

P95000086885

Document Number Only

C T Corporation System.  
Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301

City State Zip Phone

CORPORATION(S) NAME

900002533519-- 2  
-05/22/98--01066--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

900002533519-- 2  
-05/22/98--01066--021  
\*\*\*\*\*157.50 \*\*\*\*\*52.50

Westshore Square, Inc.  
merged into:  
Westshore Transition Co.

- ☐ Profit ☐ Amendment ☒ Merger  
☐ NonProfit ☐ Dissolution/Withdrawal ☐ Mark  
☐ Limited Liability Company  
☐ Foreign ☐ Annual Report ☐ Other  
☐ Limited Partnership ☐ Reservation ☐ Change of R.A.  
☐ Reinstatement ☐ Fictitious Name  
☐ Limited Liability Partnership ☐ CUS  
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Merger  
5-22-98  
CC

FILED  
98 MAY 22 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
98 MAY 22 AM 11:34  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

WESTSHORE SQUARE, INC., a Florida corporation, P95000086885

INTO

**WESTSHORE TRANSITION CO.,** a Delaware corporation not qualified in  
Florida

File date: May 22, 1998

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER**  
**OF**  
**WESTSHORE SQUARE, INC., a Florida corporation**  
**INTO**  
**WESTSHORE TRANSITION CO., a Delaware corporation**

**FILED**  
**98 MAY 22 PM 3:04**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to Sections 607.1101, 607.1103, 607.1105, and 607.1107 of the Florida Statutes and Section 252 of the General Corporation Law of Delaware, the undersigned corporations hereby execute these articles of merger for the purpose of merging into a single corporation:

**ARTICLE I**

Westshore Transition Co., a Delaware corporation (the "Surviving Corporation"), and Westshore Square, Inc., a Florida corporation (the "Merging Corporation"), agree to merge. The Surviving Corporation shall survive the merger and shall continue to operate under the name "Westshore Transition Co." The effective date of this merger shall be the date of filing.

**ARTICLE II**

The terms and conditions of the Agreement and Plan of Merger (the "Plan"), incorporated herein by reference, by and between the Surviving Corporation and the Merging Corporation were advised, authorized, approved, adopted, certified, executed, and acknowledged by each corporation in the manner and by the vote required by its charter and the laws of its respective state of incorporation. The terms and conditions of the Plan were duly adopted by the Surviving Corporation's sole director by a written consent to action dated as of May 12, 1998. Shareholder approval was not required of the Surviving Corporation's sole shareholder under Section 251(f) of the Delaware General Corporation Law.. The terms and conditions of the Plan were duly adopted by the sole director and approved by the sole shareholder of the Merging Corporation by a written consent to action, dated as of May 12, 1998.

**ARTICLE III**

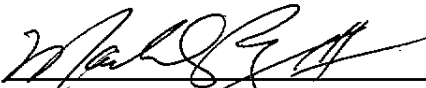
The sole shareholder of the Merging Corporation, in approving the Plan by written consent, waived any and all requirements of notice or otherwise requiring a copy of the Plan or notice of dissenters' rights to be mailed to the shareholder of the Merging Corporation.

IN WITNESS WHEREOF, these Articles of Merger have been executed by the parties hereto  
by their duly authorized officers this 12 day of May, 1998.

ATTEST:

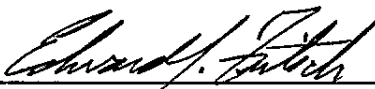
WESTSHORE TRANSITION CO.


  
\_\_\_\_\_  
Edward J. Fritsch, Secretary

By:   
\_\_\_\_\_  
Mack D. Pridgen, III, Vice President  
and General Counsel

ATTEST:

WESTSHORE SQUARE, INC.

  
\_\_\_\_\_  
Edward J. Fritsch, Secretary

By:   
\_\_\_\_\_  
Mack D. Pridgen, III, Vice President  
and General Counsel

**AGREEMENT AND PLAN OF MERGER  
BETWEEN  
WESTSHORE SQUARE, INC.  
AND  
WESTSHORE TRANSITION CO.**

**1. CORPORATIONS AND PARTICIPATING IN MERGER.**

Westshore Square, Inc., a Florida corporation (the "Merging Corporation"), and Westshore Transition Co., a Delaware Corporation (the "Surviving Corporation"), agree that the Merging Corporation shall merge into the Surviving Corporation.

**2. NAME OF SURVIVING CORPORATION.**

After the merger, the Surviving Corporation will survive and have the name "Westshore Transition Co."

The Surviving Corporation shall continue to be incorporated under and governed by the laws of the State of Delaware.

The principal business office of the Surviving Corporation will be:

3100 Smoketree Court, Suite 600  
Raleigh, North Carolina 27604

**3. MERGER**

Pursuant to the terms and conditions of this Agreement and Plan of Merger, the Merging Corporation will merge into the Surviving Corporation. Upon the merger becoming effective, the corporate existence of the Surviving Corporation will continue, the Surviving Corporation shall succeed to all rights, assets, liabilities and obligations of the Merging Corporation, and the separate corporate existence of the Merging Corporation shall cease. The time when the merger becomes effective is hereinafter referred to as the "Effective Date."

**4. THE EFFECTIVE DATE**

The Effective Date shall be the date of filing.

**5. CONVERSION OF OUTSTANDING STOCK.**

At the Effective Date, by virtue of the merger and without any action on the part of the holders thereof:

(a) Each share of capital stock of the Surviving Corporation that is outstanding immediately prior to the Effective Date shall continue to be outstanding immediately after the

Effective Date.

(b) Each share of the capital stock of the Merging Corporation issued and outstanding immediately prior to the Effective Date shall be canceled and retired without payment therefor.

F. ARTICLES OF INCORPORATION AND BYLAWS.

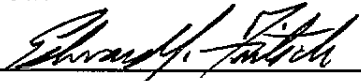
The Articles of Incorporation and the Bylaws of the Surviving Corporation following the Effective Date shall be the same as immediately prior to the Effective Date unless and until they shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved. Such Articles of Incorporation shall constitute the Articles of Incorporation of the Surviving Corporation separate and apart from this Agreement and Plan of Merger and may be separately certificated as the Articles of Incorporation of the Surviving Corporation.

7. GOVERNING LAW

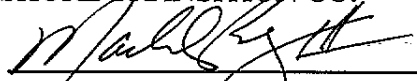
This Agreement shall be governed by the laws of the State of Delaware.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the parties hereto by their duly authorized officers this 12 day of May, 1998.

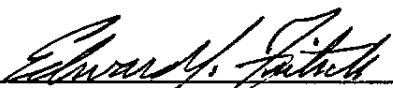
ATTEST:

  
Edward J. Fritsch, Secretary

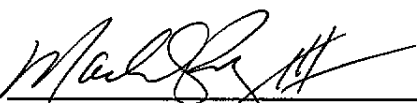
WESTSHORE TRANSITION CO.

By:   
Mack D. Pridgen, III, Vice President  
and General Counsel

ATTEST:

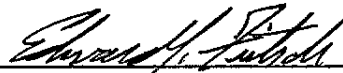
  
Edward J. Fritsch, Secretary

WESTSHORE SQUARE, INC.

By:   
Mack D. Pridgen, III, Vice President  
and General Counsel

CERTIFICATE OF SECRETARY OF  
WESTSHORE TRANSITION CO.

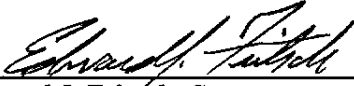
I, Edward J. Fritsch, the Secretary of Westshore Transition Co., hereby certify that Westshore Transition Co. has adopted this Agreement and Plan of Merger by action of its sole director and without any vote of its stockholder pursuant to Section 251(f) of the General Corporation Law of the State of Delaware as the Agreement and Plan of Merger does not amend in any respect the certificate of incorporation of Westshore Transition Co., and the conditions specified in the first sentence of Section 251(f) have been satisfied.

  
\_\_\_\_\_  
Edward J. Fritsch, Secretary



CERTIFICATE OF SECRETARY OF  
WESTSHORE SQUARE, INC.

I, Edward J. Fritsch, the Secretary of Westshore Square, Inc., hereby certify that Westshore Square, Inc. has adopted this Agreement and Plan of Merger by action of its sole director and by the unanimous written consent of its sole shareholder.

  
\_\_\_\_\_  
Edward J. Fritsch, Secretary