effect from time to time, will be the members of the Board of Directors and of the officers of said surviving corporation.

5. Each share of the capital stock of the Merging Corporation is currently held by the Surviving Corporation. The Surviving Corporation will therefore not issue any shares of its capital stock for the issued shares of stock of the Merging Corporation. After the effective date of the Merger, title to all property owned by the Merging Corporation shall rest in the Surviving Corporation.

6. All of the issued shares of the Merging Corporation shall, upon the effective date of the merger, be surrendered and extinguished. The shares of capital stock of the Surviving Corporation shall not be converted, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of capital stock of the Surviving Corporation.

7. The Plan of Merger herein made and entered into shall be submitted to the shareholders of the Merging Corporation for its adoption or rejection if and as required and in the manner prescribed by the Acts, as the case may be.

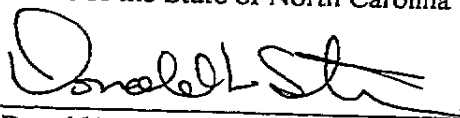
8. In the event that this Plan of Merger shall have been adopted by the shareholders of the Merging Corporation in accordance with the provisions of the Acts, the Merging Corporation and the Surviving Corporation agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the Acts, and that they will cause to be performed all necessary acts within the States of North Carolina, Florida and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the Merging Corporation and the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger herein provided for.

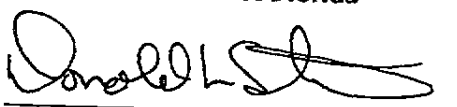
10. Notwithstanding the adoption of this Plan of Merger by the shareholders of the Merging Corporation, the Board of Directors of the Merging Corporation and the Surviving Corporation may amend this Plan of Merger as permitted by the Acts at any time prior to the issuance of a certificate of merger.

IN WITNESS WHEREOF, the parties hereto have duly executed this Plan of Merger as of the date first written above.

STORMS & STORMS, INC.,
a corporation of the State of North Carolina

By: 
Donald L. Storms, President

STORMS & STORMS, INC.,
a corporation of the State of Florida

By: 
Donald L. Storms, President

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