

P970000037361

Traine Maskevich
HOLLAND & KNIGHT

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

Office Use Only

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

100002168061--5

-05/06/97--01107--019

****192.50 ****122.50

1. Paxson West Palm Beach License, Inc.

(Corporation Name)

(Document #)

2. WPBF License Inc.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☐ Walk in

☒ Pick up time

4-29-97

☒ 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

FILED
97 APR 29 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
197 APR 29 AM 9:03

P97000037361

ARTICLES OF MERGER
Merger Sheet

MERGING:

PAXSON WEST PALM BEACH LICENSE, INC., a Florida corp. P94000035065

INTO

WPBF LICENSE, INC. which changed its name to

PAXSON WEST PALM BEACH LICENSE, INC., a Florida corporation,
P97000037361

File date: April 29, 1997

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER
REGARDING MERGER OF
PAXSON WEST PALM BEACH LICENSE, INC.
INTO WPBF LICENSE, INC.**

97 APR 29 AM 9:10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), **WPBF LICENSE, INC.**, a Florida corporation ("Acquiror 2"), and **PAXSON WEST PALM BEACH LICENSE, INC.**, a Florida corporation ("Target 2"), adopt the following Articles of Merger for the purpose of merging Target 2 with and into Acquiror 2 (the "Merger").

ARTICLE I

The Plan of Merger, dated April 29, 1997, pursuant to which Target 2 will merge with and into Acquiror 2 (the "Plan of Merger"), is as follows:

PLAN OF MERGER

WPBF LICENSE, INC., a Florida corporation ("Acquiror 2"), and **PAXSON WEST PALM BEACH LICENSE, INC.**, a Florida corporation ("Target 2"), hereby adopt the following Plan of Merger, dated April 29, 1997, pursuant to Section 607.1101 of the Florida Business Corporation Act.

(a) The names of the merging corporations are WPBF License, Inc. and Paxson West Palm Beach License, Inc. Target 2 shall merge with and into Acquiror 2. The name of the corporation surviving the merger of Target 2 with and into Acquiror 2 is WPBF License, Inc.

(b) The effective time and date of the merger shall be at the time on the date the Articles of Merger containing this Plan of Merger are accepted for filing by the Florida Department of State (the "Effective Time").

(c) The general terms and conditions of the merger are as follows:

At the Effective Time, the separate existence of Target 2 shall cease and Acquiror 2 shall succeed, without other transfer, to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of Target 2. Acquiror 2 shall thereafter be responsible and liable for all obligations of Target 2, and neither the rights of the creditors nor any liens on the property of Target 2 shall be impaired by the merger.

(d) The manner and basis of converting the shares of each corporation shall be as follows:

At the Effective Time, by virtue of the merger and the related merger of the respective sole shareholders of Acquiror 2 and Target 2, without any action on the part of Acquiror 2, Target 2, or the holder of any of the following securities:

The shares of Target 2 stock that are issued and outstanding immediately prior to the Effective Time shall be cancelled and extinguished and be converted into the right of the sole shareholder of the sole shareholder of Target 2 to receive promptly after the Effective Time the consideration being given to it as a result of the merger of the respective sole shareholders of Acquiror 2 and Target 2, an aggregate amount in cash equal to \$75,000,000 and a promissory note from Acquiror 2 and its sole shareholder, jointly and severally, in the principal amount of \$10,000,000 (the "Merger Consideration"), and no separate or additional consideration. Each share of Acquiror 2 stock that is issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding. No other consideration shall be given to any shareholder of Target 2.

(e) At the Effective Time, the name of Acquiror 2 shall automatically change to Paxson West Palm Beach License, Inc. and Article I of the Articles of Incorporation of Acquiror 2 shall be amended to read as follows:

The name of the corporation is: Paxson West Palm Beach License, Inc.

(f) The Boards of Directors of each corporation party to the Merger may amend the Plan of Merger at any time prior to the filing of the Articles of Merger.

ARTICLE II


The effective time and date of the merger shall be at the time on the date these Articles of Merger are accepted for filing by the Florida Department of State.

ARTICLE III


Pursuant to Sections 607.1103 and 607.0821 of the FBCA, Acquiror 2's Board of Directors approved the Plan of Merger by unanimous written consent on April 21, 1997 and the holder of all of its outstanding voting stock approved the Plan of Merger by written consent on April 21, 1997. Target 2's Board of Directors approved the Plan of Merger by unanimous written consent on April 21, 1997 and the holder of all of its outstanding voting stock approved the Plan of Merger by written consent on April 21, 1997. The number of votes cast by the shareholders was sufficient for approval.

21 IN WITNESS WHEREOF, the undersigned have executed this document this day of April, 1997.

WPBF LICENSE, INC.

By: 
Name: Anthony L. Morrison
Title: Vice President

PAXSON WEST PALM BEACH
LICENSE, INC.

By: 
Name: ARTHUR D. TEK
Title: VICE PRESIDENT