

P48000051935

HOLLAND & KNIGHT
Requestor's Name
315 SOUTH CALHOUN STREET
Address
Tallahassee, Florida 32301
City/State/Zip Phone #
224-7000

100002723221--3
-12/28/98--01063--021
****148.75 ****148.75
Office Use Only

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

1. Reptron Electronics Inc. **EFFECTIVE DATE 12/29/98**
(Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

☒ Walk-in ☒ Pick up time 2:00 ☐ Certified Copy
☐ Mail-out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Partnership
<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

Filing of Articles
of 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

12/29/98
TALLAHASSEE, FLORIDA
DEC 28 PM 3:53
FILED

ARTICLES OF MERGER
Merger Sheet

MERGING:

LAKE MICHIGAN INVESTMENT, INC., a Nevada corporation not authorized to
transact business in Florida

LAKE HURON INVESTMENT CORPORATION, an Oregon corporation not
authorized to transact business in Florida

,

INTO

LAKE SUPERIOR MERGER CORPORATION, a Florida corporation,
P98000051935

File date: December 28, 1998, effective December 29, 1998

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
12/29/98

FILED
98 DEC 28 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
BETWEEN
REPTRON ELECTRONICS, INC.,
LAKE SUPERIOR MERGER CORPORATION,
LAKE MICHIGAN INVESTMENT, INC.,
AND
LAKE HURON INVESTMENT CORPORATION**

Pursuant to Section 607.1104 of the Florida Business Corporation Act, Reptron Electronics, Inc., a Florida corporation, (the "Parent"), Lake Superior Merger Corporation, a Florida corporation (the "Surviving Corporation"), and Lake Michigan Investment, Inc., a Nevada corporation and Lake Huron Investment Corporation, an Oregon corporation (collectively the "Merging Corporations"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporations into the Surviving Corporation (the "Merger"), which will be the surviving corporation in the Merger.

ARTICLE I

The Plan of Merger, as contained in the Agreement and Plan of Merger dated as of December 22, 1998, effecting the Merger of the Merging Corporations with and into the Surviving Corporation is attached hereto and made a part of these Articles of Merger as Exhibit "A" (the "Plan of Merger").

ARTICLE II

The effective time and date of the Merger shall be December 29, 1998.

ARTICLE III

The Plan of Merger was adopted by the Parent by the unanimous written consent of its Board of Directors on December 22, 1998. Approval by the Parent's shareholders was not required. The Plan of Merger was adopted by the Surviving Corporation by the unanimous written consent of its Board of Directors on December 22, 1998 and by the unanimous written consent of the holder of its outstanding shares of common stock on December 22, 1998. The Plan of Merger was adopted by the Merging Corporations by the unanimous written consent of their respective Boards of Directors on December 22, 1998 and by the written consent of their sole shareholder on December 22, 1998.

ARTICLE IV

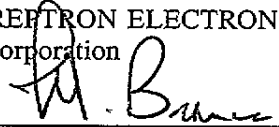
The Parent, as the owner of all of the issued and outstanding shares of the Surviving Corporation and the Merging Corporations, has waived the requirement of mailing a copy of the Plan of Merger to itself.

ARTICLE V

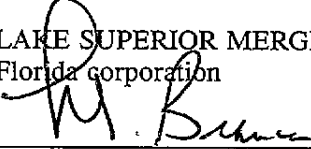
This document may be executed in multiple counterparts, each of which shall be deemed an original and all of which taken together shall constitute one instrument binding on all of the parties, notwithstanding that all the parties are not signatures to the original or the same counterpart.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 22nd day of December, 1998.

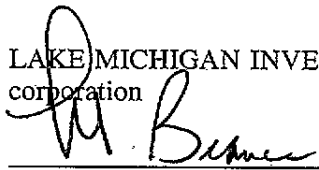
REPTRON ELECTRONICS, INC., a Florida
corporation


By: MICHAEL BRANCA
Its: CFO

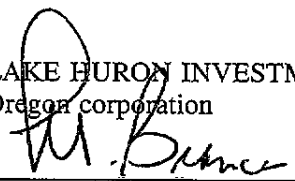
LAKE SUPERIOR MERGER CORPORATION, a
Florida corporation


By: MICHAEL BRANCA
Its: VICE PRESIDENT

LAKE MICHIGAN INVESTMENT, INC., a Nevada
corporation


By: MICHAEL BRANCA
Its: VICE PRESIDENT

LAKE HURON INVESTMENT CORPORATION, an
Oregon corporation


By: MICHAEL BRANCA
Its: VICE PRESIDENT

**PLAN OF MERGER
BETWEEN
REPTRON ELECTRONICS, INC.,
LAKE SUPERIOR MERGER CORPORATION,
LAKE MICHIGAN INVESTMENT, INC.
AND
LAKE HURON INVESTMENT CORPORATION**

Reptron Electronics, Inc., a Florida corporation, Lake Superior Merger Corporation, a Florida corporation, Lake Michigan Investment, Inc., a Nevada corporation, and Lake Huron Investment Corporation, an Oregon corporation, hereby adopt the following Plan of Merger, dated as of December 22, 1998, pursuant to Section 607.1101 of the Florida Business Corporation Act.

- (a) The name of each of the corporations planning to merge is:
- i) The name of the surviving corporation is Lake Superior Merger Corporation (the "Surviving Corporation"); and
 - ii) The names of the merging corporations are Lake Michigan Investment, Inc. and Lake Huron Investment Corporation (the "Merging Corporations").

(b) The effective time and date of the merger shall be December 29, 1998 (the "Effective Time").

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

Reptron Electronics, Inc. (the "Parent") is the owner of all of the outstanding shares of the Surviving Corporation and the Merging Corporations. At the Effective Time, the separate existence of the Merging Corporations shall cease and the Surviving Corporation shall ultimately succeed, without other transfer, to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of the Merging Corporations. The Surviving Corporation shall thereafter be responsible and liable for all obligations of the Merging Corporations, and neither the rights of the creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

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

A. At the Effective Time, by virtue of the merger and without any further action on the part of the Merging Corporations, each of the Merging Corporations shall be merged with and into the Surviving Corporation and the separate corporate existence of the Merging Corporations shall cease. The corporate existence of the Parent and the Surviving Corporation shall continue unaffected and unimpaired by the Merger and the Surviving Corporation shall remain governed by the laws of Florida. The Surviving Corporation shall retain its current name after the Merger.

B. At the Effective Time, by virtue of the merger and without any further action on the part of the parties, each share of common stock of the Merging Corporations outstanding

immediately prior to the Effective Time shall be cancelled and extinguished and cease to exist. Each share of the Surviving Corporation's common stock that is issued and outstanding prior to the Effective time shall remain issued and outstanding.

(e) The articles of incorporation of the Surviving Corporation at the Effective Time herein shall be the articles of incorporation of the Surviving Corporation and shall continue in full force and effect until amended and changed under the laws of Florida.

(f) The bylaws of the Surviving Corporation at the Effective Time will become the bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided.

(g) 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.

TPA3-605151.4