

P97000013402

STEEL HECTOR & DAVIS LLP

Requestor's Name

215 S. MONROE/SUITE 601

Address

TALLAHASSEE 32301 222-2300

City/State/Zip

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00 MAR 31 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. DOSWELL-HANOVER, INC. P97000051237
(Corporation Name) (Document #)
2. DOSWELL I, INC. P97000013402
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 3:00 ☒ 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

G. COULLETTE MAR 31 2000

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EFFECTIVE DATE
04-01-00

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

IF YOU HAVE ANY QUESTIONS
REGARDING FILING PLEASE
CONTACT ELIZABETH AT: 222-2300
THANK YOU.

RECEIVED
00 MAR 31 AM 10:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

DOSWELL-HANOVER, INC., a Florida corporation, P97000051237

INTO

DOSWELL I, INC., a Florida entity, P97000013402

File date: March 31, 2000, effective April 1, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

of

**DOSWELL-HANOVER, INC.,
a Florida corporation**

with and into

**DOSWELL I, INC.,
a Florida corporation**

FILED
MAR 31 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations hereby submit the following Articles of Merger:

FIRST: The names and jurisdictions of formation of each of the constituent corporations to the merger are as follows:

<u>NAME</u>	<u>JURISDICTION</u>
Doswell-Hanover, Inc.	Florida
Doswell I, Inc.	Florida

EFFECTIVE DATE
04-01-00

SECOND: The Agreement and Plan of Merger, dated as of March 30, 2000 (the "Plan of Merger"), pursuant to which Doswell-Hanover, Inc., a Florida corporation (the "Parent"), shall be merged with and into Doswell I, Inc., a Florida corporation and its wholly-owned subsidiary (the "Subsidiary"), was adopted by (i) the Board of Directors of the Parent on March 30, 2000 and (ii) the Board of Directors of the Subsidiary on March 30, 2000, in accordance with the provisions of Section 607.1104 of the Act. No approval of the shareholders of the Parent or the Subsidiary was required. The Plan of Merger is attached to these Articles of Merger as Attachment A.

THIRD: The name of the surviving corporation in the merger is Doswell I, Inc., a Florida corporation, which shall continue to be governed by the laws of the State of Florida.

FOURTH: The merger shall be effective at 8:10 a.m., local time in Juno Beach, Florida, on April 1, 2000.

FIFTH: The Board of Directors of the Parent, as the sole shareholder of the Subsidiary, by written action approved on March 30, 2000, waived the requirement to receive by mail a copy or summary of the Plan of Merger in accordance with Section 607.1104 of the Act.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of the Parent and the Subsidiary as of March 30, 2000.

DOSWELL-HANOVER, INC.

By: Dilek Samil
Name: **Dilek Samil**
Title: **Treasurer**

DOSWELL I, INC.

By: Dilek Samil
Name: **Dilek Samil**
Title: **Treasurer**

**AGREEMENT AND PLAN OF MERGER
of
DOSWELL-HANOVER, INC.**

with and into

DOSWELL I, INC.

This Agreement and Plan of Merger (this "Agreement") is entered into as of the 30th day of March, 2000, between Doswell-Hanover, Inc., a Florida corporation (the "Parent"), and Doswell I, Inc., a Florida corporation and its wholly-owned subsidiary (the "Subsidiary").

Recitals

A. Section 607.1104 of the Florida Business Corporation Act (the "Act") and the Articles of Incorporation and Bylaws of the Parent and the Subsidiary each permit the merger of the Parent with and into the Subsidiary.

B. The Board of Directors of the Parent and the Board of Directors of the Subsidiary deem it advisable and beneficial to the welfare of the Parent and the Subsidiary to permit the merger of the Parent with and into the Subsidiary.

C. This Agreement was approved and adopted by (i) the Board of Directors of the Parent on March 30, 2000 and (ii) the Board of Directors of the Subsidiary on March 30, 2000.

NOW, THEREFORE, in consideration of the mutual promises and covenants in this Agreement, and of other good and valuable consideration, the receipt and adequacy of which are hereby conclusively acknowledged, the parties, intending to be legally bound, agree as follows:

PLAN

1. **Merger and Surviving Corporation.** Subject to the terms and conditions of this Agreement and in accordance with the Act, at the Effective Time, the Parent shall be merged with and into the Subsidiary (the "Merger"). The Subsidiary shall be the surviving corporation (the "Surviving Corporation") and shall continue to be governed by the laws of the State of Florida (including, without limitation, the Act). From and after the Effective Time, the separate existence (corporate or otherwise) of the Parent shall cease.

2. **Effective Time.** The Merger shall become effective at 8:10 a.m., local time in Juno Beach, Florida, on April 1, 2000 (the "Effective Time").

3. **Articles of Incorporation and Bylaws.** At the Effective Time, the Articles of Incorporation and Bylaws of the Subsidiary will become the Articles of Incorporation and Bylaws

of the Surviving Corporation, and such Articles of Incorporation and Bylaws may thereafter be amended and/or restated as provided therein and by the Act.

4. Management after the Merger. At the Effective Time, the directors and officers of the Parent immediately prior to the Effective Time, will become the directors and officers of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation and the Act and until the earlier of such director's or officer's resignation or removal or the election or appointment of such director's or officer's successor, as the case may be.

5. Rights and Liabilities of Surviving Corporation. At the Effective Time, all of the properties, rights, privileges, powers and franchises of the Parent and the Subsidiary will vest in the Surviving Corporation, and all debts, liabilities and duties of the Parent and the Subsidiary will become the debts, liabilities and duties of the Surviving Corporation.

6. Conversion of Capital Stock. The manner and basis for converting the outstanding shares of capital stock of the Parent and the Subsidiary shall be as follows:

(a) Each share of the capital stock of the Parent issued and outstanding immediately prior to the Effective Time, will be exchanged pro rata for shares of the capital stock of the Surviving Corporation upon surrender by the holders of such shares of capital stock of the Parent or any certificates therefor.

(b) Each share of the capital stock of the Subsidiary issued and outstanding immediately prior to the Effective Time, will be canceled and retired, and no common stock of the Surviving Corporation or other consideration will be delivered in exchange therefor.

7. Payments to Dissenting Shareholders. The Surviving Corporation agrees to pay promptly to the dissenting shareholders of the Parent the amount, if any, to which they are entitled under Section 607.1302 of the Act.

[Remainder of page intentionally left blank; next page is signature page]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed
as of the day and year first written above.

DOSWELL-HANOVER, INC.

By: Dilek Samil
Name: **Dilek Samil**
Title: **Treasurer**

DOSWELL I, INC.

By: Dilek Samil
Name: **Dilek Samil**
Title: **Treasurer**