

P98000074374

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PLEASE REPLY TO:

Lake Wales
December 14, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

700002714697--9
-12/17/98--01069--004
*****83.75 *****83.75

Re: Heritage Inns Co.

Gentlemen:

Enclosed for filing is the original and one copy of the Articles of Merger for the above named Florida corporation. Also enclosed is a \$83.75 check, representing payment of the following fees: file Articles of Merger - \$70.00 (\$35.00 for each corporation); and certified copy fee - \$13.75.

Upon approval and filing of these articles, please furnish a certified copy to the attention of:

Jacob C. Dykxhoorn
Peterson & Myers, P.A.
P.O. Box 1079
Lake Wales, FL 33853

If anything further is required, please call me. Thank you for your assistance in this matter.

Sincerely,



Jacob C. Dykxhoorn

JCD/bb
enclosures

merger
JF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98DEC 17 AM 11:59

ARTICLES OF MERGER
Merger Sheet

MERGING:

HERITAGE INNS CO., a nonqualified Missouri corporation

INTO

HERITAGE INNS CO., a Florida corporation, P98000074374

File date: December 17, 1998

Corporate Specialist: Susan Payne

ARTICLES OF MERGER
DOMESTIC AND FOREIGN CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 17 AM 11:59

Pursuant to the applicable provisions of the Florida Business Corporation Act and the General and Business Corporation Law of the State of Missouri, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into a single corporation.

1. The names of the corporations which are parties to this merger, and the states under which laws they are organized, are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Heritage Inns Co.	Florida
Heritage Inns Co.	Missouri

2. Heritage Inns Co., a Missouri corporation (hereinafter called the "Missouri Corporation") is hereby merged with and into Heritage Inns Co., a Florida corporation (hereinafter called the "Florida Corporation"), and they shall be a single corporation.

3. The Florida Corporation shall survive the merger and it shall be a corporation organized under and governed by the laws of the State of Florida.

4. The laws of the States of Florida and Missouri under which the constituent corporations are organized permit such a merger.

5. The Plan and Agreement of Merger, dated November 24, 1998, by and between the undersigned corporations, is attached hereto and made a part hereof, as Exhibit "A".

6. The Plan and Agreement of Merger attached hereto was unanimously adopted and approved as of November 24, 1998, by all of the shareholders of the Missouri Corporation, in accordance with the applicable provisions of the General and Business Corporation Law of the State of Missouri. A copy of said shareholders' adoption of the Plan and Agreement of Merger is attached hereto as Exhibit "B". No shareholder has dissented or asserted any appraisal rights.

7. The Plan and Agreement of Merger attached hereto was unanimously adopted and approved as of November 24, 1998, by all of the shareholders of the Florida Corporation, in accordance with the applicable provisions of the Florida Business Corporation Act. A copy of said shareholders' adoption of the Plan and Agreement of Merger is attached hereto as Exhibit "B". No shareholder has dissented or asserted any appraisal rights.

8. The Articles of Incorporation of the Florida Corporation, as in effect on the date hereof, shall not be amended by the merger and shall continue to be the Articles of Incorporation of the surviving corporation from and after the effective date of the merger, until amended as provided by law.

9. The Florida Corporation hereby:

a. Agrees that it may be served with process in the State of Missouri, and irrevocably appoints the Secretary of State for the State of Missouri as its agent to accept service of process, in any suit or proceeding based upon any cause of action against the Missouri Corporation arising in the State of Missouri prior to the issuance of the certificate of merger and in any proceeding for enforcement of any obligation of the Missouri Corporation and any proceeding for the enforcement of any obligation of the Florida Corporation arising from the merger, including any suit or other proceeding to enforce the rights of any dissenting shareholder of the Missouri Corporation against the surviving corporation. Copies of such process shall be mailed to the surviving corporation at 118 Fairway Drive, Haines City, Florida 33844, until further notice.

b. Agrees that it will promptly pay to the dissenting shareholders of the Missouri Corporation the amount, if any, to which they are entitled under the provisions of the General and Business Corporation Law of the State of Missouri with respect to the rights of dissenting shareholders.

10. This merger of the undersigned corporations shall be effective upon the filing of these Articles of Merger with the Florida Department of State, Division of Corporations.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this instrument to be executed by its President on the 24th day of November, 1998.

HERITAGE INNS CO.,
a Missouri corporation

Jacob C. Dykxhoorn
Witness: Jacob C. Dykxhoorn

By: Carole Swagger
CAROLE SWAGGER, as president

Barbara Bradley
Witness: BARBARA BRADLEY

Attest: Nancy Burbeck
NANCY BURBECK, as secretary

The Corporation Does Not Have A Seal

HERITAGE INNS CO.,
a Florida corporation

Jacob C. Dykxhoorn
Witness: Jacob C. Dykxhoorn

By: *Carole Swagger*
CAROLE SWAGGER, as president

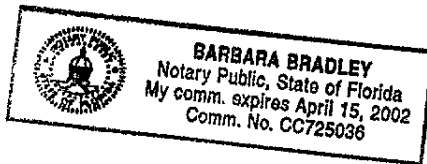
Barbara Bradley
Witness: BARBARA BRADLEY

STATE OF FLORIDA

COUNTY OF POLK

The undersigned, a notary public, do hereby certify that on this 24th day of November, 1998, personally appeared before me **CAROLE SWAGGER**, who, being by me first duly sworn, declared that she is the President of **HERITAGE INNS CO.**, a Missouri corporation, and that she signed the foregoing document as the president of said corporation, on behalf of the corporation, and that the statements therein contained are true.. She ☐ is personally known to me or ☒ has produced a driver's license as identification.

(SEAL)



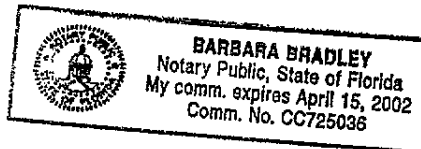
Barbara Bradley
Notary Public
State of Florida
My Commission Expires:

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me this 24th day of November, 1998, by **CAROLE SWAGGER**, as President of **HERITAGE INNS CO.**, a Florida corporation, on behalf of the corporation. She ☐ is personally known to me or ☒ has produced a driver's license as identification.

(SEAL)



Barbara Bradley
Notary Public
State of Florida
My Commission Expires:

EXHIBIT "A"
PLAN AND AGREEMENT OF MERGER
(REORGANIZATION PURSUANT TO SECTION 368(a)(1)(F))

This Plan and Agreement of Merger ("Agreement") is made and entered into as of November 24, 1998, by and between **HERITAGE INNS CO., a Missouri corporation** (hereinafter referred to as the "Missouri Corporation"), and **HERITAGE INNS CO., a Florida corporation** (hereinafter referred to as the "Florida Corporation"); the two corporations being hereinafter collectively referred to as the "constituent corporations".

WHEREAS, the Missouri Corporation is a corporation duly organized and existing under the laws of the State of Missouri, with its principal place of business now located in Haines City, Polk County, Florida.

WHEREAS, the board of directors of the Missouri Corporation have deemed it advisable and generally to the advantage and for the benefit of the Missouri Corporation and its shareholders to change its place of organization from the State of Missouri to the State of Florida. Pursuant to this desire, the Florida Corporation was organized and created under the laws of the State of Florida; its Articles of Incorporation being duly filed with the Florida Department of State, Division of Corporations, on August 24, 1998.

WHEREAS, the Missouri Corporation has an authorized capital stock consisting of Thirty Thousand (30,000) shares of common stock, with no par value, of which 6,000 shares are now issued and outstanding.

WHEREAS, the Florida Corporation has an authorized capital stock consisting of six hundred (600) shares of common stock, with a par value of One Dollar (\$1.00) per share, of which sixty shares (60) shares are now issued and outstanding.

WHEREAS, the board of directors of each of the constituent corporations have deemed it advisable and generally in the best interests of the constituent corporations and their shareholders, and have resolved, that the Missouri Corporation be merged with and into the Florida Corporation upon the terms and conditions set forth in this agreement and in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code; such merger to be effected pursuant to and under the General and Business Corporation Law of the State of Missouri and the Florida Business Corporation Act.

NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements, and provisions contained in this agreement, and in order to consummate the transactions described above, the constituent corporations to this agreement hereby agree to merge upon the following terms and conditions:

1. **Merger.** The Missouri Corporation shall merge with and into the Florida Corporation and they shall be a single corporation organized under the laws of the State of Florida. The Florida Corporation shall survive the merger under the name of **HERITAGE INNS CO.** The separate

corporate existence of the Missouri Corporation shall cease upon the effective date of the merger.

2. **Assets of Missouri Corporation.** On the effective date of the merger, the Florida Corporation shall succeed to and possess all the rights, claims, demands, privileges, powers and franchises of the Missouri Corporation, and all of the Missouri Corporation's property, whether real, personal or mixed, including all debts due on any account, other choses in action, and any other interest of or belonging to or due to the Missouri Corporation, shall be deemed transferred to and vested in the Florida Corporation without the necessity of any separate transfer or further act or deed. The title to all real estate and other property, or any interest therein, vested by deed or otherwise in the Missouri Corporation shall not revert or be in any way impaired by reason of the merger, but shall be vested in the Florida Corporation.

3. **Liabilities of Missouri Corporation.** On the effective date of the merger, the Florida Corporation shall assume and thereafter be responsible and liable for all debts, liabilities and obligations of the Missouri Corporation, and the debts, liabilities and obligations of the Missouri Corporation may be enforced against the Florida Corporation to the same extent as if they had been incurred or contracted by the Florida Corporation. Neither the rights of creditors nor any liens upon any property of the Missouri Corporation shall be impaired by the merger.

4. **Further Assurance of Title.** At any time, or from time to time, after the effective date of this merger, the last acting directors of the Missouri Corporation, or the appropriate officers of the Florida Corporation, may, in the name of the Missouri Corporation, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Florida Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Florida Corporation title to and possession of all of the Missouri Corporation's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this agreement.

5. **Conversion of Shares.** The manner and basis of converting the shares of the capital stock of the Missouri Corporation into shares of the capital stock of the Florida Corporation shall be as follows:

a. Each one share of the Missouri Corporation's common stock, issued and outstanding on the effective date of the merger, shall be converted into .09 shares of the Florida Corporation's common stock, with a par value of \$1.00 per share, which shares of the common stock of the Florida Corporation shall thereupon be issued and outstanding.

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

c. Holders of certificates of common stock of the Missouri Corporation shall not

be entitled to dividends payable on shares of stock in the Florida Corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the Florida Corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate for her shares in the Florida Corporation.

d. All issued and outstanding shares of the Florida Corporation held by the Missouri Corporation immediately before the effective date of the merger shall, by virtue of the merger and upon the effective date, cease to exist and certificates representing such shares shall be canceled and retired and no shares of common stock of the Florida Corporation shall be issued in exchange therefor.

6. **Changes in Articles of Incorporation.** The Articles of Incorporation of the Florida Corporation, as in effect on the date hereof, shall not be amended by reason of the merger and shall continue to be its Articles of Incorporation from and after the effective date of the merger, until changed or amended as provided by law.

7. **Changes in Bylaws.** The bylaws of the Florida Corporation, as in effect immediately before the effective date of the merger, shall not be amended by reason of the merger and shall continue to be its bylaws following the effective date of the merger, until amended as provided therein.

8. **Directors and Officers.** The directors and officers of the Florida Corporation on the effective date of the merger shall continue as the directors and officers of the Florida Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

9. **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 the Missouri Corporation and Florida Corporation may take all action necessary or appropriate under the laws of the State of Florida and the State of Missouri to consummate the merger.

10. **Approval By Shareholders.** This agreement shall be submitted to the shareholders of the constituent corporations for their adoption and approval.

11. **Filing of Articles of Merger.** This agreement and the appropriate Articles of Merger shall be filed with the office of the Secretary of State for the State of Missouri, and filed with the Florida Department of State, Division of Corporations.

12. **Effective Date.** The effective date of this merger shall be the date the Articles of Merger are filed with the Florida Department of State, Division of Corporations.

13. **Plan of Reorganization.** This agreement constitutes a plan of reorganization under Section 368 of the Internal Revenue Code.

14. **Service of Process on Florida Corporation.** The Florida Corporation agrees that it may be served with process in the State of Missouri in any proceeding for enforcement of any

obligation of the Missouri Corporation, as well as for the enforcement of any obligation of the Florida Corporation arising from the merger, including any suit or other proceeding to enforce the right of any shareholder as determined in appraisal proceedings pursuant to the applicable provisions of the General and Business Corporation Law of the State of Missouri. The Florida Corporation hereby irrevocably appoints the Secretary of State for the State of Missouri as its agent to accept service of process in any suit or proceeding. Copies of such process shall be mailed to the Florida Corporation at 118 Fairway Drive, Haines City, Florida 33844, until further notice.

15. **Abandonment.** This Plan and Agreement of Merger may be abandoned by action of the board of directors of either the Missouri Corporation or the Florida Corporation at any time prior to the effective date of the merger.

16. **Execution.** For the convenience of the parties and to facilitate the filing of this agreement, this agreement has been executed in duplicate and both such instruments shall be deemed to be original instruments.

This Plan and Agreement of Merger is executed on behalf of the parties by their Presidents, pursuant to the authorization of their respective boards of directors as of the date first above written.

HERITAGE INNS CO.,
a Missouri corporation

1 Jacob C Dykxhoorn
Witness: Jacob C. Dykxhoorn

By: 1 Carole Swagger
CAROLE SWAGGER, as president

1 Barbara Bradley
Witness: BARBARA BRADLEY

HERITAGE INNS CO.,
a Florida corporation

1 Jacob C Dykxhoorn
Witness: Jacob C. Dykxhoorn

By: 1 Carole Swagger
CAROLE SWAGGER, as president

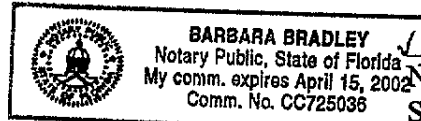
1 Barbara Bradley
Witness: BARBARA BRADLEY

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me this 24th day of November, 1998, by **CAROLE SWAGGER**, as President of **HERITAGE INNS CO.**, a Missouri corporation, on behalf of the corporation. She ☐ is personally known to me or ☒ has produced a driver's license as identification.

(SEAL)



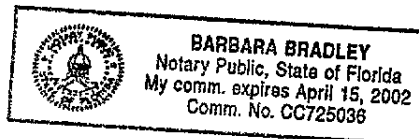
Barbara Bradley
Notary Public
State of Florida
My Commission Expires:

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me this 24th day of November, 1998, by **CAROLE SWAGGER**, as President of **HERITAGE INNS CO.**, a Missouri corporation, on behalf of the corporation. She ☐ is personally known to me or ☒ has produced a driver's license as identification.

(SEAL)



Barbara Bradley
Notary Public
State of Florida
My Commission Expires:

EXHIBIT "B"
WRITTEN CONSENT TO MERGER

The undersigned, being all of the directors and all of the shareholders of **HERITAGE INNS CO.**, a Missouri corporation, and all of the directors and all of the shareholders of **HERITAGE INNS CO.**, a Florida corporation, hereby unanimously consent in writing to the adoption of the following resolutions, taking such action in lieu of a special meeting of directors and shareholders, and hereby:

1. Agrees that it is advisable and in the best interest of **Heritage Inns Co.**, a Missouri corporation, and its shareholders to change its place of organization from the State of Missouri to the State of Florida.

2. Agrees and consents to the merger of **Heritage Inns Co.**, a Missouri corporation, with and into **Heritage Inns Co.**, a Florida corporation, pursuant to the applicable provisions of the General and Business Corporation Law of the State of Missouri and the Florida Business Corporation Act.

3. Adopts, approves and consents to the Plan and Agreement of Merger between **Heritage Inns Co.**, a Missouri corporation, and **Heritage Inns Co.**, a Florida corporation, attached hereto. The board of directors of each corporation is hereby authorized to make such changes in the form, terms and provisions of the Plan and Agreement of Merger as they deem necessary or appropriate to carry out the intent and accomplish the purposes of the merger.

4. Authorizes, empowers, and directs the president of each corporation, in the name and on behalf of their respective corporations, to execute and deliver the Plan and Agreement of Merger and the Articles of Merger, substantially in the form presented to the undersigned, and to file the Articles of Merger in the office of the Secretary of State for the State of Missouri and with the Florida Department of State, Division of Corporations, and to take such other action and execute such other documents as shall be necessary or appropriate to reorganize and merge the corporations pursuant to the terms and conditions of the Plan and Agreement of Merger.

Dated as of November 24, 1998.

✓ *Carole Swagger*
CAROLE SWAGGER

✓ _____
MARIANNE DONATO

✓ _____
KAY MEUSLING

✓ _____
GAIL KLECKNER

✓ *Nancy Burbeck*
NANCY BURBECK

✓ _____
JILL WILSON

EXHIBIT "B"
WRITTEN CONSENT TO MERGER

The undersigned, being all of the directors and all of the shareholders of **HERITAGE INNS CO.**, a Missouri corporation, and all of the directors and all of the shareholders of **HERITAGE INNS CO.**, a Florida corporation, hereby unanimously consent in writing to the adoption of the following resolutions, taking such action in lieu of a special meeting of directors and shareholders, and hereby:

1. Agrees that it is advisable and in the best interest of **Heritage Inns Co.**, a Missouri corporation, and its shareholders to change its place of organization from the State of Missouri to the State of Florida.

2. Agrees and consents to the merger of **Heritage Inns Co.**, a Missouri corporation, with and into **Heritage Inns Co.**, a Florida corporation, pursuant to the applicable provisions of the General and Business Corporation Law of the State of Missouri and the Florida Business Corporation Act.

3. Adopts, approves and consents to the Plan and Agreement of Merger between **Heritage Inns Co.**, a Missouri corporation, and **Heritage Inns Co.**, a Florida corporation, attached hereto. The board of directors of each corporation is hereby authorized to make such changes in the form, terms and provisions of the Plan and Agreement of Merger as they deem necessary or appropriate to carry out the intent and accomplish the purposes of the merger.

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Dated as of November 24, 1998.

CAROLE SWAGGER

✓ *Kay Meusling*

KAY MEUSLING

NANCY BURBECK

MARIANNE DONATO

GAIL KLECKNER

JILL WILSON

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Dated as of November 24, 1998.

CAROLE SWAGGER

KAY MEUSLING

NANCY BURBECK



MARIANNE DONATO

GAIL KLECKNER

JILL WILSON

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Dated as of November 24, 1998.

CAROLE SWAGGER

KAY MEUSLING

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J. Paul Kleckner

GAIL KLECKNER

JILL WILSON

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Dated as of November 24, 1998.

CAROLE SWAGGER

MARIANNE DONATO

KAY MEUSLING

GAIL KLECKNER

NANCY BURBECK

J. Jill Wilson

JILL WILSON