

STATE OF OHIO
DEPARTMENT OF STATE



TED W. BROWN
SECRETARY OF STATE

B0966-0253
RECEIPT NO. **21672**
B966-0253

DATE 4/29/74

225851
NUMBER

RECEIVED OF
OR FILED BY POWELL & POWELL

THE SUM OF \$ 25.00 FOR FILING HER OF
LONG'S COLLEGE BOOK COMPANY

RETURNED TO: 21672
POWELL & POWELL
17 S. HIGH ST.
COLUMBUS, OH 43215

MER \$ 25.00

NAME:
LONG'S COLLEGE BOOK COMPANY

TOTAL FEE \$ 25.00



B0966-0254

DEPARTMENT OF STATE

TED W. BROWN
Secretary of State

Certificate

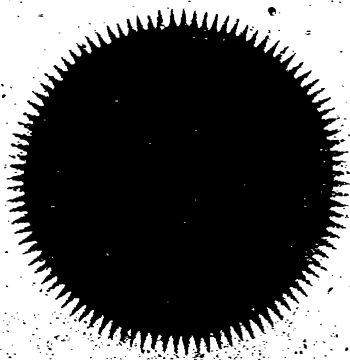
225851

It is ~~Hereby~~ **Certified** that the Secretary of State of Ohio has custody of the
Records of Incorporation and Miscellaneous Filings; that said records show
the filing and recording of; 1 MER of
LONG'S COLLEGE BOOK COMPANY

United States of America
STATE OF OHIO
Office of the Secretary of State

Recorded on Roll B966 at Frame 0255 of the
Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the City of
Columbus, Ohio, this 26TH day of APRIL, A. D. 19 74


TED W. BROWN
Secretary of State

B0966-0255

AGREEMENT OF MERGER

225857

PROVED

4/26/74

25.00

21672

This agreement is made this 24th day of April, 1974, by and between Long's College Book Company and Logan's Inc. both of which are corporations formed and existing under the laws of the State of Ohio sometimes hereinafter referred to as the constituent corporations.

The constituent corporations hereby agree to merge upon the terms and conditions stated below:

1. Logan's Inc. shall be merged into Long's College Book Company which shall be the surviving corporation.

2. The name of the surviving corporation shall continue to be Long's College Book Company.

3. The principal office of the surviving corporation shall continue to be located in the City of Columbus, Franklin County, Ohio.

4. The purpose or purposes of the surviving corporation are the following:

To establish, purchase, lease, construct or otherwise acquire, to own, operate, maintain, or otherwise conduct, to sell, lease or otherwise dispose of books, stationer's and school supplies, periodicals, dry goods stores, clothing stores, haberdashery stores, specialty stores and chain stores, in any one or more lines of mercantile or merchandise

B0966-0256

business at retail or wholesale; to carry on in any or all of its branches, a general merchandising business, and in connection with any or all of the foregoing, to carry on any or all of the trades, business undertakings or functions which are subsidiary or incidental or contributory thereto.

To establish, operate and conduct restaurants, tea rooms, lunch rooms and the like.

To provide and maintain refreshment rooms, rest rooms, newspaper rooms, reading and writing rooms, dressing rooms, telephones, and other conveniences of any and every kind, for the use of customers and employees, and in general to do any acts, and to provide all things for use which may be necessary or convenient for the comfort, health, welfare or convenience of customers and employees.

To acquire and pay for in cash, stocks or bonds of this corporation or otherwise, the business, good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To conduct a general printing and publishing business; to purchase, own, hold, deal in, mortgage or otherwise hold, and to lease, rent, sell, exchange, transfer or in any manner whatsoever dispose of real and personal property; to

engage in import and export trade as principal or as agent, broker, consignee or factor, and to carry on any other business which the company may deem convenient or which may render profitable any of said company's property or rights.

To engage in any lawful act or activity for which corporations may be formed under Section 1701.01 to 1701.98 inclusive of the Ohio Revised Code.

5. The present directors of Long's College Book Company shall continue as the directors of the surviving corporation.

6. Frank C. Long of 2542 Tremont Road in the City of Columbus, Franklin County, Ohio, a natural person and resident of such county, shall continue as the statutory agent for the surviving corporation upon whom process of tax notices and demands of such said surviving corporation or Logan's Inc., the constituent corporation, may be served.

7. The manner of carrying out said merger will be as follows:

All of the outstanding stock of Logan's Inc., all of which is presently owned by Long's College Book Company shall be cancelled. The authorized issued in outstanding stock of Long's College Book Company, the surviving corporation shall remain unchanged.

8. The assets of Logan's Inc. shall be reported in the accounts of the surviving corporation at their book value as of the effective date. The surviving corporation shall take into account the stated capital, capital surplus and earned surplus of Logan's Inc.

9. The Code of Regulations for Long's College Book Company shall continue to be the Code of Regulations for the surviving corporation.

10. The surviving corporation, through its Board of Directors shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the merged corporation and the shareholder or shareholders desiring to sell such shares to the corporation.

11. This agreement shall become effective on May 1, 1974, and the term effective date whenever used in this agreement shall be May 1, 1974.

12. The Board of Directors of Long's College Book Company shall have the power in its discretion to abandon this merger or the merger provided for herein prior to the filing of this agreement with the office of the Secretary of State of Ohio.

In Witness Whereof the constituent corporations have caused their respective corporate names to be signed hereto by the respective Presidents and Secretaries thereunto duly authorized by the respective Board of Directors ~~in accordance with Ohio Revised Code Section 1701.80.~~ in accordance with Ohio Revised Code Section 1701.80.

Logan's, Inc.

Long's College Book Company

By:

Frank C. Long, Jr.
Frank C. Long, Jr. - President

By:

Frank C. Long, Jr.
Frank C. Long, Jr. - President

James C. Clucus
James C. Clucus - Secretary

James C. Clucus
James C. Clucus - Secretary

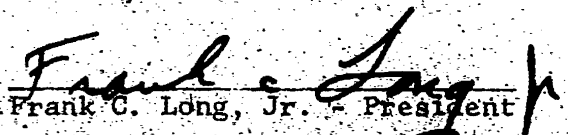
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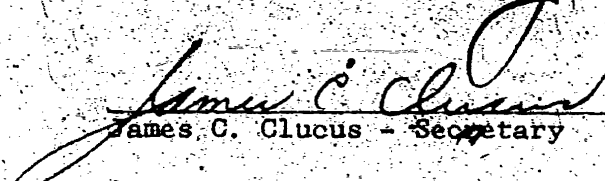
CERTIFICATE

We Frank C. Long, Jr., President and James C. Clucus, Secretary of Long's College Book Company do hereby certify:

That pursuant to the provisions of Section 1701.54 and 1701.80 of the Ohio Revised Code all of the Directors of Long's College Book Company consented in writing on April ~~26th~~, 1974, to the adoption of the foregoing agreement of merger and authorized the President and Secretary of Long's College Book Company to execute said agreement on its behalf.

In Witness Whereof we have set our hand this ~~26th~~ of April, 1974.


Frank C. Long, Jr. - President


James C. Clucus - Secretary

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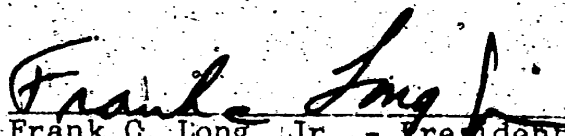
CERTIFICATE

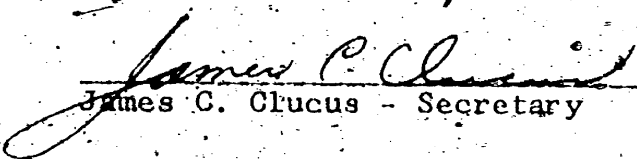
We, Frank C. Long, Jr., President, and James C. Clucus, Secretary of Logan's, Inc. do hereby certify:

1. That pursuant to the provisions of Section 1701.80 of the Ohio Revised Code all of the Directors of Logan's, Inc. consented in writing on April ~~26~~²⁴, 1974, to the adoption of the foregoing agreement of merger.

2. That pursuant to the provisions of Section 1701.~~80~~⁵⁴ of the Ohio Revised Code all of the stockholders of Logan's, Inc. being Long's College Book Company consented in writing on April 1974, to the adoption of the foregoing agreement of merger and authorized the President and Secretary of Logan's, Inc. to execute said agreement on its behalf.

In Witness Whereof we have hereunto set our hands this ~~26~~²⁴ day of April, 1974.


Frank C. Long, Jr. - President


James C. Clucus - Secretary