

P95000082596

CARLTON FIELDS

Requestor's Name
Post Office Drawer 190
215 S. Monroe Street, Suite 500
Address
Tallahassee, Florida 32302
City/State/Zip
Debra Naughton
224-1585
Phone #

Office Use Only

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

1. Knight Energy of South Florida, Inc./Nexstar Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #) 400002731124--6
-01/05/99-01001-013
****378.50 *****70.00
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____
☐ Mail out ☐ Will wait ☐ Photocopy

- ☐ Certified Copy
☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☒	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

FILED
99 JAN -5 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Check w/ Judy
ack. copy out

FILED
99 JAN -5 PM 3:56
JANUARY 5 1999
OFFICE OF CORPORATIONS

Examiner's Initials
Jee 4/6



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January ⁵ 1999

CARLTON FIELDS

TALLAHASSEE, FL

SUBJECT: NEXSTORE, INC.
Ref. Number: P95000082596

*Back date
to original
submission date*

We have received your document for NEXSTORE, 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):

The name and title of the person signing the document must be noted beneath or opposite the signature.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 899A00000443

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99 JAN -6 AM 8:58

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

KNIGHT ENERGY OF SOUTH FLORIDA, INC., a Florida corporation,
P95000039183

INTO

NEXSTORE, INC., a Florida corporation, P95000082596.

File date: January 5, 1999

Corporate Specialist: Teresa Brown

Agreement, Plan and Articles of Merger

AGREEMENT, PLAN AND ARTICLES OF MERGER OF KNIGHT ENERGY OF SOUTH FLORIDA, INC. WITH AND INTO NEXSTORE, INC.

The undersigned domestic corporations do hereby execute the following Agreement, Plan and Articles of Merger pursuant to Section 607.1101, F.S. of the Florida Statutes for the purpose of merging KNIGHT ENERGY OF SOUTH FLORIDA, INC., a Florida corporation, with and into NEXSTORE, INC., a Florida corporation.

1. The name of each of the undersigned corporations and the state in which each is incorporated are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
NEXSTORE, INC.	Florida
KNIGHT ENERGY OF SOUTH FLORIDA, INC.	Florida

2. The name which the Surviving Corporation is to have after the merger will be "NEXSTORE, INC."

3. This merger is permitted under the laws of the State of Florida. KNIGHT ENERGY OF SOUTH FLORIDA, INC. and NEXSTORE, INC. have complied with the applicable provisions of the laws of the State of Florida.

4. The AGREEMENT AND PLAN OF MERGER OF KNIGHT ENERGY OF SOUTH FLORIDA, INC. AND NEXSTORE, INC., the "AGREEMENT AND PLAN OF MERGER") is intended to qualify as a reorganization within the meaning of IRC Section 368(a).

Pursuant to this AGREEMENT AND PLAN OF MERGER, at the effective time, by virtue of the merger and without any action on the part of any shareholder of common stock of the Target:

- a. All shares of common stock, par value \$1 per share, of KNIGHT ENERGY OF SOUTH FLORIDA, INC. (1,000 shares) shall be canceled and shall cease to exist.

At the closing, NEXSTORE, INC. shall make available the Certificates representing 500 shares of common stock required to affect the exchange pursuant to IRC Section 368(a). 500 Shares of NEXSTORE, INC. common stock into which 1,000 shares of KNIGHT ENERGY OF SOUTH FLORIDA, INC. common stock shall be converted in the merger and shall be deemed to have been issued on December 29, 1998.

5. The Board of Directors of NEXSTORE, INC., the Surviving Corporation in the merger, approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent on December 29, 1998, and directed that such document be submitted to a vote of its shareholders. The Board of Directors of KNIGHT ENERGY OF SOUTH FLORIDA, INC. approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent on December 29, 1998, and directed that such document be submitted to a vote of its shareholders. The shareholders of NEXSTORE, INC. and KNIGHT ENERGY OF SOUTH FLORIDA, INC., respectively, duly approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent December 29, 1998, in the manner prescribed by law.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6. The number of shares outstanding and the number of shares of each corporation entitled to vote on the AGREEMENT AND PLAN OF MERGER were as follows:

Name of Corporation	Number of Shares Outstanding	Number of Shares Entitled to Vote
NEXSTORE, INC.	1,000 shares common stock	1,000
KNIGHT ENERGY OF SOUTH FLORIDA, INC.	1,000 shares common stock	1,000

7. The number of shares voted for and against the approval and adoption of the AGREEMENT AND PLAN OF MERGER were as follows:

Name of Corporation	Total Shares Voted For	Total shares Voted Against
NEXSTORE, INC.	1,000 Common	None
KNIGHT ENERGY OF SOUTH FLORIDA, INC.	1,000 Common	None

8. The Charter of NEXSTORE, INC. will not be amended in conjunction with the merger.

9. These ARTICLES OF MERGER, and the AGREEMENT AND PLAN OF MERGER incorporated herein by reference, shall be effective at 11:30 p.m., on December 29, 1998 pursuant to Section.607.1101 F.S. of the Florida Business Corporation Act, and the merger therein contemplated shall be deemed to be completed and consummated at said time.

IN WITNESS WHEREOF, these ARTICLES OF MERGER have been signed by the President and Secretary (or Assistant Secretary) of NEXSTORE, INC. and by the President and Secretary (or Assistant Secretary) of KNIGHT ENERGY OF SOUTH FLORIDA, INC., each thereunto duly authorized, as of the 29th day of December, 1998.

NEXSTORE, INC.

ATTEST:

By:

William L. Knight
Asst. Secretary
William L. Knight

William L. Knight

Asst Secretary

KNIGHT ENERGY OF SOUTH FLORIDA, INC.

ATTEST:

By:

William L. Knight
Asst. Secretary
William L. Knight

William L. Knight

Asst Secretary