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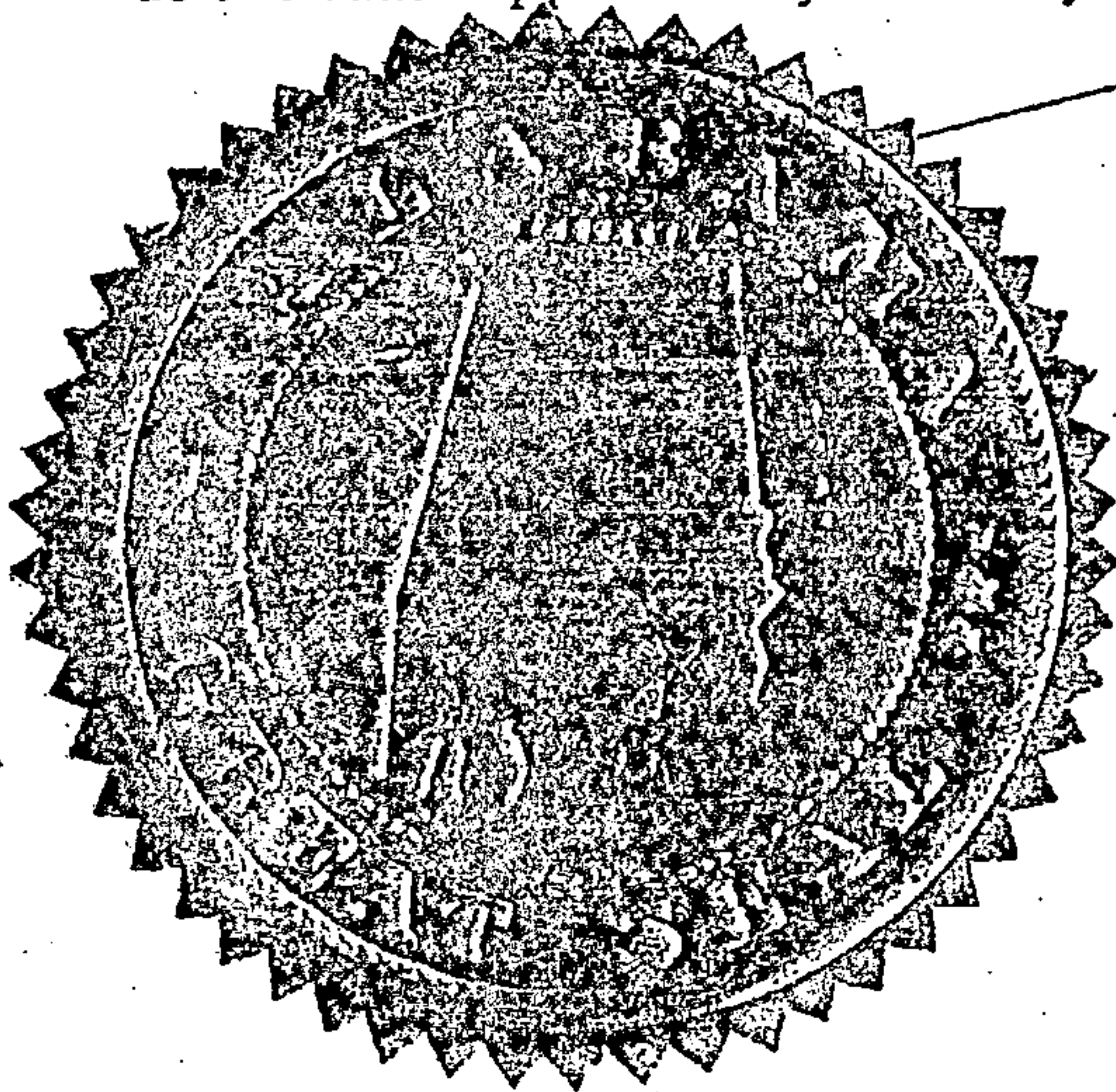
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**The State of Alabama**  
DEPARTMENT OF STATE

I, MRS. AGNES BAGGETT, Secretary of State of the State of Alabama, do hereby certify that the pages hereto attached, contain a true, accurate and literal copy of Agreement and Plan of Merger merging Daniel Realty Corporation, an Alabama corporation, into Imperial Plaza Corporation, a Virginia corporation not qualified in the State of Alabama, as filed in the office of Secretary of State of Alabama on January 20, 1978, at 8:10 A.M.

as the same appears on file and of record in this office.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, this 3rd day of February One Thousand Nine Hundred and Seventy-eight

Mrs. Agnes Baggett  
Secretary of State.





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DATE 1-20-78  
8:10 A.M.

SECRETARY OF STATE  
*Mrs. Cyndy Bynette*

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated this 19<sup>th</sup> day of January, 1978, between Imperial Plaza Corporation, a Virginia corporation having its registered office in Virginia at 700 East Main Street, Richmond, Virginia 23212, (herein "Surviving Corporation"), and Daniel Realty Corporation, an Alabama corporation, having its registered office in Alabama at the Daniel Building, Birmingham, Alabama 35203, (herein "Merging Corporation"), both corporations being sometimes collectively called the Constituent Corporations.

WHEREAS, Surviving Corporation is a corporation duly organized and existing under the laws of the Commonwealth of Virginia, having authorized capital stock consisting of 5,000 shares, all of which are of one class and with a par value of \$10.00 per share, of which 5,000 shares are issued and outstanding; and

WHEREAS, Merging Corporation is a corporation duly organized and existing under the laws of the State of Alabama, having authorized capital stock consisting of 2,500 shares, all of which are of one class and with a par value of \$20.00 per share, of which 500 shares are issued and outstanding; and

WHEREAS, the Board of Directors of the Constituent Corporations deem it advisable that these corporations merge and have duly approved and authorized this Agreement and Plan of Merger; and

*Balch, Bingham, Baker et al*  
*600 North - 18th St.*  
*Bham, Ala - 35203*

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WHEREAS, the laws of the state of incorporation of the Constituent Corporations permit the merger provided for herein and the Constituent Corporations desire to merge under and pursuant to the laws of their respective states of incorporation, and all conditions to such merger under the laws of such states having been satisfied.

NOW THEREFORE, in consideration of the premises and of the mutual agreements and covenants herein contained, the parties agree that the Constituent Corporations shall be merged on the following terms and conditions:

1. The Merger. At the effective time of the merger, the separate existence of the Merging Corporation shall cease and Merging Corporation shall be merged with and into Surviving Corporation, which shall continue its corporate existence and be the corporation surviving the merger. The merger shall be effective upon the filing of the Agreement and Plan of Merger and such other instruments as shall be required by law with the appropriate officials of the state of incorporation of each of the Constituent Corporations. The effective time of the merger shall be the time at which such filings shall have been made in accordance with the laws of the state of incorporation of each of the Constituent Corporations.

2. Name of Surviving Corporation. The name of the corporation surviving the merger shall be "Imperial Plaza Corporation."

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3. Articles of Incorporation and By-Laws of Surviving Corporation. The articles of incorporation and by-laws of Surviving Corporation as in effect at the effective time of the merger shall continue in full force and effect as the certificate of incorporation and by-laws of Surviving Corporation, except that Article Third of the Surviving Corporation's Articles of Incorporation shall be amended to read as follows:

"Third: The aggregate number of shares which the corporation shall have the authority to issue and the par value per share are as follows:

<u>CLASS AND SERIES</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE PER SHARE</u>
Common	6,000	\$10.00 "

4. Directors and Officers. Persons who are officers and directors of the Surviving Corporation at the effective time of the merger shall continue to hold office as such until the first annual meeting of the shareholders of Surviving Corporation after the effective time of the merger and until their respective successors are elected or appointed in the manner provided in the by-laws, or until their death, resignation or removal as provided in the by-laws of Surviving Corporation.

5. Capitalization. The merger shall effect no change in any of the shares of Surviving Corporation's stock outstanding at the effective time of the merger. Each share of Merging Corporation's Stock outstanding at the effective time of the merger shall, without further action, be converted into two shares of the \$10.00 par value common stock of the Surviving Corporation.

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6. Further Assurances. The Merged Corporation agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason of or as a result of the merger and otherwise to carry out the intent and purposes of the Agreement and Plan of Merger and the proper officers and directors of the Merging Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

7. Termination. The Agreement and Plan of Merger may be terminated by the Board of Directors of either of the Constituent Corporations prior to the effectiveness thereof, whether before or after shareholder approval and for any reason they may deem sufficient and proper.

8. Governing Law. The laws which shall govern the Surviving Corporation shall be the laws of the Commonwealth of Virginia.

9. Counterparts. The Agreement and Plan of Merger may be executed in any number of counterparts, each of



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which shall be deemed an original but all of which together shall constitute but one agreement.

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger have caused the same to be executed in their corporate names by their duly authorized officers as of the day and year first above written.

ATTEST:

IMPERIAL PLAZA CORPORATION,  
a Virginia corporation

*[Signature]*  
Secretary

By *[Signature]*  
Its President

(SEAL)

ATTEST:

DANIEL REALTY CORPORATION,  
an Alabama corporation

*[Signature]*  
Secretary

By *[Signature]*  
Its President

(SEAL)

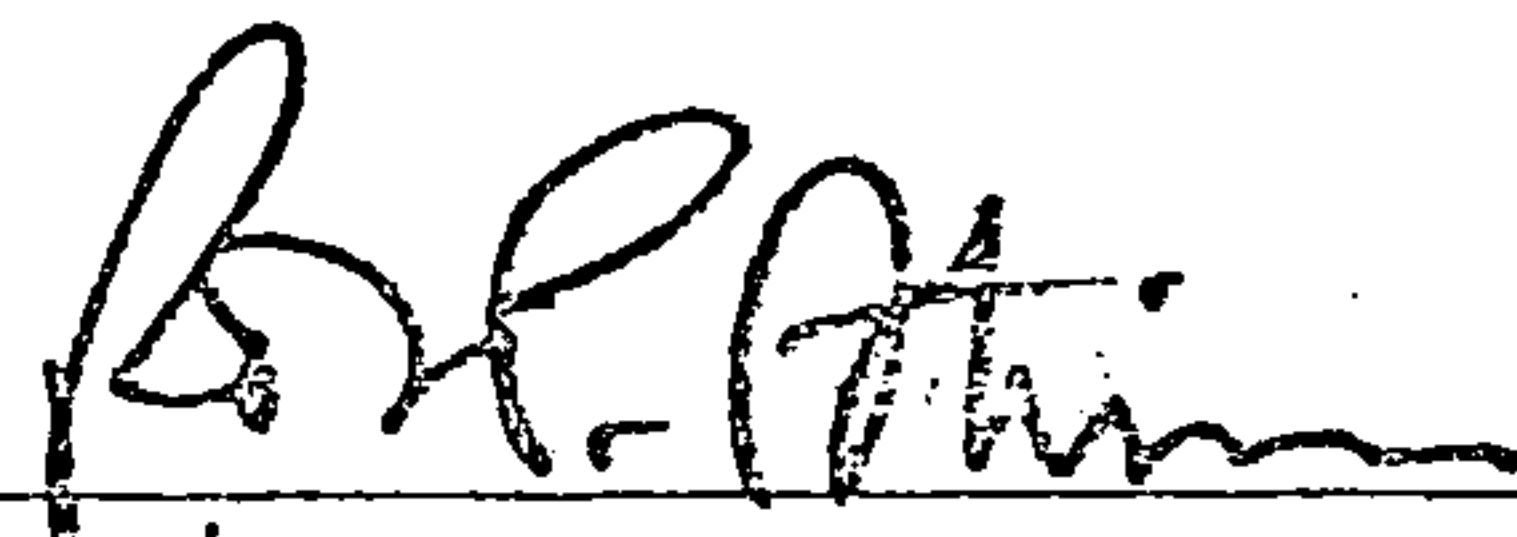
CERTIFICATE

The undersigned Secretary of Imperial Plaza Corporation, a Virginia corporation ("Plaza"), hereby certifies, under the seal of the Corporation, as such secretary, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly


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approved by resolution of the Board of Directors of Plaza and signed on behalf of said corporation, and having been signed on behalf of Daniel Realty Corporation, an Alabama corporation ("Realty"), was duly adopted pursuant to the requirements of the Virginia Stock Corporation Act, by the unanimous written consent of the shareholders holding all of the issued and outstanding shares of Plaza and such Agreement and Plan of Merger was thereby adopted as the act of the shareholders of said Plaza, and as the duly adopted agreement and act of said corporation.

WITNESS my hand on this 19<sup>th</sup> day of January, 1978.

  
Secretary

(SEAL)

  
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CERTIFICATE

The undersigned Secretary of Daniel Realty Corporation, an Alabama corporation ("Realty"), hereby certifies under the seal of the corporation, as such secretary, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly approved by resolution of the Board of Directors of Realty and signed on behalf of said corporation, and having been signed on behalf of Imperial Plaza Corporation, a Virginia corporation ("Plaza"),

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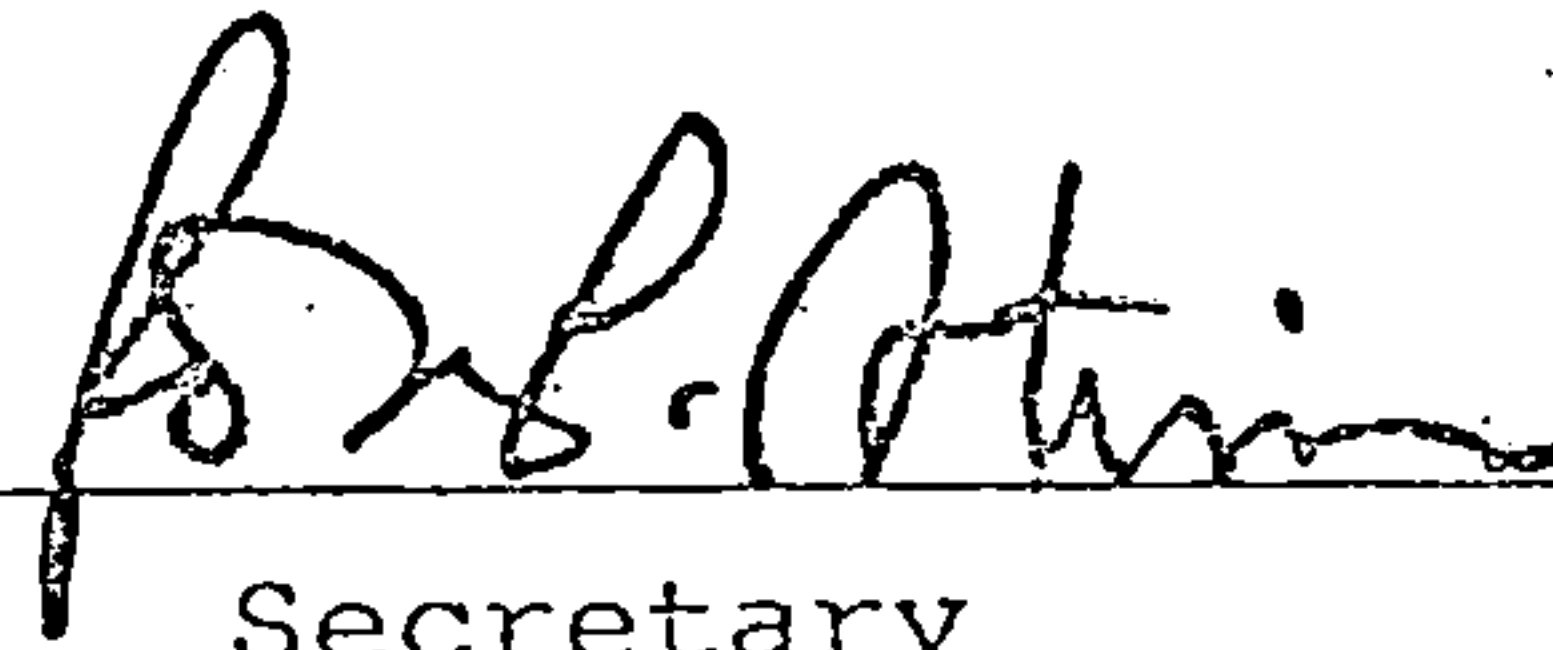




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was duly adopted pursuant to the requirements of the Alabama Business Corporation Act, by the unanimous written consent of the shareholders holding all of the issued and outstanding shares of Realty and such Agreement and Plan of Merger was thereby adopted as the act of the shareholders of Realty, and as the duly adopted agreement and act of said corporation.


WITNESS my hand on this 19<sup>th</sup> day of January, 1978.

  
Secretary

(SEAL)

STATE OF ALA. SHELBY CO.  
I CERTIFY THIS  
INSTRUMENT WAS FILED

1978 FEB 16 AM 10:24

  
JUDGE OF PROBATE

Rec. 12<sup>00</sup>  
Ind. 1<sup>00</sup>  
13<sup>00</sup>

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