

V51630

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FILE NO.: 48594.1 [47101]
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March 30, 1998

VIA OVERNIGHT

Florida Secretary of State
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

Re: *Articles of Merger of Jake-22, Incorporated with and into Jake-22 Management Company*

Dear Sir/Madam:

800002473988--2
-03/31/98--01087--001
*****70.00 *****70.00

This letter is to request that you file the enclosed documents which merge Jake-22, Incorporated, a Florida corporation, with and into Jake-22 Management Company, a Georgia corporation. Please note that Jake-22 Management Company will be the surviving corporation. Accordingly, please find enclosed the following documents:

1. An original and one copy of Articles of Merger with a copy of the Plan and Agreement of Merger attached thereto; and
2. A check made payable to the Florida Secretary of State in the amount of \$70 in remittance for your filing fees.

Please file the original Articles of Merger and stamp the copies filed with the date and time of filing and return them to me in the enclosed self-addressed, stamped envelope.

Please note that the effective date of the merger is March 31, 1998. It is my understanding that the merger will be effective as of March 31, 1998 so long as you receive the enclosed Articles of Merger on such date. If that understanding is incorrect or if you receive this letter and the attached enclosures later than March 31, 1998, please contact me immediately.

Thank you for your attention to this matter and if you have any questions or require further information, please do not hesitate to contact me.

V5 APR 6 1998

Merger

FILED
98 MAR 31 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Florida Secretary of State **HUNTON & WILLIAMS**
Corporations Division

March 30, 1998

Page 2

With sincere regard, I am

Very truly yours,



Gregory K. Gale

GKG:ps
Enclosures

cc: Mr. Van Jakes

ARTICLES OF MERGER
Merger Sheet

MERGING:

JAKE-22, INCORPORATED, a Florida corporation, V51630

,

INTO

JAKE-22 MANAGEMENT COMPANY, a Georgia corporation not qualified in
Florida.

File date: March 31, 1998

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
OF
JAKE-22, INCORPORATED
(a Florida corporation)
WITH AND INTO
JAKE-22 MANAGEMENT COMPANY
(a Georgia corporation)

FILED
98 MAR 31 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations adopt the following Articles of Merger:

I.

The names and states of the constituent corporations of the merger (the "Merger") are Jake-22, Incorporated, a Florida corporation (sometimes referred to herein as Jake-22, Inc.), and Jake-22 Management Company, a Georgia corporation.

II.

The Plan and Agreement of Merger is attached hereto as Exhibit A and is incorporated herein by this reference. The Plan and Agreement of Merger was adopted by the sole shareholder of Jake-22, Incorporated by unanimous written consent in accordance with Section 607.0704 of the Act on March 26, 1998. The approval of the Merger by the sole shareholder of Jake-22 Management Company was not required. The Board of Directors of Jake-22 Management Company approved the Merger on March 26, 1998.

III.

The effective date of the Merger is 12:00 midnight on March 31, 1998.

IN WITNESS WHEREOF, the undersigned have set their hands and seals on behalf of
the following corporations on the 26th day of March ~~X~~, 1998.

JAKE-22 MANAGEMENT COMPANY

By: Van K. Jakes
Name: Van K. Jakes
Title: President

JAKE-22 INC.

By: Van K. Jakes
Name: Van K. Jakes
Title: President

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (hereinafter referred to as the "Plan of Merger") dated the 26th day of March, 1998, is by and between JAKE-22, INCORPORATED, a Florida corporation ("Jake" or "Jake-22, Inc.") and JAKE-22 MANAGEMENT COMPANY, a Georgia corporation ("Management") (Jake and Management are sometimes hereinafter collectively referred to as the "Constituent Corporations.")

WITNESSETH:

WHEREAS, Jake was incorporated on July 20, 1992, under the Florida Business Corporation Act, with authorized capital stock of seven thousand five hundred (7500) shares, one dollar (\$1.00) par value per share, one hundred (100) shares of which have been validly issued and presently are outstanding and owned by Van K. Jakes; and

WHEREAS, Management was incorporated on April 12, 1994, under the Georgia Business Corporation Code, with authorized capital stock of five hundred (500) shares, one dollar (\$1.00) par value per share, one hundred (100) shares of which have been validly issued and presently are outstanding and owned by Van K. Jakes; and

WHEREAS, the Boards of Directors of Jake and Management deem it advisable and in the best interests of the respective corporations that Jake merge with and into Management, with Management as the surviving entity in the merger (hereinafter referred to as the "Surviving Corporation"), and that on such merger, the separate existence of Jake shall cease; and

WHEREAS, in furtherance of the consummation of such merger, the parties hereto desire to enter into this Agreement.

NOW, THEREFORE, in accordance with the laws of the States of Florida and Georgia, and in consideration of the foregoing premises and the mutual covenants and agreements contained herein, and other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, Jake and Management hereby agree as follows:

I. Merger.

A. Names of the Constituent Corporations; Merger. The names of the corporations proposing to merge pursuant to this Plan of Merger are Jake-22, Inc., a Florida corporation, and Jake-22 Management Company, a Georgia corporation. On the Effective Date (as defined in Paragraph C of this Section I), Jake shall be merged with and into Management and the separate existence of Jake shall cease. The Constituent Corporations shall become a single corporation which shall be Management and Management shall continue in existence as the Surviving Corporation under the name "Jake-22 Management Company." Except as otherwise specifically set forth herein, the identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

B. Law of the Surviving Corporation. The Surviving Corporation will be governed under the laws of the State of Georgia.

C. Effective Date. This Plan of Merger shall become effective at 12:00 midnight on March 31, 1998 (the "Effective Date").

D. Scope of Agreement and Plan. The parties intend this merger to qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986 (the "Code"), and this Plan of Merger shall be construed and interpreted accordingly. This Plan of Merger shall constitute a "plan of reorganization" pursuant to Sections 354 and 368(a)(1)(A) of the Code and Treasury Regulations Sections 1.368-2(g) and 1.368-3(a). All the parties to the reorganization agree to comply with the requisite reporting requirements, including Treasury Regulation Section 1.368-3.

II. Terms and Conditions of the Merger.

A. Articles of Incorporation of the Surviving Corporation. On the Effective Date, the Articles of Incorporation of Management, as in effect immediately before the Effective Date, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until amended in accordance with the laws of the State of Georgia.

B. Bylaws of the Surviving Corporation. On the Effective Date, the Bylaws of Management, as in effect immediately before the Effective Date, shall continue in full force and effect as the Bylaws of the Surviving Corporation until amended as provided therein and in accordance with the laws of the State of Georgia.

C. Property and Liabilities. On the Effective Date, the separate existence of Jake shall cease and Jake shall be merged with and into Management with Management as the Surviving Corporation. The Surviving Corporation, from and after the Effective Date, shall possess all the rights, privileges, immunities, powers and franchises of whatever nature and description of each of the Constituent Corporations, and shall be subject to all the restrictions, duties, obligations and liabilities of each of the Constituent Corporations; and all property (real, personal and mixed) and all debts due to any of the Constituent Corporations on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to any of them shall be vested in the Surviving Corporation; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter the property of the Surviving Corporation as they were of the Constituent Corporations; and the title to any real estate vested by deed or otherwise in any of them shall not be impaired in any way by reason of such merger. All rights of creditors and liens upon the property of the parties hereto shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the parties shall henceforth attach to and be the liabilities of the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by it. Any claim existing or action or proceeding pending by or against the Constituent Corporations may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in any such action or proceeding. If at any time the Surviving Corporation shall

consider or be advised that any further assignments, assurances in law, or other acts or instruments are necessary or desirable to vest, perfect, or confirm in the Surviving Corporation the title to any property or rights of the Constituent Corporations, the Constituent Corporations and their proper officers and directors shall and will do all such acts and things as may be necessary or proper to vest, affect, or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Plan of Merger. Without limitation of the previous sentence, the Constituent Corporations acknowledge that the assignment and transfer to the Surviving Corporation of interests in certain franchise agreements, licenses and real property require the actions of certain third parties and may not be completed on or prior to the Effective Date. Accordingly, the Constituent Corporation and their proper officers and directors shall and will do all such acts and things as may be necessary or proper to vest, affect, or confirm assignment and transfer to the Surviving Corporation of such interests in franchise agreements, licenses and real property and otherwise to carry out the purposes of this Plan of Merger, even after the Effective Date until such time as title to all property or rights of the Constituent Corporations is vested, perfected, and confirmed in the Surviving Corporation.

D. Directors and Officers of the Surviving Corporation. The directors and officers of Management in office on the Effective Date shall continue in office, and each shall be the directors and officers of the Surviving Corporation for their respective terms of office, to hold office until their successors are elected or appointed and qualified in accordance with the Bylaws of the Surviving Corporation. If, on the Effective Date, a vacancy shall exist in the Board of Directors or in any of the offices of the Surviving Corporation, for any reason, such vacancy may be filled in the manner provided in the Bylaws of the Surviving Corporation.

III. Manner and Basis of Conversion of Shares.

A. Stock of Jake. On the Effective Date, by virtue of the merger, each share of capital stock of Jake issued and outstanding immediately before the Effective Date shall be canceled and retired and converted into and become a right to receive one (1) share of capital stock of Management. Each holder of a certificate or certificates that immediately before the Effective Date represented outstanding shares of the capital stock of Jake (i) shall surrender such certificate or certificates to the Surviving Corporation, duly endorsed and executed as the Surviving Corporation may require, to the Surviving Corporation for cancellation and (ii) receive in exchange therefor one (1) share of capital stock of Management, the Surviving Corporation, for each share of capital stock of Jake. Until so surrendered, the outstanding shares of the capital stock of Jake to be converted into stock of the Surviving Corporation as provided herein may be treated by the Surviving Corporation for all corporate purposes as evidencing the ownership of shares of the Surviving Corporation as though such surrender and conversion had taken place.

B. Stock of Management. On the Effective Date, each certificate representing shares of the capital stock of Management shall be deemed for all purposes to evidence the ownership of an equal number of shares of the capital stock of the Surviving Corporation.

C. Status of Shares of the Surviving Corporation. All outstanding shares of capital stock of the Surviving Corporation following the merger and the conversion of the shares hereunder shall be fully paid and non-assessable.

IV. Miscellaneous.

A. The Boards of Directors of the Constituent Corporations may amend this Plan of Merger at any time prior to the filing of a Certificate of Merger with the Secretary of State of Georgia and the filing of Articles of Merger with the Department of State of Florida, provided, however, that an amendment made subsequent to the approval of this Plan of Merger by the stockholders of any Constituent Corporation (if such approval was required) or by the Board of Directors of any Constituent Corporation (if stockholder was not required) shall not (a) change the amount or kind of shares, securities, cash, property or rights to be received in exchange for or on conversion of all or any of the shares (or any class or series thereof) of such Constituent Corporation, (b) alter or change any term of the Articles of Incorporation of the Surviving Corporation (unless otherwise permitted by applicable state law), (c) alter or change any of the terms and conditions of the Plan of Merger if such alteration or change would materially and adversely affect the holders of any shares (or any class or series thereof) of such Constituent Corporation, or (d) with regard to a Constituent Corporation that did not require stockholder approval, require such Constituent Corporation to submit this Plan of Merger to its stockholders for approval.

B. The duly authorized officers of Jake and Management shall cause a Certificate of Merger, Articles of Merger, and such other documents as may be required under the laws of the States of Florida and Georgia to be executed and the Constituent Corporations shall cause such Certificate of Merger, Articles of Merger, and other documents to be filed as required by the laws of the States of Florida and Georgia, and shall cause all fees with respect thereto to be paid and all notices with respect thereto to be properly given or published. This Plan of Merger may be abandoned by the Boards of Directors of the Constituent Corporations at any time prior to the filing of the Certificate of Merger and the Articles of Merger as described herein.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the Constituent Corporations have hereunto caused their duly authorized officers to execute and deliver this Plan and Agreement of Merger as of the day first written above.

[CORPORATE SEAL]

Attest: Rhonda Jakes
Name: Rhonda Jakes
Title: Secretary

JAKE-22, INC.

By: Van K. Jakes
Name: Van K. Jakes
Title: President

[CORPORATE SEAL]

Attest: Rhonda Jakes
Name: Rhonda Jakes
Title: Secretary

JAKE-22 MANAGEMENT COMPANY

By: Van K. Jakes
Name: Van K. Jakes
Title: President