

556953

(Requestor's Name)

(Address)

(Address)

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☐ PICK-UP

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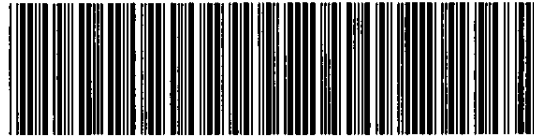
(Business Entity Name)

(Document Number)

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13 DEC 23 PM 11:47

RECEIVED  
SECRETARY OF STATE  
13 DEC 23 PM 2:06

*M. Miller*

DEC 9 2013

T. LEMIEUX



CORPORATION SERVICE COMPANY'

ACCOUNT NO. : I20000000195

REFERENCE : 938315 5011226

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Susie Knight*

ORDER DATE : December 23, 2013

ORDER TIME : 12:33 PM

ORDER NO. : 938315-005

CUSTOMER NO: 5011226

ARTICLES OF MERGER

DC3 INC.

INTO

DCC LEE ENTERPRISES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF MERGER**  
*Merging*  
**DC3 INC.**  
*With And Into*  
**DCC LEE ENTERPRISES, INC.**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, *Florida Statutes*.

FILED  
SECRETARY OF STATE  
13 DEC 23 PM 11:47

**ARTICLE I**

The exact name, type of entity and jurisdiction for the surviving corporation (the "Surviving Corporation") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>Document Number</u>
DCC Lee Enterprises, Inc.	Florida	Corporation	S56953

**ARTICLE II**

The exact name, type of entity and jurisdiction for the merging corporation (the "Merging Corporation") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>Document Number</u>
DC3 Inc.	Florida	Corporation	P07000014596

**ARTICLE III**

The Plan of Merger pursuant to which the Merging Corporation shall be merged with and into the Surviving Corporation (the "Plan of Merger") is attached hereto as Exhibit A and is incorporated herein and made a part hereof by reference.

**ARTICLE IV**

The effective date and time of the Merger shall be 11:59 p.m. on December 31, 2013.

**ARTICLE V**

The attached Plan of Merger was adopted by the Board of Directors of the Surviving Corporation effective as of December 19, 2013, and was approved by the shareholders of the Surviving Corporation effective as of December 20, 2013.

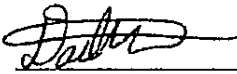
**ARTICLE VI**

The attached Plan of Merger was adopted by the Board of Directors of the Merging Corporation effective as of December 19, 2013, and was approved by the shareholders of the Merging Corporation effective as of December 20, 2013.

IN WITNESS WHEREOF, these Articles of Merger are executed as of the 23<sup>rd</sup> day of December, 2013.

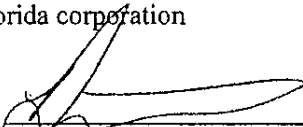
**MERGING CORPORATION:**

**DC3 INC.,**  
a Florida corporation

By:   
\_\_\_\_\_  
David L. Mullins, Jr., President

**SURVIVING CORPORATION:**

**DCC LEE ENTERPRISES, INC.,**  
a Florida corporation

By:   
\_\_\_\_\_  
David L. Mullins, Sr., President

## **EXHIBIT A**

### **PLAN OF MERGER**

#### ***Merging***

**DC3 INC.**

#### ***With And Into***

**DCC LEE ENTERPRISES, INC.**

The following Plan of Merger was adopted and approved by the Board of Directors and shareholders of DC3 INC., a Florida corporation (the "Merging Corporation"), and the Board of Directors and shareholders of DCC LEE ENTERPRISES, INC., a Florida corporation (the "Surviving Corporation"), in accordance with Section 607.1103, *Florida Statutes*, and is being submitted in accordance with the relevant provisions of the Florida Business Corporation Act (the "Act"). The Merging Corporation and the Surviving Corporation may be jointly referred to herein as the "Constituent Corporations".

### **ARTICLE 1**

The exact name, type of entity and jurisdiction of the Merging Corporation are as follows:

<b><u>Name</u></b>	<b><u>Jurisdiction</u></b>	<b><u>Form/Entity Type</u></b>
DC3 Inc.	Florida	Corporation

### **ARTICLE 2**

The exact name, type of entity and jurisdiction of the Surviving Corporation are as follows:

<b><u>Name</u></b>	<b><u>Jurisdiction</u></b>	<b><u>Form/Entity Type</u></b>
DCC Lee Enterprises, Inc.	Florida	Corporation

### **ARTICLE 3**

The terms and conditions of the merger are as follows:

3.1 **The Merger.** The Merging Corporation shall merge with and into the Surviving Corporation (with such merger referred to herein as the "Merger") at the Effective Time (as defined below). From and after the Effective Time, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall continue as the surviving entity in the Merger and shall further continue its legal existence under the laws of the State of Florida. The Merger shall have the effects set forth in the Act.

3.2 **Articles of Merger.** The Merging Corporation and the Surviving Corporation will cause articles of merger to be filed with the Florida Department of State in such form as required by, and executed in accordance with, the relevant provisions of the Act (the "Articles of Merger").

3.3 **Effective Time.** The Merger shall become effective at 11:59 p.m. on December 31, 2013 (the "Effective Time").

3.4 **Additional Action.** The Surviving Corporation shall, at any time after the Effective Time, take any necessary or desirable action, including executing and delivering any document, in the name and on behalf of either the Merging Corporation or the Surviving Corporation, or both, in order to vest or to perfect or confirm of record in the Surviving Corporation the title to any property, rights, privileges, powers, licenses, and franchises of either the Merging Corporation or the Surviving Corporation, or both.

#### **ARTICLE 4**

##### **4.1 Manner and Basis of Converting Shares Generally.**

(a) The authorized stock of the Merging Corporation consists of Two Thousand (2,000) shares of common stock, par value \$0.01 per share (referred to herein as the "Merging Corporation's Stock"), of which Five Hundred (100) shares are presently issued and outstanding. The authorized stock of the Surviving Corporation consists of One Hundred Thousand (100,000) shares of common stock, par value \$0.01 per share (referred to herein as the "Surviving Corporation's Stock"), of which Five Hundred (500) shares are presently issued and outstanding.

(b) At the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Corporations:

(i) each share of the Merging Corporation's Stock that is issued and outstanding immediately prior to the Effective Time will, by virtue of the Merger and without the need for any further action on the part of the Merging Corporation or any other person, be converted into 0.1018 shares of the Surviving Corporation's Stock; and

(ii) each share of the Surviving Corporation's Stock that is issued and outstanding immediately prior to the Effective Time will remain issued and outstanding.

4.3 **No Conversion of Rights to Acquire.** Since there are no rights to acquire any shares of the Merging Corporation's Stock or the Surviving Corporation's Stock outstanding, no conversion of such rights is necessary.

4.5 **Miscellaneous.**

(a) No interest, dividends, or other distributions shall be payable with respect to any shares of the Merging Corporation's Stock in connection with the Merger.

(b) From and after the Effective Time: (i) no shares of the Merging Corporation's Stock shall be deemed issued or outstanding, (ii) the holders thereof shall cease to have any rights with respect thereto, except as provided herein or by the Act, and (iii) all of the shares of the Merging Corporation's Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, be deemed surrendered and exchanged for shares of the Surviving Corporation's Stock as set forth in Section 4.1(b)(i), above. As a result of such surrender and exchange, each share of the Merging Corporation's Stock that is issued and outstanding shall then be deemed canceled.

(c) At the Effective Time, the transfer books for the Merging Corporation shall be closed and no transfer of any shares of the Merging Corporation's Stock shall thereafter be made (other than to reflect the cancelation of the shares of the Merging Corporation's Stock as a consequence of the consummation of the Merger).

**ARTICLE 5**

5.1 **Rights and Obligations of the Merging Corporation.** By virtue of the Merger, and in accordance with and insofar as permitted by the applicable provisions of the Act, from and after the Effective Time: (i) the Surviving Corporation shall possess all rights, privileges and powers of the Merging Corporation, (ii) all property and assets of the Merging Corporation shall vest in the Surviving Corporation without any further act or deed, and (iii) the Surviving Corporation shall assume and be liable for all liabilities and obligations of the Merging Corporation.

5.2 **Surviving Corporation Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Time shall be and remain the Articles of Incorporation of the Surviving Corporation immediately following the Merger.

5.3 **Surviving Corporation Bylaws.** The Bylaws of the Surviving Corporation in effect immediately prior to the Effective Time shall be and remain the Bylaws of the Surviving Corporation immediately following the Merger.

5.4 **Merging Corporation's Organizational Documents.** The Articles of Incorporation, Bylaws, and all other organizational documents, agreements and instruments relating to the Merging Corporation shall be deemed terminated as of the Effective Time.

## **ARTICLE 6**

6.1 **Amendment.** This Plan of Merger may be amended by the Constituent Corporations in accordance with the Act, by action taken or authorized by their respective boards of directors. This Plan of Merger may not be amended (other than for correction of typographical errors) except by an instrument in writing signed on behalf of each of the Constituent Corporations.

6.2 **Termination; Abandonment.** The Board of Directors of either of the Constituent Corporations may cause this Plan of Merger to be terminated and the Merger and other transactions herein provided for to be abandoned at any time prior to the filing of the Articles of Merger.

6.3 **Filing of the Merger Documents.** The shareholders, directors and/or officers of the Surviving Corporation and the shareholders, directors and/or officers of the Merging Corporation, as appropriate, are hereby authorized and directed to cause the Articles of Merger and all other required documents, if any, to be executed, filed and recorded and all other required action to be taken in order to consummate the Merger as of the Effective Time.