

**P98000024200**

# Florida Department of State

Division of Corporations

Public Access System

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H09000132891 3)))



H090001328913ABCO

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

## To:

Division of Corporations

Fax Number : (850) 617-6380

## From:

Account Name : ANSBACHER &amp; SCHNEIDER, PA

Account Number : 072647001172

Phone : (904) 296-0100

Fax Number : (904) 296-2842

**FILED**  
09 JUN - 1 PM 4:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## MERGER OR SHARE EXCHANGE

FBS First Coast, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

**RECEIVED**  
2009 JUN - 1 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

*Merger*  
6/1/09  
TC

**ARTICLES OF MERGER  
OF  
FBS SOUTHEAST, INC.  
INTO  
FBS FIRST COAST, INC.**

FILED  
09 JUN -1 PM 4:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging into one of such corporations:

1. The following Plan of Merger was recommended by the directors and approved by the stockholders at a joint meeting of the directors and stockholders of each of the undersigned corporations, respectively, all on May 29, 2009, to wit: FBS First Coast, Inc., a Florida corporation (hereinafter referred to as the "Surviving Corporation") and FBS Southeast, Inc., a Florida corporation (hereinafter referred to as the "Absorbed Corporation") in the manner prescribed by the Florida General Corporation Act:

**PLAN OF MERGER**

**Section One. Merger.** The Absorbed Corporation shall merge with and into the Surviving Corporation.

**Section Two. Terms and Conditions.** On the Effective Date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

**Section Three. Conversion of Shares.** The manner and basis of converting the shares of the Absorbed Corporation into shares, rights, obligations and other securities of the Surviving Corporation is as follows:

(a) Each share of the One Dollar (\$1.00) par value common stock of the Absorbed Corporation issued and outstanding on the Effective Date of the merger shall be converted into that number of shares of the One Dollar (\$1.00) par value common stock of the Surviving Corporation determined by multiplying 199/9000 times ("x" divided by "y"), where "x" is the Value of the Absorbed Corporation on May 31, 2009 and where "y" is the Value of the Surviving Corporation on May 31, 2009, which shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding. For purposes hereof, the Value of the Absorbed Corporation and the Value of the Surviving Corporation shall be determined by Presser, Lahnen and Edelman, P.A. on or before July 1, 2009.

(b) The conversion shall be effected as follows: After the Effective Date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation

shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefor certificates for shares of common stock in the Surviving Corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

(c) Holders of certificates of common stock of the Absorbed Corporation shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them hereunder which may have been declared and paid between the Effective Date of the merger and the issuance to such stockholder of the certificate for his shares in the Surviving Corporation.

Section Four. Changes in Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the Effective Date of the merger.

Section Five. Changes in Bylaws. The bylaws of the Surviving Corporation shall continue to be its bylaws following the Effective Date of the merger.

Section Six. Directors and Officers. The directors and officers of the Surviving Corporation on the Effective Date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed Corporation and Surviving Corporation may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger, and except that certain real property may be distributed to shareholders of the Surviving Corporation and the Absorbed Corporation respectively.

Section Eight. Approval by Stockholders and Directors. This Plan of Merger has been duly recommended, approved and adopted by all of the stockholders and directors of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings held by the stockholders and directors of each constituent corporation.

Section Nine. Effective Date of Merger. The Effective Date of this merger shall be as of the beginning of the day on June 1, 2009.

Section Ten. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

2. As to each of the undersigned corporations, the number of shares outstanding and entitled to vote and the designation and number of shares of each class entitled to vote as a class, if any, are as follows:

H09000132891 3

Name of Corporation  
FBS First Coast, Inc.  
FBS Southeast, Inc.

Total Number of Shares Outstanding  
199 shares  
9,000 shares

3. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to any class entitled to vote thereon as a class, if any, the number of shares voted for and against the plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Number of Shares</u>
FBS First Coast, Inc.	199	- 0 -	199
FBS Southeast, Inc.	9,000	- 0 -	9,000

H09000132891 3

H09000132891 3

IN WITNESS WHEREOF, the undersigned President of FBS First Coast, Inc. and President of FBS Southeast, Inc. have executed these Articles of Merger of FBS Southeast, Inc into FBS First Coast, Inc. this 1st day of June, 2009.

FBS First Coast, Inc., a Florida corporation

By: 

Its President Christopher D. Fogleman

"SURVIVING CORPORATION"

FBS Southeast, Inc., a Florida corporation

By: 

Its President Christopher D. Fogleman

"ABSORBED CORPORATION"

H09000132891 3