

Document Number Only

525971

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

300002471733--9

-03/30/98--01018--014
*****35.00 *****35.00

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*****35.00 *****35.00

Lake Park Industries of Florida, Inc

merged into:

Lake Park Industries of Indiana, Inc

EFFECTIVE DATE
4/1/98

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

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☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

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98 MAR 30 PM 1:27

Name

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DIVISION OF CORPORATION

CR2E031 (1-89)

ARTICLES OF MERGER
Merger Sheet

MERGING:

LAKEPARK INDUSTRIES OF FLORIDA, INC., a FL corp., #S25971

INTO

LAKEPARK INDUSTRIES OF INDIANA, INC., a Delaware corporation not
qualified in Florida.

File date: March 30, 1998, effective April 1, 1998

Corporate Specialist: Susan Payne

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 30 PM 1:27

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

EFFECTIVE DATE
4/1/98

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>NAME OF CORPORATION</u>	<u>STATE/COUNTRY OF INCORPORATION</u>
LAKEPARK INDUSTRIES OF INDIANA, INC.	Delaware
LAKEPARK INDUSTRIES OF FLORIDA, INC.	Florida

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. (as set forth below) if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S. and, if it is the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

FOURTH: The plan of merger is as follows:

See Agreement and Plan of Merger attached hereto.

FIFTH: The effective date of the Certificate of Merger shall be the 1st day of April, 1998.

SIXTH: The Agreement and Plan of Merger was adopted by the shareholders of Lakepark Industries of Florida, Inc. on the 25th day of March, 1998, and was adopted by the shareholders of Lakepark Industries of Indiana, Inc. on the 25th day of March, 1998,

Signed this 25th day of March, 1998.

LAKEPARK INDUSTRIES OF INDIANA, INC.

By:


A handwritten signature in cursive script, appearing to read "Lloyd A. Miller", is written over a horizontal line.

LLOYD A. MILLER, Vice-President

LAKEPARK INDUSTRIES OF FLORIDA, INC.

By:


A handwritten signature in cursive script, appearing to read "Lloyd A. Miller", is written over a horizontal line.

LLOYD A. MILLER, President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made this 25th day of March, 1998, effective as of 1st day of April, 1998, is being executed in accordance with and pursuant to Section 252 of the General Corporation Law of Delaware and Section 607.1107 of the Florida Business Corporation Act, between LAKEPARK INDUSTRIES OF INDIANA, INC., a Delaware corporation ("Lakepark-Indiana") (sometimes referred to as the "surviving corporation"), and Lakepark Industries of Florida, Inc., a Florida corporation ("Lakepark-Florida") (sometimes referred to as the "merged corporation").

INTRODUCTORY STATEMENTS

1. Both the constituent corporations desire to merge into a single corporation, as specified in this Agreement and Plan of Merger.

2. The registered office of Lakepark-Indiana in the State of Delaware is located at 1209 Orange Street, Wilmington, Delaware and the name of its registered agent at such address is The Corporation Trust Company.

3. The registered office of Lakepark-Florida in the State of Florida is located at 8751 West Broward Blvd., City of Plantation, Florida 33324, and the name of its registered agent at such address is C.T. Corporation System.

4. The corporations, parties to this Agreement and Plan of Merger, in consideration of the mutual covenants, agreements and

provisions contained in this Agreement and Plan of Merger, prescribe the terms and conditions of such merger and mode of carrying the merger into effect as follows:

AGREEMENT

1. Lakepark-Florida shall be and hereby is merged into Lakepark-Indiana, which is the surviving corporation.

2. The designation and number of outstanding shares of each class and series, and each class and series entitled to vote, of each constituent corporation is as follows:

<u>Corporation</u>	<u>Classes of Stock</u>	<u>No. of Shares Authorized</u>	<u>No. of Shares Issued</u>
Lakepark-Indiana	common	1,000	100
Lakepark-Florida	common	50,000	100

3. The Articles of Incorporation of Lakepark-Indiana, which is the surviving corporation, as in effect on the date of the merger provided for in this Agreement and Plan of Merger, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

4. The manner of converting the outstanding shares of the capital stock of Lakepark-Florida into the shares of the surviving corporation shall be as follows:

(a) Each share of Common Stock of the merged corporation which is outstanding on the effective date of this merger, and all rights with respect to such Common Stock, shall be changed and converted into one share of Common Stock of the surviving corporation.

(b) After the effective date of this merger each holder of an outstanding certificate representing shares of stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall

be entitled upon such surrender to receive the number of shares of stock of the surviving corporation on the basis provided herein. Until so surrendered, the outstanding shares of the stock of the merged corporation to be converted into the stock of the surviving corporation, as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place. After the effective date of this Agreement and Plan of Merger, each registered owner of any uncertificated shares of stock of the merged corporation shall have said shares canceled and said registered owner shall be entitled to the number of shares of the surviving corporation on the basis provided herein.

5. The terms and conditions of the merger are as follows:

(a) The by-laws of Lakepark-Indiana which are in effect on the effective date hereof shall remain in force until the same shall be altered, amended or repealed.

(b) The directors and officers of the surviving corporation shall be the following, who shall continue in office until the next annual meeting of stockholders and directors and until their successors shall have been elected and qualified:

DIRECTORS: James E. Hoyt
 Lloyd A. Miller
 Mahlon M. Lau

OFFICERS:

PRESIDENT - James E. Hoyt
VICE PRESIDENT - Lloyd A. Miller
TREASURER - Lloyd A. Miller
SECRETARY - Lloyd A. Miller

(c) This merger shall become effective as of April 1, 1998.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred

to, vested in and devolved upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be the property of the surviving corporation as effectively as they were the property of the surviving corporation and the merged corporation, respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

6. Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Directors of Lakepark-Indiana or the Directors of Lakepark-Florida at any time prior to the date of filing the Certificate of Merger with the State of Delaware or the Articles of Merger with the State of Florida. This Agreement and Plan of Merger may be amended by the Directors of Lakepark-Indiana or by the Directors of Lakepark-Florida at any time prior to the date of filing the Certificate of Merger with the State of Delaware or the Articles of Merger with the State of Florida, provided that an amendment made subsequent to the adoption of the Agreement and Plan of Merger shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in

exchange for or on conversion of all or any of the shares of any class or series thereof of Lakepark-Indiana; (2) alter or change any term of the Articles of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement and Plan of Merger if such alteration or change would adversely affect the holders of any class or series thereof of Lakepark-Indiana.

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to the approval and authority duly given by Resolutions adopted by the Directors of Lakepark-Indiana and the Shareholders and Directors of Lakepark-Florida, have caused these presents to be executed by the Vice-President of Lakepark-Indiana and the President of Lakepark-Florida, as the respective act, deed and agreement of each of said Corporations, on this 25th day of March, 1998.

WITNESSES:

Lloyd A. Miller

LAKEPARK INDUSTRIES OF INDIANA, INC.

By:

Lloyd A. Miller
LLOYD A. MILLER, Vice-President

LAKEPARK INDUSTRIES OF FLORIDA, INC.

Michele A. Clock

By:

Lloyd A. Miller
LLOYD A. MILLER, President

I, LLOYD A. MILLER, Secretary of LAKEPARK INDUSTRIES OF INDIANA, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such secretary, that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of said Corporation and having been signed on behalf of LAKEPARK INDUSTRIES OF FLORIDA, INC., a corporation organized and existing under the laws of the State of Florida, was duly adopted pursuant to Sections 251 and 252 of the General Corporation Law of Delaware by the unanimous consent of the Shareholders and the Board of Directors.

WITNESS my hand on this 25th day of March, 1998.

LAKEPARK INDUSTRIES OF INDIANA, INC.

By: 

LLOYD A. MILLER, Secretary

I, LLOYD A. MILLER, Secretary of LAKEPARK INDUSTRIES OF FLORIDA, INC., a corporation organized and existing under the laws of the State of Florida, hereby certify, as such secretary, that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of said Corporation and having been signed on behalf of LAKEPARK INDUSTRIES OF INDIANA, INC., a corporation organized and existing under the laws of the State of Delaware, was duly adopted pursuant to Sections 251 and 252 of the General Corporation Law of Delaware by the unanimous consent of the Shareholders and the Board of Directors.

WITNESS my hand on this 25th day of March, 1998.

LAKEPARK INDUSTRIES OF FLORIDA, INC.

By: 

LLOYD A. MILLER, Secretary