

294159

Division of Corporations

Page 1 of 1

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Division of Corporations  
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Account Number : 072720000036  
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Attn: Tamara Steg

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\* PLEASE NOTE - Effective date 9/30/08 - Also merging entity is qualified with Florida under Document # F04000007191

MERGER OR SHARE EXCHANGE

Greater Homes, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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**ARTICLES OF MERGER  
MERGING MERITAGE HOMES OF FLORIDA, INC.  
WITH AND INTO GREATER HOMES, INC.**

The undersigned corporations adopt the following Articles of Merger for the purpose of merging Meritage Homes of Florida, Inc., an Arizona corporation, with and into Greater Homes, Inc., a Florida corporation (the "Surviving Corporation") (the "Merger"):

**FIRST:** The Merger shall be effected pursuant to the terms of the Plan of Merger (the "Plan of Merger") which is being filed with these Articles of Merger and is attached hereto as Exhibit A.

**SECOND:** The names of the corporations that are the parties to the Merger and their respective jurisdictions of incorporation are as follows:

Name of Corporation	Jurisdiction of Incorporation
Meritage Homes of Florida, Inc.	Arizona
Greater Homes, Inc.	Florida

**THIRD:** The Merger shall be effective on September 30, 2008 at 11:59 p.m. Eastern standard time.

**FOURTH:** The name and address of the known place of business of the surviving corporation is Greater Homes, Inc., 17851 North 85<sup>th</sup> Street, Suite 300, Scottsdale, Arizona 85255.

**FIFTH:** The name and address of the statutory agent of the Surviving Corporation is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

**SIXTH:** There is one voting group for Meritage Homes of Florida, Inc. and two voting groups for Greater Homes, Inc. entitled to vote on the Plan of Merger. The designation, number of outstanding shares and number of votes entitled to be cast by each voting group entitled to vote separately on the Plan of Merger are as follows:

Name of Corporation	Designation of Each Class or Series	Number of Shares Outstanding in Each Class or Series	Number of Shares Entitled to Vote in Each Class or Series
Meritage Homes of Florida, Inc.	Common	1,000	1,000
Greater Homes, Inc.	Class A Common	10,000	10,000
Greater Homes, Inc.	Class B Common	10,000	10,000

**SEVENTH:** The total number of votes cast for and against the Plan of Merger by the holders of the common stock (the only class of stock of the respective corporations issued, outstanding and entitled to vote), which vote was by unanimous written consent as permitted by

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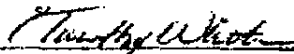
Section 607.0704 of the Florida Statutes with respect to the Surviving Corporation, are as follows:

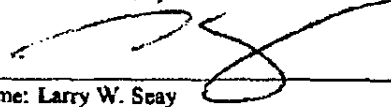
<u>Name of Corporation</u>	<u>Shares Voted For</u>	<u>Shares Voted Against</u>
Meritage Homes of Florida, Inc.	1,000	0
Greater Homes, Inc., Class A Common	10,000	0
Greater Homes, Inc., Class B Common	10,000	0

**EIGHTH:** As to each of the corporations that are party to the Merger, the number of votes cast for the Plan of Merger by each voting group entitled to vote thereon was sufficient for approval by that voting group and the date of each such vote and the adoption of the Plan of Merger by the shareholders of the corporations party to the Merger was September 22, 2008.

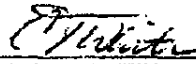
IN WITNESS WHEREOF, the undersigned have hereunto set their hand this 22<sup>nd</sup> day of September 2008.

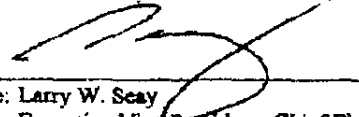
**MERITAGE HOMES OF FLORIDA, INC.**

By:   
Name: C. Timothy White  
Title: Executive Vice President, General Counsel and Secretary

By:   
Name: Larry W. Seay  
Title: Executive Vice President, Chief Financial Officer and Assistant Secretary

**GREATER HOMES, INC.**

By:   
Name: C. Timothy White  
Title: Executive Vice President, General Counsel and Secretary

By:   
Name: Larry W. Seay  
Title: Executive Vice President, Chief Financial Officer and Assistant Secretary

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**EXHIBIT A**  
**PLAN OF MERGER**  
**(See attached)**

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Exhibit A

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### PLAN OF MERGER

1. Names of Merging Corporations. This Plan of Merger ("Plan of Merger") sets forth the terms and conditions for the merger (the "Merger") of Meritage Homes of Florida, Inc., an Arizona corporation (the "Merging Corporation"), with and into Greater Homes, Inc., a Florida corporation (the "Surviving Corporation," and, together with the Merging Corporation, the "Constituent Corporations").

2. Terms and Conditions of Merger. The terms and conditions of the Merger are as follows:

(a) The Merger, Purposes and Effects of the Merger. On the Effective Date (as defined below), the Merging Corporation will be merged with and into the Surviving Corporation in accordance with, and with the effect provided in, Section 607.1101 and Section 607.1106 of the Florida Statutes; the separate existence of the Merging Corporation will cease; the Surviving Corporation will continue in existence as a Florida corporation and will succeed to all of the assets, rights, privileges, immunities and properties of the Merging Corporation; and the Surviving Corporation will be responsible and liable for all of the debts, liabilities and obligations of the Merging Corporation. All of the issued and outstanding shares of common stock of the Merging Corporation are owned by Meritage Homes Corporation, a Maryland corporation (the "Parent Corporation"). The Merging Corporation in turn owns all of the issued and outstanding shares of common stock of the Surviving Corporation. The Constituent Corporations have determined it is the best interests of the Constituent Corporations and their shareholders to effect the Merger, which is anticipated to result in administrative conveniences and operational efficiencies. The sole shareholder of the Merging Corporation (Parent Corporation) will receive, as consideration for the surrender of its shares in the Merging Corporation, 100% of the outstanding shares of the Surviving Corporation. As a result of the Merger, all of the assets and all of the liabilities will be treated as transferred to or assumed by the Surviving Corporation. The Constituent Corporations intend that the Merger will be treated as an "A" reorganization under section 368(a)(1)(A) of the Internal Revenue Code, as amended. Without limiting the foregoing, on and after the Effective Date, the Surviving Corporation shall possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, liabilities and duties of each of the Constituent Corporations; and all property, real, personal and mixed, and all and every other interest belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation and shall be thereafter as effectually 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 either of the Constituent Corporations shall not revert or be in any way impaired, but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired; and all debts, liabilities, and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts and liabilities had been

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incurred by it. Any action or proceeding, whether civil, criminal or administrative, pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted as a party in such action or proceeding in place of the Merging Corporation.

(b) Articles of Incorporation. No changes will be made in the Articles of Incorporation of the Surviving Corporation in connection with the Merger and the Articles of Incorporation of the Surviving Corporation will continue to be its Articles of Incorporation on and after the Effective Date of the Merger until further amended according to law.

(c) Bylaws. No changes will be made in the Amended and Restated Bylaws of the Surviving Corporation in connection with the Merger and the Amended and Restated Bylaws of the Surviving Corporation, as heretofore amended, will continue to be its Bylaws on and after the Effective Date until further amended according to the provisions thereof and applicable law.

(d) Officers and Directors. The directors and officers of the Surviving Corporation immediately prior to the effectiveness of the Merger shall continue to be the directors and officers of the Surviving Corporation on and after the Effective Date in their same capacities and with their same responsibilities and authorities, until changed according to the provisions of applicable law and of the Surviving Corporation's Articles of Incorporation and Bylaws.

3. Manner and Basis of Converting Shares. On the Effective Date (i) the issued and outstanding shares of common stock of the Merging Corporation held by the Parent Corporation will be surrendered and cancelled, (ii) the shares of common stock of the Surviving Corporation held by the Merging Corporation will be surrendered and cancelled and one share of Class A common stock of the Surviving Corporation will be reissued to the Parent Corporation for each share of common stock of the Merging Corporation surrendered by the Parent Corporation and cancelled, and (iii) the Parent Corporation will thereby become the sole shareholder of the Surviving Corporation.

4. Effective Date of the Merger. The Merger will be effective on September 30, 2008 at 11:59 p.m. Eastern standard time (the "Effective Date").

5. Further Assurances. If at any time after the Effective Date, the Surviving Corporation deems it necessary or advisable that any further assignments or assurances in law are required to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, title to, and possession of, any property or right of the Merging Corporation acquired or to be acquired as a result of the Merger, the Surviving Corporation and its proper officers and directors shall execute and deliver any deed, assignment or other document and take any such other action as may be required and such proper officers and directors are fully authorized in the name and on behalf of the Merging Corporation or otherwise to take any and all such action.

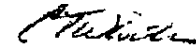
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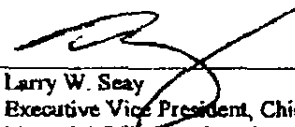
6. Termination. This Plan of Merger may be terminated and the Merger may be abandoned by mutual consent of the respective Boards of Directors of the Constituent Corporations at any time prior to the Effective Date.

7. Amendment. This Plan of Merger may be amended by the parties hereto by action taken or authorized by their respective Boards of Directors at any time before or after approval of the matters presented in connection with the Merger by the shareholders of the Constituent Corporations. This Plan of Merger may not be amended except by an instrument in writing signed on behalf of all of the parties hereto.

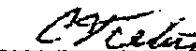
8. Headings. The headings in this Plan of Merger are inserted for convenience only and shall not constitute a part hereof.

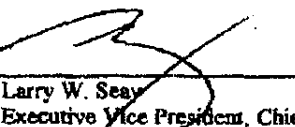
MERITAGE HOMES OF FLORIDA, INC.

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