

P97000063343

10/19/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:28 AM

((H98000019351 9)))

TO: DIVISION OF CORPORATIONS FAX #: (850)487-6897

FROM: HENDERSON, FRANKLIN, STARNES & HOLT, P.A. ACCT#: 075410002172
CONTACT: KAREN S LABORDE
PHONE: (941)334-4121 FAX #: (941)332-4494

NAME: GAINES SURVEYING & MAPPING, INC.
AUDIT NUMBER.....H98000019351
DOC TYPE.....MERGER OR SHARE EXCHANGE
CERT. OF STATUS..0 PAGES..... 9
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF
THE DOCUMENT

* ENTER M FOR MENU. **

ENTER SELECTION AND <CR>:

RECEIVED
50 OCT 19 AM 10:57
DIVISION OF CORPORATIONS

FILED
98 OCT 19 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

10-19-98

DC

33

ARTICLES OF MERGER
Merger Sheet

MERGING:

JAMES D. BURCH PROFESSIONAL SURVEYOR & MAPPER, INC., a Florida
corporation, P97000078438

INTO

GAINES SURVEYING & MAPPING, INC., a Florida corporation, P97000063343

File date: October 19, 1998

Corporate Specialist: Darlene Connell

FAX AUDIT NO.: H98000019351

FILED
98 OCT 19 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

JAMES D. BURCH PROFESSIONAL SURVEYOR & MAPPER, INC.
a Florida corporation

AND

GAINES SURVEYING & MAPPING, INC.
a Florida corporation

Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act"), JAMES D. BURCH PROFESSIONAL SURVEYOR & MAPPER, INC., a Florida corporation, and GAINES SURVEYING & MAPPING, INC., a Florida corporation, adopt the following Articles of Merger for the purpose of merging JAMES D. BURCH PROFESSIONAL SURVEYOR & MAPPER, INC. into GAINES SURVEYING & MAPPING, INC., the latter of which is to survive the merger:

ARTICLE ONE

That certain Plan and Agreement of Merger (the "Agreement") dated the 19th day of October, 1998, by and between JAMES D. BURCH PROFESSIONAL SURVEYOR & MAPPER, INC., a Florida corporation, and GAINES SURVEYING & MAPPING, INC., a Florida corporation, attached and made a part of this instrument, was duly approved by shareholders of JAMES D. BURCH PROFESSIONAL SURVEYOR & MAPPER, INC. and GAINES SURVEYING & MAPPING, INC. pursuant to §607.1103 of the Act on the 19th day of October, 1998.

Prepared by: Theresa M. Kolish, Esquire
Florida Bar Number: 0012173
1715 Monroe Street
Fort Myers, FL 33901
(941) 334-4121

FAX AUDIT NO.: H98000019351

FAX AUDIT NO.: H98000019351

ARTICLE TWO

Of the one hundred (100) outstanding shares of the common stock, par value of one dollar (\$1.00) per share, of JAMES D. BURCH PROFESSIONAL SURVEYOR & MAPPER, INC. entitled to vote as a class upon the agreement, the holders of all one hundred (100) of those shares voted in favor of and authorized the agreement in accordance with §607.1103 of the Act.

Of the five hundred (500) outstanding shares of the common stock, par value of One Dollar (\$1.00) per share, of GAINES SURVEYING & MAPPING, INC., entitled to vote as a class upon the agreement, the holders of five hundred (500) of those shares have voted in favor of and authorized the agreement in accordance with §607.1103 of the Act.

ARTICLE THREE

The Articles of Incorporation of GAINES SURVEYING & MAPPING, INC. shall be amended on this date by striking out all of the present Article 6 and substituting the new Article 6 which shall read as follows:

"ARTICLE 6 - DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1)."

ARTICLE FOUR

The Articles of Incorporation of GAINES SURVEYING & MAPPING, INC. shall be further amended on this date by striking out all of the first paragraph of the present Article 7 and substituting the new first paragraph of Article 7 which shall read as follows:

"ARTICLE 7 - CORPORATE CAPITALIZATION


7.1 The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be 10,000 shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00)."

FAX AUDIT NO.: H98000019351

FAX AUDIT NO.: H98000019351

IN WITNESS WHEREOF, the parties to these Articles of Merger have caused them to be duly executed by their respective authorized officers this 19th day of October, 1998.

JAMES D. BURCH PROFESSIONAL
SURVEYOR & MAPPER, INC.

By: 
James D. Burch, President

GAINES SURVEYING & MAPPING, INC.

By: 
Elizabeth F. Gaines, President

FAX AUDIT NO.: H98000019351

FAX AUDIT NO.: H98000019351

PLAN AND AGREEMENT OF MERGER
BETWEEN

JAMES D. BURCH PROFESSIONAL SURVEYOR & MAPPER, INC.
a Florida corporation

AND

GAINES SURVEYING & MAPPING, INC.
a Florida corporation

THIS PLAN AND AGREEMENT OF MERGER dated as of the 17th day of October, 1998, by and among GAINES SURVEYING & MAPPING, INC. (hereinafter sometimes referred to as the "Surviving Corporation") and JAMES D. BURCH PROFESSIONAL SURVEYOR & MAPPER, INC. (hereinafter sometimes referred to as the "Merging Corporation"), the corporate parties hereto being collectively referred to as the "Constituent Corporations":

WITNESSETH:

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Merging Corporation is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the respective Board of Directors of the Constituent Corporations have agreed that the Merging Corporation shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Plan and Agreement of Merger.

NOW, THEREFORE, the Constituent Corporations in consideration of the premises and of the mutual covenants, representations, warranties and agreements contained herein, and for the purpose of prescribing the terms and conditions of the merger, the method of carrying the same into effect and such other details and provisions as are deemed necessary or desirable, do hereby agree to merge on the terms and conditions herein provided as follows:

FAX AUDIT NO.: H98000019351

FAX AUDIT NO.: E98000019351

ARTICLE I - GENERAL

1.1 At the Effective Date, the Corporation which is to survive the merger is GAINES SURVEYING & MAPPING, INC., and the Articles of Incorporation of GAINES SURVEYING & MAPPING, INC. as in effect immediately prior to the Effective Date, including the amendments hereinafter, shall, until further duly amended, be the Articles of Incorporation of the Surviving Corporation.

1.2 At the Effective Date, the Bylaws of GAINES SURVEYING & MAPPING, INC. shall be and remain the Bylaws of the Surviving Corporation until altered, amended or repealed; provided, however, the same may be amended to carry out or give effect to the provisions of this Agreement.

1.3 The persons who, upon the Effective Date of the merger, shall constitute the Board of Directors of the Surviving Corporation, shall continue thereafter to serve as directors of the Surviving Corporation until their successors shall have been elected and qualified, or until their resignation or removal, either according to law or the Bylaws of the Surviving Corporation.

If any vacancy shall exist in the Board of Directors of the Surviving Corporation on the Effective Date, such vacancy may thereafter be filled in the manner provided in the Bylaws of the Surviving Corporation.

1.4 The persons who upon the Effective Date of the merger shall be serving as officers of the Surviving Corporation, shall continue thereafter to serve as such officers of the Surviving Corporation until their successors have been elected or until their resignation or removal, either according to law or the Bylaws of the Surviving Corporation.

If any vacancy shall exist in any of the specified offices of the Surviving Corporation on the Effective Date, such vacancy may thereafter be filled in the manner provided in the Bylaws of the Surviving Corporation.

ARTICLE II - MANNER OF DEALING WITH THE
OUTSTANDING SHARES OF THE CONSTITUENT CORPORATIONS

2.1 Upon the merger becoming effective, each share of Common Stock of the Merging Corporation then outstanding shall be converted into five (5) fully paid and non-assessable shares of Common Stock of the Surviving Corporation, and each share of Common Stock of the Merging Corporation then outstanding shall be cancelled.

2.2 Upon the merger becoming effective, each outstanding certificate representing shares of Common Stock of the Merging Corporation shall thereupon be deemed, for all

FAX AUDIT NO.: H98000019351

FAX AUDIT NO.: H98000019351

corporate purposes, to evidence the number of shares of Common Stock of the Surviving Corporation into which such shares of the Merging Corporation's Common Stock shall have been converted. No fractional shares shall be issued in the merger but shall be rounded upward or downward, as the case may be, to the nearest whole share.

2.3 No shares or other securities of the Surviving Corporation, money, property, thing of value, or other form of consideration shall be issued, given, paid, assigned, transferred or set over to, or for, any person or entity whatsoever on account of the aforesaid conversion of stock of the Merging Corporation.

2.4 All shares of Surviving Corporation's stock for and into which shares of Merging Corporation's stock shall have been converted and exchanged pursuant to this Agreement shall be deemed to have been issued in full satisfaction of all rights pertaining to the converted and exchanged shares, except for rights of appraisal, if any, that the holders may have as dissenting shareholders.

ARTICLE III - EFFECT OF MERGER: EFFECTIVE DATE

3.1 Upon the Effective Date, the separate existence of the Merging Corporation shall cease and the Merging Corporation shall be merged into the Surviving Corporation in accordance with this Plan and Agreement of Merger. The Surviving Corporation shall, from and after the Effective Date, continue unaffected and unimpaired by the merger, and shall possess all of the rights, immunities, privileges, powers and franchises of whatsoever nature and description, of both a public and private nature, and be subject to all of the restrictions, disabilities and duties of each of the Constituent Corporations so merged, and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well as for stock subscriptions as all other things in action or belonging to each of the Constituent Corporations, and every devise or bequest which either of the Constituent Corporations would have been capable of taking shall be vested in the Surviving Corporation without further act or deed; all property, rights, immunities, privileges, powers and franchises, and all and every other interest shall be thereafter effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of such merger. All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired and the respective Constituent Corporations shall be deemed to continue in existence in order to preserve the same, 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 debt, liabilities and duties had been incurred or contracted by it. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against either Constituent Corporation may be prosecuted to judgment or decree as if such merger had not taken place, or the Surviving Corporation may be

FAX AUDIT NO.: H98000019351

FAX AUDIT NO.: H98000019351

substituted in such action or proceeding, and such judgment or decree against such Constituent Corporation shall constitute a lien upon the property of the Surviving Corporation.

3.2 Each of the Constituent Corporations shall take, or cause to be taken, all actions or do, or cause to be done, all things necessary, proper or advisable under the laws of the State of Florida and of the United States to consummate and make effective the merger. This Agreement shall be submitted to the shareholders of the Constituent Corporations for their consent and approval in accordance with §607.0704 of the Florida Business Corporation Act (the "Act") or for consideration at a meeting of shareholders in accordance with §607.1103 of the Act. Within thirty (30) days from the date of this Agreement and, if it is adopted and approved in accordance with the laws of that State, as promptly as practicable thereafter, the fact that this Agreement has been adopted and approved as above provided shall be certified by their respective secretaries, and this Agreement and appropriate Articles of Merger shall be signed, acknowledged, and filed pursuant to the laws of the State of Florida.

3.3 The Plan and Agreement of Merger shall be filed with the Secretary of State of Florida, and shall become effective October 19, 1998, hereinbefore and hereinafter referred to as the "Effective Date."

ARTICLE IV - ACCOUNTING TREATMENT

At the Effective Date of the merger, the assets and liabilities of the Constituent Corporations shall be taken up or continued, as the case may be, on the books of the Surviving Corporation at the amounts at which they respectively shall be carried on the books of the respective Constituent Corporations immediately prior to the Effective Date of the merger, and the capital and surplus accounts of the Surviving Corporation shall be determined in accordance with generally accepted accounting principles by the Board of Directors of the Surviving Corporation.

ARTICLE V - EXPENSES - TERMINATION EMPLOYMENT ARRANGEMENTS

5.1 The Merging Corporation will use its best efforts to retain in the employment of the Surviving Corporation after the Effective Date, all employees employed by the Merging Corporation immediately prior to the Effective Date on a basis not less favorable than that employed by them at such time.

5.2 The Surviving Corporation will use its best efforts to retain in the employment of the Surviving Corporation after the Effective Date, all employees employed by the Surviving Corporation immediately prior to the Effective Date on a basis not less favorable than that employed by them at such time.

FAX AUDIT NO.: H98000019351

FAX AUDIT NO.: H98000019351

ARTICLE VI - AMENDMENT TO ARTICLES OF
INCORPORATION OF SURVIVING CORPORATION

6.1 The Articles of Incorporation of the Surviving Corporation, on the Effective Date, shall be amended by striking out all of the present Article 6 and substituting the new Article 6 which shall read as follows:

"ARTICLE 6 - DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1)."

6.2 The Articles of Incorporation of the Surviving Corporation, on the Effective Date, shall be further amended by striking out all of the first paragraph of the present Article 7 and substituting the new first paragraph of Article 7 which shall read as follows:

"ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be 10,000 shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00)."

ARTICLE VII - RIGHT OF AMENDMENT

At any time prior to the Effective Date of the merger, the parties hereto may, by written agreement (a) extend the time for the performance of any of the obligations or other acts of the parties hereto; (b) waive any inaccuracies in the representations or warranties contained in this Plan and Agreement of Merger; (c) waive compliance with any of the covenants or agreements contained in this Plan and Agreement of Merger. At any time prior to the Effective Date of the Merger (notwithstanding any required shareholder approval), if authorized by their respective Board of Directors, the parties hereby may, by written agreement, amend or supplement any of the provisions of this Agreement. Any written instrument or agreement referred to in this paragraph shall be validly and sufficiently authorized for the purposes of this Agreement if signed on behalf of each of the Constituent Corporations by a person authorized to sign this Agreement.

FAX AUDIT NO.: H98000019351

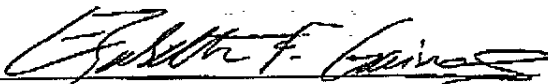
FAX AUDIT NO.: H98000019351

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Plan and Agreement of Merger to be signed in its corporate name by its appropriate officers, all as of the date first above written.

JAMES D. BURCH PROFESSIONAL
SURVEYOR & MAPPER, INC.

By: 
James D. Burch, President

GAINES SURVEYING & MAPPING, INC.

By: 
Elizabeth F. Gaines, President

FAX AUDIT NO.: H98000019351