

V60896

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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1.) Freedom Group - Naples Management Company Inc (IN)
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SPECIAL INSTRUCTIONS

See 10/21

RECEIVED
98 OCT 20 AM 9:43
DIVISION OF CORPORATION
FILED
98 OCT 20 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 20, 1998

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: FREEDOM GROUP-NAPLES MANAGEMENT COMPANY, INC.
Ref. Number: V60896

We have received your document for FREEDOM GROUP-NAPLES MANAGEMENT COMPANY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the person signing the document must be typed or printed beneath or opposite the signature.

Please include the exhibit(s) referred to in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 798A00051725

ARTICLES OF MERGER
Merger Sheet

MERGING:

FREEDOM GROUP-NAPLES MANAGEMENT COMPANY, INC., a Florida
corporation, V60896

INTO

FREEDOM GROUP-NAPLES MANAGEMENT COMPANY, INC., a Tennessee
corporation not qualified in Florida.

File date: October 20, 1998

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER
OF
FREEDOM GROUP-NAPLES MANAGEMENT COMPANY, INC. (FL)
WITH AND INTO
FREEDOM GROUP-NAPLES MANAGEMENT COMPANY, INC. (TN)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), Freedom Group-Naples Management Company, Inc., a Florida Corporation ("FGNMC-FL"), and Freedom Group-Naples Management Company, Inc., a Tennessee Corporation ("FGNMC-TN"), collectively referred to as the "Merging Corporations," adopt the following Articles of Merger for the purpose of merging FGNMC-FL with and into FGNMC-TN, with FGNMC-TN being the surviving corporation (the "Merger").

1. The Plan of Merger approved by each of the Merging Corporations is attached hereto as Exhibit A.
2. The effective date of the Merger shall be the later of the date Articles of Merger are filed with the Secretary of State of the State of Tennessee or the date of filing hereof.
3. Approval of the Plan of Merger by the shareholders of FGNMC-TN is not required by the Tennessee Business Corporation Act. The Plan of Merger was approved by the sole director of FGNMC-TN on October 14, 1998.
4. The Plan of Merger was approved by the sole shareholder of FGNMC-FL on October 14, 1998.

Dated as of October 14, 1998.

FREEDOM GROUP-NAPLES MANAGEMENT
COMPANY, INC.,
a Florida corporation

By: [Signature] W.E. SHERIFF
Title: [Signature]

FREEDOM GROUP-NAPLES MANAGEMENT
COMPANY, INC.,
a Tennessee corporation

By: [Signature]
Title: [Signature]

**PLAN OF MERGER
OF
FREEDOM GROUP-NAPLES MANAGEMENT COMPANY, INC. (FL)
WITH AND INTO
FREEDOM GROUP-NAPLES MANAGEMENT COMPANY, INC. (TN)**

1. Constituent Corporations: Surviving Corporations. The corporations proposing to merge are Freedom Group-Naples Management Company, Inc., a Tennessee corporation ("FGNMC-TN"), and Freedom Group-Naples Management Company, Inc., a Florida corporation ("FGNMC-FL"). FGNMC-FL proposes to merge with and into FGNMC-TN, with FGNMC-TN being the "Surviving Corporation" (the "Merger"). The Surviving Corporation's name shall be Freedom Group-Naples Management Company, Inc.
2. Terms and Conditions of Merger. The Merger will become effective upon the later of the filing of the Articles of Merger (the "Articles of Merger") in the office of the Secretary of State of the State of Tennessee or the filing of the Articles of Merger in the office of the Secretary of State of the State of Florida (the "Effective Time").
 - a. Continuation of FGNMC-TN. The name, identity, purpose, existence, rights, privileges, powers, franchises, properties, and assets of FGNMC-TN shall continue unaffected and unimpaired by the Merger.
 - b. Termination of Existence of FGNMC-FL. Following the effectiveness of the Merger, the separate existence of FGNMC-FL shall cease, and all rights, privileges, powers, properties, and assets of FGNMC-FL shall be vested in FGNMC-TN and shall be effectively the property of FGNMC-TN as they were of FGNMC-FL.
3. Organization of Surviving Corporation.
 - a. Governing Documents. The Charter of FGNMC-TN shall be the Charter of the Surviving Corporation (the "Charter"), and the Bylaws of FGNMC-TN shall be the Bylaws of the Surviving Corporation (the "Bylaws"), at and after the Effective Time.
 - b. Directors and Officers. The directors and officers of FGNMC-TN shall be the directors and officers of the Surviving Corporation immediately at and after the Effective Time. Each such director and officer shall hold such office until his successor has been elected or appointed and qualified to serve, or as otherwise provided by the Charter or Bylaws.

4. Conversion of Common Stock. At the Effective Time, each issued and outstanding share of the common stock of FGNMC-FL shall not be converted into shares of FGNMC-TN capital stock, but shall be cancelled, and the outstanding capital stock of FGNMC-TN shall not be changed, but shall be and remain the same as before the Effective Time.