

P96000057133

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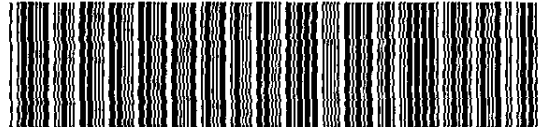
(Business Entity Name)

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04/20/06--01023--026 **175.00

EXPIRATION DATE
04-30-06

RECEIVED
06 APR 20 PM 12:49
FILED
2006 APR 20 PM 1:44
CLERK OF STATE
TALLAHASSEE, FLORIDA

Merger

S. Ouellette APR 20 2006

Noreen Fenner

Requester's Name

200 W. College, Ste 311B

Address

TLH, FL 32301

212-0226

City/State/Zip

Phone #

Office Use Only

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

1. Woerner Land Corporation P04000049462

(Corporation Name)

(Document #)

2. Woerner Management, Inc. P96000057133

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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NEW FILINGS

☐ Profit

☐ Not for Profit

☐ 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

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

ARTICLES OF MERGER
OF
WOERNER EAST, INC., a South Carolina corporation
AND
WOERNER LAND CORPORATION, a Florida corporation
INTO
WOERNER MANAGEMENT, INC., a Florida corporation

FILED
 2006 APR 20 PM 1:44
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Pursuant to §33-11-105 of the South Carolina Business Corporation Act of 1988 (the "SC Act") and §607.1105 of the Florida Business Corporation Act (the "Florida Act"), WOERNER EAST, INC., a South Carolina corporation ("East"), WOERNER LAND CORPORATION, a Florida corporation ("Land"), and WOERNER MANAGEMENT, INC., a Florida corporation ("Management"), adopt the following Articles of Merger:

- (1) **ARTICLE FIRST:** East and Land shall be merged into Management, and Management shall be the surviving corporation (the "Merger"). Hereinafter, East, Land, and Management are sometimes collectively referred to as the "Constituent Corporations."
- (2) **ARTICLE SECOND:** The name of the surviving corporation is "WOERNER MANAGEMENT, INC."
- (3) **ARTICLE THIRD:** A Plan of Merger (the "Plan"), a copy of which is attached hereto as *Exhibit 1* and incorporated herein by reference, has been unanimously adopted and approved by the Board of Directors and the shareholders of East by written consent, effective April 14, 2006, pursuant to the authority of §33-8-210 and §33-7-104 of the SC Act, and unanimously adopted and approved by the Board of Directors and shareholders of each of Land and Management by written consent, effective April 14, 2006, pursuant to §607.0821 and §607.0704 of the Florida Act.
- (4) **ARTICLE FOURTH:** The shares of each of the Constituent Corporations entitled to vote on and voting in favor of the Merger is as follows:

EFFECTIVE DATE
 04-30-06

| | <u>Entitled to Vote</u> | <u>Voting in Favor</u> |
|------------------|-------------------------|------------------------|
| (i) East: | 2,500 Common Shares | 2,500 Common Shares |
| (ii) Land | 100 Common Shares | 100 Common Shares |
| (iii) Management | 500 Common Shares | 500 Common Shares |

- (5) **ARTICLE FIFTH:** The effective date of the merger shall be 5:00 p.m., EDT, on April 30, 2006.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed by their respective duly authorized officers as of the 14th day of April, 2006.

WOERNER EAST, INC.

By: 
Lester J. Woerner, President

WOERNER LAND CORPORATION

By: 
Lester J. Woerner, President

WOERNER MANAGEMENT, INC.

By: 
Lester J. Woerner, President

EXHIBIT 1

PLAN OF MERGER

(1) *Merger.* Woerner East, Inc., a South Carolina corporation ("East") and Woerner Land Corporation, a Florida corporation ("Land"), shall be merged with and into Woerner Management, Inc., a Florida corporation (the "Merger"). Woerner Management, Inc. ("Management") shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"). The Merger shall become effective at 5:00 p.m., EDT, on April 30, 2006, following the filing of Articles of Merger with each of the Secretaries of State of the states of South Carolina and Florida in accordance with the provisions of applicable law (the "Effective Date").

(2) *Articles of Incorporation and Bylaws.* The Articles of Incorporation of Management, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation, and the Bylaws of Management, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation, in each case without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law.

(3) *Conversion/Cancellation of Shares.*

(a) Each share of East and Land issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger, and without any action on the part of the holder thereof, be canceled and of no further force and effect as of the Effective Date.

(b) Each outstanding share of Management immediately prior to the Effective Date shall continue to be one equivalent outstanding share of the Surviving Corporation.