

**571556**

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE****JOHN S. CLARK COMPANY, INC.**

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## **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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>JOHN S. CLARK COMPANY, INC.</u>	<u>Florida</u>	<u>S71556</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>JSCLARK COMPANIES, INC.</u>	<u>North Carolina</u>	<u>0223885</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 11/28/05 / \_\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on November 27, 2005 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 November 27, 2005.

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)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

**JSCLARK COMPANIES, INC.**

Mary K. Farrell

Monty Venable, Chief Financial Officer

JOHN S. CLARK COMPANY, INC.

~~Meeting to be held~~

Monty Venable, Chief Financial Officer

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**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

### Jurisdiction

**JSCLARK COMPANIES, INC.**

## North Carolina

**The name and jurisdiction of each subsidiary corporation:**

Name

### Jurisdiction

**JOHN S. CLARK COMPANY, INC.**

## Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Upon the merger, by virtue of the merger and without any action on the part of JSClark Companies, Inc. or John S. Clark Company, Inc. or their respective shareholders, each share of JSClark Companies, Inc. which is issued and outstanding shall be converted into one share of John S. Clark Company, Inc., and each right to acquire a share of JSClark Companies, Inc. which is issued and outstanding shall be converted into the right to acquire one share of John S. Clark Company, Inc.

Each share of John S. Clark Company, Inc. outstanding, and each right to acquire a share of John S. Clark Company, Inc. shall be extinguished.

(Attach additional sheets if necessary)

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If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Upon surrender of a certificate in JSClark Companies, Inc., the holder shall be issued a new certificate for an equal number of shares in John S. Clark Company, Inc.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

**1. Corporations Participating in Merger**

JSClark Companies, Inc., a North Carolina corporation, will merge with and into John S. Clark Company, Inc., a Florida corporation, which is a wholly-owned subsidiary of JSClark Companies, Inc. John S. Clark Company, Inc. will be the surviving corporation (the "Surviving Entity") in the merger (the "Merger").

**2. Name of the Surviving Entity**

After the Merger, the Surviving Entity will have the name "John S. Clark Company, Inc."

**3. Organization Documents**

The Articles of Incorporation of John S. Clark Company, Inc. as in effect immediately prior to the Merger will be the Articles of Incorporation of the Surviving Entity. The bylaws of JSClark Companies, Inc. as in effect immediately prior to the Effective Time, will be the bylaws of the Surviving Entity. Further, the officers and directors of JSClark Companies, Inc. immediately prior to the Effective Time shall be the officers and directors of the Surviving Entity.

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