

P98000099304

FILING COVER SHEET

REFERENCE:

0171.5256

DATE:

1-26-99

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

Johnson and Baughan, P.A.

STATE FEES PREPAID WITH CHECK #

45364

FOR \$

77.75

PLEASE FILE:

- | | | |
|--|--|--|
| ☐ ARTICLES OF INC. | ☐ AMENDMENT | ☐ DISSOLUTION |
| ☐ ANNUAL REPORT | ☒ MERGER | ☐ WITHDRAWAL |
| ☐ QUALIFICATION | ☐ LIMITED PARTNERSHIP | ☐ ANNUAL REPORT |
| ☐ FICTITIOUS NAME | ☐ LIMITED LIABILITY | ☐ REINSTATEMENT |
| ☐ TRADEMARK/SERVICE | ☐ UCC-1 | ☐ UCC-3 |

PROVIDE US WITH:

- | | | |
|--|--|---------------------------------------|
| ☒ CERTIFIED COPY | ☐ CERTIFICATE OF STATUS | ☐ STAMPED COPY |
|--|--|---------------------------------------|

Examiner's Initials

ADR

1/26/99

FILED
99 JAN 26 PM 4:02
TALLAHASSEE
STATE
FLORIDA

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*****78.75 *****78.75

ARTICLES OF MERGER
Merger Sheet

MERGING:

JOHNSON AND BAUGHAN, P.A., a Florida corporation P98000108420

INTO

JOHNSON, BAUGHAN & COLEMAN, P.A., a Florida corporation,
P98000099304

File date: January 26, 1999

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER OF
JOHNSON AND BAUGHAN, P.A. WITH AND INTO
JOHNSON, BAUGHAN & COLEMAN, P.A.**

FILED
99 JAN 26 PM 4:02
STATE OF FLORIDA
TALLAHASSEE

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of Johnson and Baughan, P.A., a Florida professional service corporation, with and into Johnson, Baughan & Coleman, P.A., a Florida professional service corporation, with Johnson, Baughan & Coleman, P.A. being the surviving corporation, is set forth below:

**PLAN OF MERGER OF
JOHNSON AND BAUGHAN, P.A. WITH AND INTO
JOHNSON, BAUGHAN & COLEMAN, P.A.**

1. Johnson and Baughan, P.A., a Florida professional service corporation ("J&B"), shall merge with and into Johnson, Baughan, & Coleman, P.A., a Florida professional service corporation ("JB&C"), with JB&C as the surviving corporation.
2. Upon the consummation of the merger of J&B with and into JB&C, the separate existence of J&B shall cease. JB&C, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of JB&C shall not be affected by the merger and upon the merger, JB&C, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of J&B prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with J&B shall be preserved and remain unimpaired by the merger, all liens upon the properties of J&B shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of J&B shall henceforth attach to JB&C and may be enforced against JB&C to the same extent as if such obligations and duties had been incurred by JB&C. Additionally, any existing claim or action or proceeding pending by or against J&B or JB&C may be continued as if the merger did not occur or JB&C may be substituted in such proceedings for J&B.
3. The manner and basis of converting the shares of J&B and JB&C into shares of JB&C are as follows:
 - a. At the effective date of the merger, each share of common stock, Ten Dollar (\$10.00) par value, of J&B issued and outstanding shall be automatically canceled.

b. At the effective date of the merger, each share of common stock of JB&C issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

4. The Articles of Incorporation of JB&C in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of JB&C, except as follows:

a. Article IV of the Articles of Incorporation of JB&C shall be amended in its entirety to read as follows:

ARTICLE IV

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock having a par value of Ten Dollars (\$10.00) per share. Shares of this Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as an attorney at law under the laws of the State of Florida. No shareholder of this Corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

b. Article VI of the Articles of Incorporation of JB&C shall be amended in its entirety to read as follows:

ARTICLE VI

The purpose of this Corporation shall be to engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney at law duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of the Corporation who are duly licensed under the laws of the State of Florida to practice law therein.

5. The effective date of the merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

ARTICLE II - ADOPTION OF PLAN OF MERGER

All of the Directors of Johnson and Baughan, P.A. adopted a resolution approving the Plan of Merger by written consent dated the 1st day of January, 1999, in accordance with the provisions of Section 607.0821 of the Florida Statutes, all of the shareholders of Johnson and Baughan, P.A. adopted the resolution approving the Plan of Merger by written consent dated the

1st day of January, 1999, in accordance with the provisions of Section 607.0704 of the Florida Statutes, and the number of votes cast for the Plan of Merger was sufficient for approval.

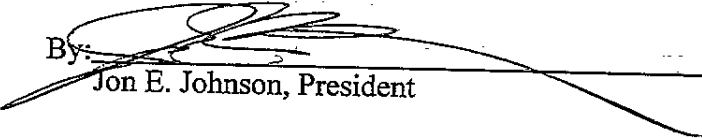
All of the Directors of Johnson, Baughan & Colman, P.A. adopted a resolution approving the Plan of Merger by written consent dated the 1st day of January, 1999, in accordance with the provisions of Section 607.0821 of the Florida Statutes, all of the shareholders of Johnson, Baughan & Colman, P.A. adopted the resolution approving the Plan of Merger by written consent dated the 1st day of January, 1999, in accordance with the provisions of Section 607.0704 of the Florida Statutes, and the number of votes cast for the Plan of Merger was sufficient for approval.

ARTICLE III - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

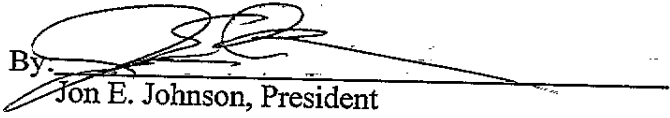
DATED this 1st day of January, 1999.

JOHNSON AND BAUGHAN, P.A.

By: 

Jon E. Johnson, President

JOHNSON, BAUGHAN & COLEMAN, P.A.

By: 

Jon E. Johnson, President