

V20272

Weathers & Knapp

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VIVIAN M. KNAPP, P.A.*
ELLIOT J. GOLDSTEIN

FRANK W. WEATHERS
OF COUNSEL

*MEMBER FLORIDA AND
NEW JERSEY BAR

June 15, 1998

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

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Merger Documents
Vivian M. Knapp, P.A.

Dear Sir or Madam:

Enclosed for filing please find a Certificate of Merger and Articles of Merger and Plan of Merger of Frank W. Weathers, P.A. into Vivian M. Knapp, P.A. Also enclosed is our check in the amount of \$70 for your fee.

If you have any questions regarding the enclosed, please do not hesitate to contact my office.

Sincerely,

Vivian M. Knapp/S
Vivian M. Knapp

VMK/sb
Enclosures

EFFECTIVE DATE

7-1-98

merger
LFT 6-22-98

FILED
98 JUN 17 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FRANK W. WEATHERS, P.A., a Florida corporation (Document #604205)

INTO

VIVIAN M. KNAPP, P.A., a Florida corporation, V20272.

File date: June 17, 1998 , effective July 1, 1998

Corporate Specialist: Louise Flemming-Jackson

EFFECTIVE DATE

7-1-98

FILED

98 JUN 17 AM 11:05

**ARTICLES OF MERGER AND PLAN OF MERGER OF
FRANK W. WEATHERS, P.A. INTO VIVIAN M. KNAPP, P.A.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Agreement made May 1, 1998 between FRANK W. WEATHERS, P.A., a corporation organized and existing under the laws of the State of Florida, having its principal office at 814 Lantana Road, Lantana, County of Palm Beach, State of Florida, and VIVIAN M. KNAPP, P.A., a corporation organized and existing under the laws of the State of Florida, having its principal office and place of business at 814 Lantana Road, Lantana, County of Palm Beach, State of Florida.

RECITALS

1. The total number of shares of stock which VIVIAN M. KNAPP, P.A., is authorized to issue is 100 shares of common stock with par value of \$1.00 per share;
2. The total number of shares of stock which FRANK W. WEATHERS, P.A., is authorized to issue is 100 shares of common stock, par value of \$1.00;
3. The Board of Directors of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders that FRANK W. WEATHERS, P.A., be merged into VIVIAN M. KNAPP, P.A.

For the reasons set forth above and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to Florida Statute §607.1101, that FRANK W. WEATHERS, P.A., shall be merged into VIVIAN M. KNAPP, P.A., as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect and the matter of converting the shares of FRANK W. WEATHERS, P.A., into shares of VIVIAN M. KNAPP, P.A., as hereinafter set forth.

SECTION I

VIVIAN M. KNAPP, P.A. TO BE SURVIVING CORPORATION

FRANK W. WEATHERS, P.A. shall be merged into VIVIAN M. KNAPP, P.A., and the corporate existence of FRANK W. WEATHERS, P.A. shall cease and the corporate existence of VIVIAN M. KNAPP, P.A. shall continue under the name VIVIAN M. KNAPP, P.A., and VIVIAN M. KNAPP, P.A., shall become the owner, without other transfer, of all the rights and property of the constituent corporations and VIVIAN M. KNAPP, P.A. shall become subject to all the debts and liabilities of the constituent corporations in the same manner as if VIVIAN M. KNAPP, P.A. had itself incurred them.

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities and

franchises, and all the property, real, personal and mixed, of the absorbed corporation without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation and neither the rights of creditors, nor any liens on the property of the absorbed corporation shall be impaired by the merger.

SECTION II PRINCIPAL OFFICE

The principal office of VIVIAN M. KNAPP, P.A., shall be changed to 1860 Forest Hill Boulevard, Suite 207, West Palm Beach, Florida 33406 following this merger.

SECTION III OBJECTS AND PURPOSES

The nature of the business and the object and purpose proposed to be transacted, promoted and carried on by the corporation following the merger, is the practice of law in compliance with the statutes and laws of the State of Florida.

SECTION IV ARTICLES OF INCORPORATION

The articles of incorporation of VIVIAN M. KNAPP, P.A. shall continue to be its articles of incorporation following the effective date of the merger subject to the following amendment:

That FRANK W. WEATHERS, P.A. has been merged with VIVIAN M. KNAPP, P.A. and VIVIAN M. KNAPP, P.A. is the surviving corporation. All articles of incorporation of VIVIAN M. KNAPP, P.A. are effective.

SECTION V BYLAWS

The present Bylaws of VIVIAN M. KNAPP, P.A., insofar as not inconsistent with this agreement of merger, shall be the Bylaws of the corporation following the merger until altered, amended or repealed as therein provided.

SECTION VI NAMES AND ADDRESSES OF DIRECTORS

The names and addresses of the persons who shall constitute the Board of Directors of VIVIAN M. KNAPP, P.A. following merger and who shall hold office until the first annual meeting of the shareholders of VIVIAN M. KNAPP, P.A. following merger are Vivian M. Knapp, 814 Lantana Road, Lantana, Florida 33462.

SECTION VII METHOD OF CONVERTING SHARES

The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

- A. Each share of the common stock of FRANK W. WEATHERS, P.A. issued and outstanding on the effective date of merger shall be converted into one (1) share of the common stock of VIVIAN M. KNAPP, P.A., which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would be otherwise entitled to as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value on the common stock on the effective date of the merger.
- B. After the effective date of the merger, each holder of Certificate for Shares of Common Stock in the absorbed corporation shall surrender them to the surviving corporation or to its duly appointed agent, in such manner as the surviving corporation shall legally require. ON receipt of such share certificates the surviving corporation shall issue in exchange therefor certificates for shares of common stock in VIVIAN M. KNAPP, P.A. representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional shares interests of certificate for the number of whole shares representing the aggregate with such fractional share interest and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion to their financial share interests.
- C. Holders of Certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder that may have been declared and paid between the effective dates of the merger and the issuance of such shareholders of certificate for his shares in the surviving corporation.

SECTION VIII EXTRAORDINARY TRANSACTIONS

Neither corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this agreement.

**SECTION IX
SUBMISSION TO STOCKHOLDERS EFFECTIVE DATE**

This Agreement of Merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by applicable law at meetings to be held on or before May 1, 1998, or at such other time as the Board of Directors of the constituent corporations may agree.

**SECTION X
EFFECTIVE DATE**

The effective date of this merger shall be the date when a Certificate of Merger is issued by the Secretary of State of the State of Florida or July 1, 1998, whichever occurs first. However, the merger shall be retroactive to January 1, 1998 for accounting purposes.

**SECTION XI
ABANDONMENT OF MERGER**

This Agreement of Merger may be abandoned by action of the Board of Directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

- A. If the merger is not approved by the shareholders of either the surviving or the absorbed corporation on or before June 15, 1998; or
- B. If in the judgment of the Board of Directors of either the surviving or the absorbed corporation the merger will be impracticable due to the number of descending shareholders asserting appraisal rights under applicable state law.

**SECTION XII
EXECUTION OF AGREEMENT**

This Agreement of Merger may be executed in any number of counterparts and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers and sealed with their corporate seals respectively pursuant to the authorization of their respective Board of Directors on the date first written above.

[LEFT BLANK INTENTIONALLY; SIGNATURES CONTINUED ON NEXT PAGE]

(SEAL)

VIVIAN M. KNAPP, P.A.

By:

Vivian M Knapp as President

VIVIAN M. KNAPP,
President/Director

Sandra S Bergemann
Secretary

(SEAL)

FRANK W. WEATHERS, P.A.

By:

Vivian M Knapp as President

VIVIAN M. KNAPP,
President/Director

Sandra S Bergemann
Secretary

**CERTIFICATE OF MERGER OF FRANK W. WEATHERS, P.A.
INTO VIVIAN M. KNAPP, P.A.**

I, the undersigned, VIVIAN M. KNAPP, hereby certify that:

1. I am at all times mentioned the President and Director of VIVIAN M. KNAPP, P.A.
2. This Agreement for Merger of this Corporation with FRANK W. WEATHERS, P.A., in the form attached hereto, was approved by the corporation in the following manner:

- A. On April 1st, 1998, at a duly held meeting, the Board of Directors of the corporation adopted a resolution authorizing negotiations concerning a merger between FRANK W. WEATHERS, P.A. and VIVIAN M. KNAPP, P.A. Such negotiations were conducted and an agreement reached between the respective corporations concerning the terms and conditions of said merger.
- B. On May 1st, 1998, at a duly held meeting, the Board of Directors of this corporation adopted a resolution approving the terms and conditions of the merger in accordance with the agreement of Merger attached hereto, the authorized number of directors of this corporation being one (1) and voting affirmatively for the resolution.
- C. On May 1st, 1998, there was a duly held special meeting of shareholders of this corporation, and at such meeting the terms and conditions of the attached agreement were approved by the vote of 100% of outstanding shares of each class regardless of limitation or restriction on the voting power thereof.

3. The total number of outstanding shares of common stock of this corporation is 200 after merger.

In witness whereof, the undersigned has executed this Certificate of Merger at 814 Lantana Road, Lantana, Florida, on June 10, 1998.

(SEAL)

By:

VIVIAN M. KNAPP,

Vivian M Knapp as President

VIVIAN M. KNAPP,

President/Director