

P96000092187

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

B-III, INC., a Maryland corporation not qualified in Florida

INTO

BAER - III, INC., a Florida corporation, P96000092187.

File date: March 7, 1997

Corporate Specialist: Darlene Connell

P96000092187

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

800002107788--0

-03/07/97--01099--014

*****70.00 *****70.00

OFFICE USE ONLY

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

1. B-111 inc

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)

☒ Walk in ☐ Pick up time _____

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Merger
3/10/97

RECEIVED
97 MAR -7 PM 2:46
DIVISION OF CORPORATION

FILED
97 MAR -7 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida

ARTICLES OF MERGER
OF
B-III, INC. (A Maryland Corporation)
INTO
BAER-III, INC. (A Florida Corporation)

FILED
97 MAR -7 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the corporations described herein, desiring to effect a merger, set forth the following facts:

FIRST: The name of the corporation surviving the merger is BAER-III, INC., a corporation incorporated in the State of Florida on November 8, 1996.

SECOND: The name of the nonsurviving corporation is B-III, INC., a corporation incorporated in the State of Maryland on March 11, 1974.

THIRD: The Agreement and Plan of Merger, dated February 1, 1997 between the constituent corporations, containing the information required by Section 607.1101 of the Florida Business Corporation Act, is set forth in Exhibit A, which is attached hereto and made a part hereof.

FOURTH: The manner of adoption and vote of the surviving corporation was as follows: The merger was approved by the shareholders on February 1, 1997. The number of votes cast for the merger was sufficient for approval.

FIFTH: The manner of adoption and vote of the nonsurviving corporation was as follows: The merger was approved by the shareholders on February 1, 1997. The number of votes cast for the merger was sufficient for approval.

SIXTH: The merger shall be effective upon filing of these Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, said corporations to this merger have caused these Articles of Merger to be signed this 1st day of February, 1997.

ATTEST:

BAER-III, INC., a Florida Corporation

Eli Baer
Eli Baer, Secretary

By: Stephen D. Baer (SEAL)
Stephen D. Baer, President

B-III, INC., a Maryland Corporation

Eli Baer
Eli Baer, Secretary

By: Stephen D. Baer (SEAL)
Stephen D. Baer, President

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made and entered into as of this 1st day of February, 1997, by and between BAER-III, INC., a Florida corporation (hereinafter called the "Surviving Corporation") and B-III, INC., a Maryland corporation (hereinafter called "B-III") (said corporate parties being herein sometimes collectively referred as to the "Constituent Corporations").

WITNESSETH:

WHEREAS, the Boards of Directors of the Surviving Corporation and B-III have resolved that the Constituent Corporations be merged pursuant to the Florida Business Corporation Act and the Corporations and Associations Article of the State of Maryland into a single corporation existing under the laws of the State of Florida, to wit: BAER-III, INC., which shall be the Surviving Corporation in a transaction qualifying as a reorganization within the meaning of Section 368 of the Internal Revenue Code; and

WHEREAS, the authorized capital of the Surviving Corporation consists of 10,000 shares of common stock, with a par value of \$.10 per share (the "Surviving Corporation Common Stock"), of which 100 shares are issued and outstanding; and

WHEREAS, the authorized capital stock of B-III, INC. consists of 100 shares of common stock, with a par value of \$100 per share (the "B-III Common Stock") of which 100 shares are issued and outstanding; and

WHEREAS, the respective Boards of Directors of the Constituent Corporations have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

NOW THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto agree that at the Effective Date (as hereinafter defined), the Constituent Corporation shall be merged (hereinafter called the "Merger") into a single corporation existing under the laws of the State of Florida, to wit: BAER-III, INC., which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the Merger and the mode of carrying the Merger into effect:

1. STOCKHOLDER APPROVAL; FILINGS; EFFECTS OF THE MERGER.

1.1 Stockholder Approval. This Agreement has been approved by Unanimous Written Consent of the Stockholders of the Constituent Corporations.

1.2 Filing of Articles of Merger; Effective Date. If this Agreement is not terminated or abandoned as permitted by the provisions hereof, Articles of Merger shall be filed and recorded in accordance with the Florida Business Corporation Act and shall be filed and recorded in accordance with the Maryland Corporations and Associations Articles. Such filings shall be made on the same day. The Merger shall become effective at 9:00am on the calendar day next following the day of such filing in Florida, which date and time are herein referred to as the "Effective Date."

1.3 Certain Effects of the Merger. On the Effective Date, the separate existence of B-III shall cease and B-III shall be merged into the Surviving Corporation which, as the Surviving Corporation, shall possess all of the rights, privileges, powers and franchises, of a public as well as a private nature, and be subject to all of the restrictions, disabilities and duties of B-III; and all and singular, the rights, privileges, powers and franchises of B-III and all property, real, personal and mixed, and all debts due to B-III on whatever account, and all other things in action or belonging to B-III, shall be vested in the Surviving Corporation; and all property rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise, under the laws of Florida or Maryland, or any other jurisdiction, in the Constituent Corporations shall not revert or in any be impaired; that all rights of creditors and all liens upon any property of the Constituent Corporations shall be preserved, unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of B-III or the corresponding officers of the Surviving Corporation may in the name of B-III execute and deliver all such proper deeds, assignments and other instruments or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all B-III's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purpose of this Agreement.

2. ARTICLES OF INCORPORATION; BY-LAWS; OFFICERS.

2.1 Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation as in effect on the date hereof, shall from and after the Effective Date be and continue to be the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.2 By-Laws. The By-Laws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall from and after the Effective Date be and continue to be the By-Laws of the Surviving Corporation until amended as provided therein.

IN WITNESS WHEREOF this Agreement has been executed by the Surviving Corporation and B-III as of the date first above written.

Attest:

B-III, INC., a Maryland Corporation

Eli Baer
Eli Baer, Secretary

By: Stephen D. Baer
Stephen D. Baer, President

Attest:

BAER-III, INC., a Florida Corporation

Eli Baer
Eli Baer, Secretary

By: Stephen D. Baer
Stephen D. Baer, President