

587623

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

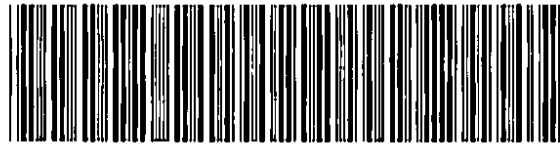
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2017 DEC 18 10 49 52
TALLAHASSEE, FLORIDA

DEC 19 2017
T. LEMPEUR

merged

X File 18

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 950082 7800552

AUTHORIZATION :

COST LIMIT : \$140.00

[Signature]

ORDER DATE : December 11, 2017

ORDER TIME : 11:49 AM

ORDER NO. : 950082-175

CUSTOMER NO: 7800552

ARTICLES OF MERGER

BUSINESS JOURNALS OF OHIO,
INC. AT AL

INTO

BUSINESS JOURNAL
PUBLICATIONS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Roxanne Turner

EXAMINER'S INITIALS: _____

DOMESTIC PARENT CORPORATION AND FOREIGN SUBSIDIARY CORPORATIONS

STATE OF FLORIDA

ARTICLES OF MERGER

**PURSUANT TO SECTIONS 607.1104 AND 607.1105 OF THE
FLORIDA BUSINESS CORPORATION ACT**

FIRST: The name of each subsidiary corporation proposing to merge and the jurisdiction for each merging subsidiary is as follows:

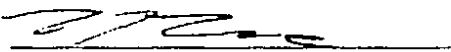
Business Journals of Ohio Inc.	an Ohio corporation
CityBusiness/Twin Cities, Inc.	a Delaware corporation
Hemmings Motor News, Inc.	a Vermont corporation

SECOND: The name and jurisdiction of the surviving corporation is Business Journal Publications, Inc., a Florida corporation (the "Parent").

THIRD: The attached plan of merger was adopted by the board of directors of the Parent and approved by the sole shareholder of the Parent in accordance with Section 607.1104 of the Florida Business Corporation Act on December 1, 2017.

FOURTH: The effective date and time of the merger shall be January 1, 2018 at 12:03 A.M.

BUSINESS JOURNAL PUBLICATIONS, INC.

By: 
Name: Michael A. Newhouse
Title: Vice President

Executed on December 11, 2017

FILED
2017 DEC 18 A 9:53
TALLAHASSEE, FLORIDA

PLAN OF MERGER
of
BUSINESS JOURNALS OF OHIO INC.
an Ohio corporation
and
CITYBUSINESS/TWIN CITIES, INC.
a Delaware corporation
and
HEMMINGS MOTOR NEWS, INC.
a Vermont corporation
into
BUSINESS JOURNAL PUBLICATIONS, INC.
a Florida corporation

FIRST: (a) The name and state of each constituent entity that is a party to the merger is as follows: Business Journals of Ohio Inc. an Ohio corporation; CityBusiness/Twin Cities, Inc., a Delaware corporation; and Hemmings Motor News, Inc., a Vermont corporation (the "Constituent Corporations").

(b) The name and state of the surviving entity is Business Journal Publications, Inc., a Florida corporation (the "Surviving Corporation").

SECOND: The terms and conditions of the merger are as follows:

(a) The Certificate of Incorporation and the By-Laws of the Surviving Corporation as they shall exist on the effective date of this Plan of Merger shall be and remain the Certificate of Incorporation and the By-Laws of the Surviving Corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

THIRD: The capital stock of each entity which is a party to the merger is as follows:

<u>Entity</u>	<u>Number of Shares</u>
Business Journals of Ohio, Inc. (an Ohio corporation)	100 common shares with no par value
CityBusiness/Twin Cities, Inc. (a Delaware corporation)	1,000 common shares with \$0.01 par value

<u>Entity</u>	<u>Number of Shares</u>
Hemmings Motor News, Inc. (a Vermont corporation)	1,000 common shares with no par value
Business Journal Publications, Inc. (a Florida corporation)	10,000 common shares with \$.10 par value

FOURTH: Upon the effective date of the merger, the capital stock of the Constituent Corporations shall not be converted in any manner, but shall be surrendered and cancelled.

FIFTH: The Surviving Corporation shall assume and be liable for all the liabilities and obligations of the Constituent Corporations.

SIXTH: The effective date and time of the merger shall be 12:03 a.m. on January 1, 2018.