

Document Number Only

V 46102

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

800002223898--6

-06/26/97--01067--009

*****52.50 *****52.50

800002223898--6

-06/26/97--01067--008

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

Merger

Park Broadcasting of Florida, Inc.

Merging into:

WEST II, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

☒ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

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☐ After 4:30

☒ Walk In

☒ Pick Up

☐ Mail Out

Name	
Availability	6/26/97
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Verifier	ADJ
Acknowledgment	ADJ
W.P. Verifier	ADJ

PLEASE RETURN EXTRA COPIES
FILE STAMPED

FILED

97 JUN 26 AM

6-26

* 00789, 00561, 00524, 00672

V46102

ARTICLES OF MERGER
Merger Sheet

MERGING:

PARK BROADCASTING OF FLORIDA, INC., a Florida corporation V46102

INTO

NES II, INC.. a Virginia corporation not qualified in Florida

File date: June 26, 1997

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 26, 1997

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: PARK BROADCASTING OF FLORIDA, INC.
Ref. Number: V46102

merging into: NES II, Inc.

We have received your document for PARK BROADCASTING OF FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If shareholder approval was not required please include a statement to that effect.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 397A00033949

7-2-97
Annette,
Per our client, the
info required is located
in the documents.
Please back date to 6-26-97
Thanks -
Tamara

ARTICLES OF MERGER
OF
PARK BROADCASTING OF FLORIDA, INC.
INTO
NES II, INC.
UNDER SECTION 607.1101
OF THE FLORIDA BUSINESS CORPORATION ACT

97 JUN 26 AM 8:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- FIRST: Park Broadcasting of Florida, Inc., a Florida corporation incorporated on June 25, 1992, (the "Disappearing Corporation"), shall merge with and into NES II, Inc. (the "Merger"), a Virginia corporation (which was formed under the name Onduline, Inc.) incorporated on November 12, 1981, with NES II, Inc. being the surviving corporation (the "Surviving Corporation"); the Surviving Corporation will be governed by the laws of the Commonwealth of Virginia.
- SECOND: The Disappearing Corporation has one hundred (100) issued and outstanding shares of common stock, constituting all of its capital stock; all such stock is owned by Media General Broadcasting Holdings, Inc. (the "Parent"), a Delaware corporation. The Surviving Corporation has one thousand (1,000) issued and outstanding shares of common stock, constituting all of its capital stock; all such stock is owned by Media General, Inc., a Virginia corporation.
- THIRD: The Merger was approved in accordance with the Florida Business Corporation Act. The Parent and Media General, Inc. are entitled to vote on the Merger and have approved the Merger by unanimous written consent without a meeting and have adopted the agreement and plan of merger on the 30 day of April, 1997. The boards of directors of the Surviving Corporation and of the Disappearing Corporation approved the agreement and plan of merger on the 30 day of April, 1997.
- FOURTH: The Merger was approved in accordance with the laws of the Commonwealth of Virginia and is in compliance therewith.
- FIFTH: The effective date of the Merger shall be the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida.
- SIXTH: The Surviving Corporation appoints the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Disappearing Corporation.

SEVENTH: The Surviving Corporation will promptly pay to the dissenting shareholders of the Disappearing Corporation the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

EIGHTH: The agreement and plan of merger is attached hereto as Exhibit A.

NINTH: These Articles of Merger may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute a single Articles of Merger.

IN WITNESS WHEREOF, the undersigned have caused and authorized these Articles of Merger as of this 30 day of April, 1997, as their act and the act and deed of the Surviving Corporation.

NES II, INC.

By: 

Name: Marshall N. Morton

Title: President

By: 

Name: George L. Mahoney

Title: Secretary

Exhibit A

AGREEMENT AND PLAN OF MERGER
OF
PARK BROADCASTING OF FLORIDA, INC.
INTO
NES II, INC.

AGREEMENT AND PLAN OF MERGER, dated as of April 2, 1997, by and between NES II, Inc., a Virginia corporation and Park Broadcasting of Florida, Inc., a Florida corporation (the "Disappearing Corporation"). Pursuant to Section 13.1-716 of the Virginia Stock Corporation Act and Section 607.1101 of the Florida Business Corporation Act, the constituent corporations agree that they shall merge (the "Merger") according to the terms set forth below:

FIRST: The Disappearing Corporation, which was incorporated on June 25, 1992, shall merge with and into NES II, Inc., which was formed under the name Onduline, Inc. and was incorporated on November 12, 1981; NES II, Inc. will be the surviving corporation (the "Surviving Corporation") and will be governed by the laws of the Commonwealth of Virginia.

SECOND: The Disappearing Corporation has one hundred (100) issued and outstanding shares of common stock which are entitled to vote, constituting all of its capital stock; all such stock is owned by Media General Broadcasting Holdings, Inc. (the "Parent"), a Delaware corporation. The Surviving Corporation has one thousand (1,000) issued and outstanding shares of common stock which are entitled to vote, constituting all of its capital stock; all such stock is owned by Media General, Inc., a Virginia corporation.

THIRD: The Merger shall be effective as of the date on which the Articles of Merger and the Certificate of Merger are filed with each respective State (the "Effective Date"). Upon the Merger, the corporate existence of the Surviving Corporation, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and the corporate identity and existence of the Disappearing Corporation, with all its purposes, powers and objects, shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence and corporate organization of the Disappearing Corporation shall cease as of the Effective Date.

FOURTH: As of the Effective Date, the issued and outstanding shares of the capital stock of the Surviving Corporation and of the Disappearing Corporation shall become and be converted as follows: (A) the shares of the Surviving Corporation's stock which are outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action by the holder thereof, be and become shares of the Surviving Corporation; and (B) the certificates representing the shares of the Disappearing Corporation's stock outstanding and presently owned by the Parent shall be canceled. At and after the Effective Date, the Surviving Corporation shall possess all the rights, privileges, immunities, powers, and purposes, of each of the Surviving Corporation and the Disappearing Corporation; all the property, real and personal, shall vest in the Surviving Corporation without further act or deed; and the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of the Surviving Corporation and the Disappearing Corporation.

FIFTH: As of the Effective Date, the certificate of incorporation and the bylaws of the Surviving Corporation shall be in the form of the existing certificate of incorporation and bylaws of the Surviving Corporation.

SIXTH: This Agreement and Plan of Merger may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute a single agreement.

IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed on its behalf by its duly authorized officers, as of the day and year first written above.

NES II, INC.

By: 

Name: Marshall N. Morton
Title: President

By: _____

Name: George L. Mahoney
Title: Secretary

PARK BROADCASTING OF FLORIDA, INC.

By: 

Name: James A. Zimmerman
Title: President

By: _____

Name: George L. Mahoney
Title: Secretary