

P96000008242

ARTICLES OF MERGER
Merger Sheet

MERGING:

NEWLINE COMPANY OF INDIAN RIVER, a Florida corporation, P96000008242

INTO

NEWLINE COLOR, INC., a Massachusetts corporation not qualified in Florida.

File date: April 7, 1997

Corporate Specialist: Joy Moon-French

P96000008242

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

3:00002134713--0
-04/07/97--01027--023
*****70.00 *****70.00

Newline Company of Indian River
merging into: Newline Color, Inc.

- ☐ Profit
☐ NonProfit
☐ Limited Liability Co.
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call if Problem
☐ Will Wait
- ☒ Merge
☐ Mark
☐ Other
☐ Change of R.A.
☐ Fictitious Name Filing
☐ CUS
☐ After 4:30
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Availability
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97 APR -7 PM 3:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA
RECEIVED
97 APR -7 PM 11:01
CLERK OF CORPORATION

4/07

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Jon Merger

FILED

DOMESTIC AND FOREIGN CORPORATION

97 APR -7 PM 3: 55

ARTICLES OF MERGER

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

Name of Corporation	State of Incorporation
Newline Company Of Indian River	Florida
Newline Color, Inc.	Massachusetts

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. (as set forth below) if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Section 607.1101 - 607.1104 F.S. and, if it is the surviving corporation of the merger, with section 607.1105 F.S. (as set forth below)

FOURTH: The plan of Merger is as follows:

See Exhibit A attached hereto and made a part hereof.

FIFTH: The effective date of the certificate of merger shall be the date on which the Articles of Merger are filed.

SIXTH: The plan of Merger was adopted by the shareholders of Newline Company Of Indian River, on the 12th day of March, 1997 and was adopted by the shareholders of Newline Color, Inc. on the 12th day of March, 1997.

Signed this 12th day of March, 1997.

Newline Color, Inc.
Surviving Corporation

By: Samuel J. Gitto
Samuel J. Gitto, President

Newline Company of Indian River
Merged Corporation

By: Samuel J. Gitto
Samuel J. Gitto, President

EXHIBIT A

AGREEMENT OF MERGER

Between

NEWLINE COMPANY OF INDIAN RIVER

and

NEWLINE COLOR, INC.

with

NEWLINE COLOR, INC.
The Surviving Corporation in said Merger

Dated: March 12, 1997

This Agreement of Merger is made and entered into on and as of this 12th day of March, 1997 (hereinafter referred to as "Agreement"), by and between NEWLINE COLOR, INC., a corporation duly organized and existing under the laws of the Commonwealth of Massachusetts (hereinafter referred to as "Newline"), and NEWLINE COMPANY OF INDIAN RIVER, a corporation duly organized and existing under the laws of the State of Florida (hereinafter called "Indian River").

WITNESSETH THAT:

WHEREAS, the principal office of Newline is at 145 Authority Drive, Fitchburg, Massachusetts 01420; and

WHEREAS, the principal office of Indian River is 246 Egret Lane, Vero Beach, Florida 32963; and

WHEREAS, Newline has an authorized capital stock of 12,000 shares of common stock without par value; and

WHEREAS, Indian River has an authorized capital stock of 1,000 shares of \$1.00 par value common stock; and

WHEREAS, the business purposes for which the two corporate parties are organized are substantially similar; and

WHEREAS, the Boards of Directors of the two corporate parties have severally voted that they deem it desirable and for the general welfare of the corporations and of the stockholders of each corporation that the corporations merge under the provisions of Section 79 of Chapter 156B of the

General Laws of Massachusetts and Section 607.1107 of the Florida Business Corporation Act and the said Board of Directors of each corporation has directed that this Agreement be submitted to the stockholders of each corporation at meetings called to be held on March 12, 1997, or any adjournments thereof for the purpose of considering and voting on the proposal for merger, and said meetings of stockholders (approving in each case the proposed merger) having been held;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, it is agreed that, in accordance with the provisions of said statutes, Indian River shall be and hereby is, at the effective date of this Agreement, merged into Newline, which shall be the surviving corporation, and that the terms and conditions of such merger, the mode of carrying it into effect shall be as hereinafter set forth:

ARTICLE I

1. The names of the corporations affected by the merger are as follows:

Newline Color, Inc., a corporation organized under the laws of the Commonwealth of Massachusetts, and existing with its principal office at 145 Authority Drive, Fitchburg, Massachusetts 01420

Newline Company of Indian River, a corporation organized under the laws of the State of Florida, and existing with its principal office at 246 Egret Lane, Vero Beach, Florida 32963

2. Newline and Indian River agree that Indian River shall be merged into Newline.

3. The corporate existence of Newline, with all its purposes, powers and privileges, shall continue unaffected and unimpaired by this, the corporate identity and existence, and all the purposes, powers and privileges of Indian River shall be merged into Newline.

Newline shall, as the corporation surviving the merger and with the name Newline Color, Inc., be fully vested with all such purposes, powers and privileges, and fully charged with all existing obligations of the agreeing corporations; and the surviving corporation, Newline, shall be governed by the laws of the Commonwealth of Massachusetts.

4. The separate corporate existence and organization of Indian River shall cease upon the merger's becoming effective as herein provided, and thereupon Newline and Indian River shall be a single corporation, that is Newline (herein sometimes referred to as the "Surviving Corporation").

5. The merger shall become effective as of the date of filing of the Articles of Merger with the Secretary of the Commonwealth of Massachusetts and the filing of the Articles of Merger with the Department of State of the State of Florida.

ARTICLE II

1. The Articles of Organization of the Surviving Corporation shall be those of Newline as they existed prior to this Agreement.

2. The purposes of the Surviving Corporation shall be those of Newline as they existed prior to this Agreement.

3. The By-Laws of the Surviving Corporation at the effective date of merger shall be those of Newline then in effect.

ARTICLE III

1. The total number of shares of all stock which Newline is authorized to issue is 12,000 shares of common stock, without par value.

2. The total number of shares of all stock which Indian River is authorized to issue is 1,000 shares of common stock with par value of \$1.00 per share.

3. The manner of converting the capital stock of each of the corporate parties into capital stock of the Surviving Corporation shall be as follows:

- (a) Based upon relative net worth, the manner and basis of converting the issued and outstanding shares, and rights to acquire shares, in Indian River, shall be the surrender thereof and the issuance, to the current shareholders of Indian River, of the same number of shares in Newline as are currently issued and outstanding in Indian River at the effective date of the merger.
- (b) All shares of Indian River issued and outstanding at the effective date of conversion shall upon the effective date of the merger be automatically cancelled and of no further worth or significance, and all certificates therefor shall be cancelled.

ARTICLE IV

1. The principal office of the Surviving Corporation shall be at 145 Authority Drive, Fitchburg, Massachusetts.

2. The fiscal year of the Surviving Corporation shall be on the 31st day of December of each year.

3. The annual meeting of the stockholders of the Surviving Corporation shall be held on the second Tuesday in June of each year.

ARTICLE V

1. The initial officers of the Surviving Corporation following the effective date of merger shall be as follows:

President:	Samuel J. Gitto 246 Egret Lane Vero Beach, FL 32963
Treasurer:	Samuel J. Gitto 246 Egret Lane Vero Beach, FL 32963
Clerk:	Edwina Gitto 246 Egret Lane Vero Beach, FL 32963

2. The initial Board of Directors of the Surviving Corporation, until otherwise established, shall consist of three (3) members, who shall be:

Samuel J. Gitto 246 Egret Lane Vero Beach, FL 32963	Edwina Gitto 246 Egret Lane Vero Beach, FL 32963
Gregory C. Gitto 39 Federal Circle Leominster, MA 01453	

ARTICLE VI

1. Upon the merger becoming effective the Surviving Corporation shall own all assets, including special rights, privileges, licenses, franchises, all property, accounts and general intangibles and every other interest of each of the corporations, and shall assume and be bound on all debts, liabilities, obligations and duties of each of Newline and Indian River.

2. Upon the merger becoming effective the assets, liabilities and reserves and accounts of each party hereto shall be reflected on the books of the Surviving Corporation at the amounts at which they shall then be

carried on the books of said party, subject to such adjustments, or elimination of intercompany items, as may be appropriate in giving effect to the merger.

3. All corporate acts, plans, policies, approvals, and authorizations of Indian River, its shareholders, Board of Directors, officers and agents, which were valid and effective immediately prior to the effective date of the merger shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to Indian River. The employees and agents of Indian River on the effective date of the merger shall become the employees and agents of the Surviving Corporation and continue to be entitled to the same rights and benefits which they enjoyed as employees and agents of Indian River.

IN WITNESS WHEREOF, this Agreement has been signed by the duly authorized President and Treasurer of each of Newline and Indian River.

This shall take effect as a sealed instrument.

NEWLINE COLOR, INC.

By Samuel J. Gitto
Samuel J. Gitto
President and Treasurer

NEWLINE COMPANY OF INDIAN RIVER

By Samuel J. Gitto
Samuel J. Gitto,
President and Treasurer

NEWLINE COMPANY OF INDIAN RIVER

Action by Unanimous Consent
of Stockholders and Directors

The undersigned, being all of the Stockholders and Directors of NEWLINE COMPANY OF INDIAN RIVER, pursuant to the provisions of the Laws of the State of Florida and the By-Laws of this Corporation, hereby consent to the following action and adopt the following votes:

- VOTED: That the Agreement of Merger between Newline Color, Inc. and Newline Company of Indian River, with Newline Color, Inc. being the Surviving Corporation in said merger, be adopted and approved by the Corporation, and that Samuel J. Gitto, as President and Treasurer of the Corporation, be authorized to execute said document on the Corporation's behalf, as of March 12, 1997.
- VOTED: That the attached "Articles of Merger" form supplied by the Commonwealth of Massachusetts, as completed, be and the same hereby is adopted and approved, and that Samuel J. Gitto, as President of the Corporation, and Edwina Gitto, as Secretary of the Corporation, be and they hereby are authorized to certify the due adoption thereof and to execute and file the Articles of Merger with the Commonwealth of Massachusetts, and to take all other action necessary to make the merger effective.
- VOTED: That the attached "Articles of Merger" in form for filing with the State of Florida be and the same hereby is adopted and approved and that Samuel J. Gitto, as President of the Corporation, be and hereby is authorized to certify the due adoption thereof and to execute and file the Articles of Merger with the State of Florida,

and to take all other action necessary to make the merger effective.

This writing shall be filed with the records of the meetings of the Stockholders and Directors of Newline Company of Indian River, and shall, for all purposes, be treated as votes taken at a meeting.



Samuel J. Gitto, Stockholder and
Director



Edwina Gitto, Stockholder and
Director



Gregory C. Gitto, Director

Dated: March 12, 1997