

227509

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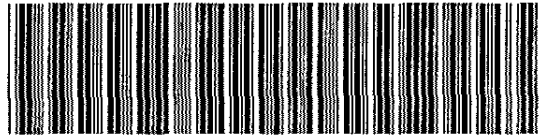
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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*merger*

07/21/04--01069--007 \*\*78.75

RECEIVED  
04 JUL 21 AM 11:58  
DIVISION OF CORPORATIONS

FILED 4  
04 JUL 21 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
*[Handwritten initials]*

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Santa Fe Realty of  
High Springs

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by \_\_\_\_\_

*[Signature]* 7/21

Name \_\_\_\_\_

Date \_\_\_\_\_

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ARTICLES OF MERGER  
(Profit Corporations)

FILED  
04 JUL 21 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

FIRST: The name and jurisdiction of the surviving corporation is:

<u>NAME</u>	<u>JURISDICTION</u>
M. M. PARRISH AND ASSOCIATES, INC.	FLORIDA

SECOND: The name and jurisdiction of the merging ("absorbed") corporation is:

<u>NAME</u>	<u>JURISDICTION</u>
SANTA FE REALTY OF HIGH SPRINGS, INC.	FLORIDA

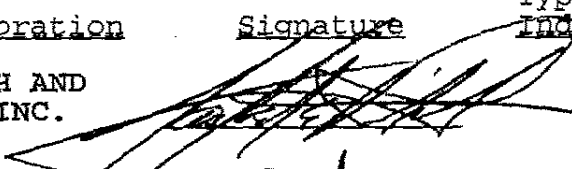
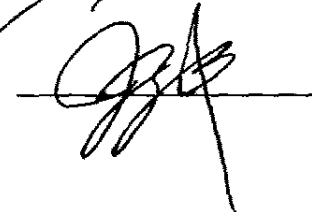
THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on July 19, 2004.

SIXTH: The Plan of Merger was adopted by the shareholders of the merging (absorbed) corporation on July 19, 2004.

SEVENTH: SIGNATURES FOR EACH CORPORATION:

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
M. M. PARRISH AND ASSOCIATES, INC.		SANFORD E. RITCH, Stockholder, President
		JAMES M. PARRISH, JR., Director, Vice- President

Mary B. Parrish

MARY B. PARRISH,  
Stockholder

Susan D. Parrish

SUSAN D. PARRISH,  
Stockholder,  
Director, Secretary,  
Treasurer

SANTA FE REALTY OF HIGH  
SPRINGS, INC.

[Signature]

SANFORD E. RITCH,  
President of M.M.  
Parrish and  
Associates, Inc.,  
Stockholder,

[Signature]

SANFORD E. RITCH,  
President, Director

[Signature]

JAMES M. PARRISH,  
JR., Vice-President,  
Director

Susan D. Parrish

SUSAN D. PARRISH,  
Secretary, Treasurer

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this  
19 day of July, 2004, by SANFORD E. RITCH, as a  
Stockholder and as President of M. M. PARRISH AND ASSOCIATES,  
INC., a Florida corporation, [ ] who has produced a driver's  
license issued within 5 years from date as identification; OR  
[ X ] who is personally known to me; OR [ ] who produced  
Other: \_\_\_\_\_, as identification.

Patricia Deyo

Notary Public  
Printed Name:  
Commission No.:

My Commission Expires:

(Affix Notary Seal)

**PATRICIA DEYO**  
Notary Public, State of Florida  
My comm. exp. Mar. 6, 2007  
Comm. No. DD 191081

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this  
19 day of July, 2004, by JAMES M. PARRISH, JR.,  
as a Director and as Vice-President of M. M. PARRISH AND  
ASSOCIATES, INC., a Florida corporation, [ ] who has produced  
a driver's license issued within 5 years from date as  
identification; OR [ X ] who is personally known to me; OR  
[ ] who produced Other: \_\_\_\_\_, as  
identification.

Patricia Deyo  
Notary Public  
Printed Name:  
Commission No.:

My Commission Expires:

(Affix Notary Seal)

**PATRICIA DEYO**  
**Notary Public, State of Florida**  
**My comm. exp. Mar. 8, 2007**  
**Comm. No. DD 191081**

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this  
19 day of July, 2004, by MARY B. PARRISH, as a  
Stockholder of M. M. PARRISH AND ASSOCIATES, INC., a Florida  
corporation, [ ] who has produced a driver's license issued  
within 5 years from date as identification; OR [ X ] who is  
personally known to me; OR [ ] who produced Other:  
\_\_\_\_\_, as identification.

Patricia Deyo  
Notary Public  
Printed Name:  
Commission No.:

My Commission Expires:

(Affix Notary Seal)

**PATRICIA DEYO**  
**Notary Public, State of Florida**  
**My comm. exp. Mar. 8, 2007**  
**Comm. No. DD 191081**

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this  
19 day of JULY, 2004, by SUSAN D. PARRISH, as a  
Stockholder, as a Director, and as Secretary and Treasurer of  
M. M. PARRISH AND ASSOCIATES, INC., a Florida corporation, [ ]  
who has produced a driver's license issued within 5 years from  
date as identification; OR [  ] who is personally known to me;  
OR [ ] who produced Other: \_\_\_\_\_, as  
identification.

*Patricia Deyo*

Notary Public  
Printed Name:  
Commission No.:

My Commission Expires:

(Affix Notary Seal)

**PATRICIA DEYO**  
**Notary Public, State of Florida**  
**My comm. exp. Mar. 6, 2007**  
**Comm. No. DD 191081**

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this  
19 day of JULY, 2004, by SANFORD E. RITCH, as  
President of M.M. Parrish and Associates, Inc., a Stockholder of  
SANTA FE REALTY OF HIGH SPRINGS, INC., a Florida corporation,  
[ ] who has produced a driver's license issued within 5 years  
from date as identification; OR [  ] who is personally known to  
me; OR [ ] who produced Other: \_\_\_\_\_,  
as identification.

*Patricia Deyo*

Notary Public  
Printed Name:  
Commission No.:

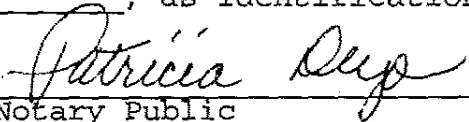
My Commission Expires:

(Affix Notary Seal)

**PATRICIA DEYO**  
**Notary Public, State of Florida**  
**My comm. exp. Mar. 6, 2007**  
**Comm. No. DD 191081**

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 19 day of July, 2004, by SANFORD E. RITCH, as a Director, and as President of SANTA FE REALTY OF HIGH SPRINGS, INC., a Florida corporation, [ ] who has produced a driver's license issued within 5 years from date as identification; OR [] who is personally known to me; OR [ ] who produced Other: \_\_\_\_\_, as identification.

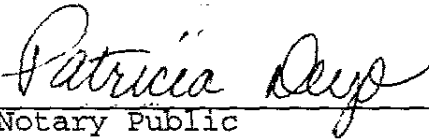
  
\_\_\_\_\_  
Notary Public  
Printed Name:  
Commission No.:

My Commission Expires:  
(Affix Notary Seal)

**PATRICIA DEYO**  
Notary Public, State of Florida  
My comm. exp. Mar. 6, 2007  
Comm. No. DD 191081

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 19 day of July, 2004, by JAMES M. PARRISH, JR., as a Director and as Vice-President of SANTA FE REALTY OF HIGH SPRINGS, INC., a Florida corporation, [ ] who has produced a driver's license issued within 5 years from date as identification; OR [] who is personally known to me; OR [ ] who produced Other: \_\_\_\_\_, as identification.

  
\_\_\_\_\_  
Notary Public  
Printed Name:  
Commission No.:

My Commission Expires:  
(Affix Notary Seal)

**PATRICIA DEYO**  
Notary Public, State of Florida  
My comm. exp. Mar. 6, 2007  
Comm. No. DD 191081

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this  
19 day of JULY, 2004, by SUSAN D. PARRISH, as  
Secretary and Treasurer of SANTA FE REALTY OF HIGH SPRINGS, INC.,  
a Florida corporation, [ ] who has produced a driver's license  
issued within 5 years from date as identification; OR [ X ] who  
is personally known to me; OR [ ] who produced Other:  
\_\_\_\_\_, as identification.

*Patricia Deyo*

Notary Public  
Printed Name:  
Commission No.:

My Commission Expires:

(Affix Notary Seal)

**PATRICIA DEYO**  
Notary Public, State of Florida  
My comm. exp. Mar. 6, 2007  
Comm. No. DD 191081



PLAN OF MERGER  
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the surviving corporation is:

<u>NAME</u>	<u>JURISDICTION</u>
M. M. PARRISH AND ASSOCIATES, INC.	FLORIDA

SECOND: The name and jurisdiction of the merging ("absorbed corporation") is:

<u>NAME</u>	<u>JURISDICTION</u>
SANTA FE REALTY OF HIGH SPRINGS, INC.	FLORIDA

THIRD: The terms and conditions of the merger are as follows:

A. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

B. Cancellation of Shares. The surviving corporation is the sole stockholder of the absorbed corporation, therefore,

through this Plan of Merger, the outstanding shares of stock owned by the surviving corporation shall be canceled as of the effective date of the merger, and all rights thereto shall terminate.

C. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

D. Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

E. Directors and Officers. The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

F. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

G. Approval by Stockholders. This plan of merger shall be submitted for the approval of the stockholders of the constituent

corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before

July 19, 2004, or at such other time as to which the boards of directors of the constituent corporations may agree.

H. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.


I. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before July 19, 2004; or

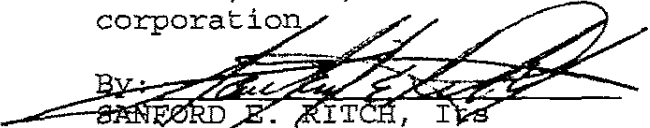
(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

J. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

M. M. PARRISH AND ASSOCIATES,  
INC., a Florida corporation

By:   
SANFORD E. RITCH, its  
President

SANTA FE REALTY OF HIGH  
SPRINGS, INC., a Florida  
corporation

By:   
SANFORD E. RITCH, its  
President