

Document Number Only

P99000087452

C T CORPORATION SYSTEM /Melanie Strickland

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

100003078401--0

-12/22/99--01084--014

*****70.00 *****70.00

Bill Liquidating Co., Inc. (Fla.)

into:

Bill Liquidating Co., Inc. (Penn.)

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Fict. Filing

☐ Fict. Filing Cancel

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ UCC-1 UCC-3

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

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Availability

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Acknowledgment

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Thanks, Melanie

DEC 22

CR2E031 (1-89)

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99 DEC 22 PM 4: 03

OFFICE OF THE CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BILL LIQUIDATING CO., INC., a non-qualified Pennsylvania corporation

INTO

BILL LIQUIDATING CO., INC., a Florida entity, P99000087452.

File date: December 22, 1999

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Bill Liquidating Co., Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Bill Liquidating Co., Inc.</u>	<u>Pennsylvania</u>
_____	_____
_____	_____
_____	_____

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on October 29, 1999

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on October 29, 1999

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Bill Liquidating Co., Inc.
(A Pennsylvania corporation)

William Howell

William L. Mowll, President

Bill Liquidating Co., Inc. *E. Brooker Heflinger*
(A Florida corporation)

E. Brotha Kappeler

E. Brooks Keffer, Jr., President

PLAN OF MERGER -- See Attached
(Non Subsidiaries)

PLAN OF MERGER

PLAN OF MERGER dated October 29, 1999 of BILL LIQUIDATING CO., INC., a Pennsylvania Corporation ("the Pennsylvania Corporation") and BILL LIQUIDATING CO., INC., a Florida Corporation ("the Florida Corporation").

- A. The Pennsylvania Corporation was incorporated on June 12, 1981.
- B. The Florida Corporation was incorporated on October 4, 1999 under the Laws of the State of Florida.
- C. All of the issued and outstanding stock of each of the Pennsylvania Corporation and the Florida Corporation is owned by William L. Mowll.
- D. The Boards of Directors of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders that the Pennsylvania Corporation be merged into the Florida Corporation.
- E. The Corporations shall merge upon the following terms and conditions:
 1. On the effective date of the merger, the Pennsylvania Corporation shall be merged into the Florida Corporation and the separate existence of the Pennsylvania Corporation shall cease, and the Florida Corporation, as the Surviving Corporation, shall continue to exist under the laws of the State of Florida with its present name. All the rights, real and personal property, causes of action and every other asset of the Pennsylvania Corporation shall be vested in the Florida Corporation without further act or deed.
 2. Any and all liabilities or obligations of the Pennsylvania Corporation shall become liabilities or obligations of the Florida Corporation.
 3. No amendment of the Certificate of Incorporation or the By-Laws of the Florida Corporation shall be effected by the merger, and they shall continue as the Certificate of Incorporation and By-Laws of the Florida Corporation as in effect on the effective date of the merger, until duly amended.
 4. The manner and basis of converting the shares of each corporation into shares, other securities or obligations of the Florida Corporation or securities or obligations of any other corporation or cash, if any, are as follows:
 - (a) Each share of each class of the Florida Corporation stock shall remain unchanged by the merger.

(b) Each share of each class of stock of the Pennsylvania Corporation shall be cancelled.

5. The merger shall be effective upon the close of business on the last date on which a Certificate of Merger (or other appropriate instrument) has been filed in the appropriate office in each State of Incorporation of each Corporation.