

351060

DEPARTMENT OF STATE  
ACCOUNT FILING COVER SHEET

RECEIVED  
98 OCT 27 11:12  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ACCOUNT NUMBER: FCA-00000017

REFERENCE: \_\_\_\_\_  
(Sub Account)

DATE: 10/27/98

REQUESTOR NAME: CARLTON FIELDS

ADDRESS: P. O. BOX 190  
TALLAHASSEE, FL 32302

TELEPHONE: (850) 224-1585

CONTACT NAME: AILS A

900002673299--1

CORPORATION NAME: \_\_\_\_\_

900002673299--1

-10/28/98-01064-008

\*\*\*\*\*36.25 \*\*\*\*\*78.75

ENTITY NUMBER: \_\_\_\_\_  
(if applicable)

AUTHORIZATION: \_\_\_\_\_

*Ailsa Anaheta*

- |   |   |   |
|---|---|---|
| <input type="checkbox"/> Certified Copy (1-9)   | <input type="checkbox"/> UCC'S                      | <input checked="" type="checkbox"/> Certificate of Status |
| <input checked="" type="checkbox"/> New Filings | <input type="checkbox"/> Plain Stamped Copy         | <input type="checkbox"/> Annual Report                    |
| <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> Amendments                 | <input type="checkbox"/> Registration                     |
| <input type="checkbox"/> Call When Ready        | <input checked="" type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30                       |
| <input checked="" type="checkbox"/> Walk In     | <input type="checkbox"/> Will Wait                  | <input type="checkbox"/> Pick Up                          |
| <input type="checkbox"/> Mail Out               |   |   |

① Articles of Merger; ② Plan of Merger  
③ Cert. of Status  
Attn: Susan Payne

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

JIM WALTER HOMES OF LOUISIANA, INC., a nonqualified Louisiana corp.

INTO

**JIM WALTER HOMES, INC.**, a Florida corporation, 351060

File date: October 27, 1998

Corporate Specialist: Susan Payne

## ARTICLES OF MERGER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 OCT 27 PM 12:30

The following Articles of Merger are being submitted in accordance with Section 607.1105, Florida Statutes.

1. The exact name and address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Jim Walter Homes of Louisiana, Inc. 8550 United Plaza Blvd., Suite 504 Baton Rouge, LA 70809	Louisiana	Corporation
Jim Walter Homes, Inc. 1500 N. Dale Mabry Post Office Box 31601 Tampa, FL 33631-0601 Florida Document/Registration No. 351060	Florida	Corporation

2. The exact name, street address of its principal office, jurisdiction, and entity type of the surviving entity are as follows:


<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Jim Walter Homes, Inc. 1500 N. Dale Mabry Post Office box 31601 Tampa, FL 33631-0601 Florida Document/Registration No. 351060	Florida	Corporation

3. Attached hereto is a copy of the Agreement and Plan of Merger (the "Agreement") between Jim Walter Homes of Louisiana, Inc. and Jim Walter Homes, Inc., dated as of October 20, 1998.


4. The Agreement was adopted by the Board of Directors and sole Shareholder of Jim Walter Homes of Louisiana, Inc. on the 13 day of October, 1998 and by the Board of Directors of Jim Walter Homes, Inc. on the 13 day of October, 1998; approval by the

Shareholder of Jim Walter Homes, Inc. was not required under Section 607.1103 of the Florida Statutes.

JIM WALTER HOMES OF  
LOUISIANA, INC.,  
a Louisiana corporation

By:   
Printed Name: Robert W. Michael  
Title: President

JIM WALTER HOMES, INC.,  
a Florida corporation

By:   
Printed Name: Robert W. Michael  
Title: President

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") dated this 20<sup>th</sup> day of October, 1998, between Jim Walter Homes of Louisiana, Inc., a Louisiana corporation ("Subsidiary") and Jim Walter Homes, Inc., a Florida corporation ("Parent").

### WITNESSETH:

Whereas, Subsidiary is a corporation duly organized and existing under the laws of the State of Louisiana, having been formed on the 16th day of January, 1995; and

Whereas, Parent is a corporation duly organized and existing under the laws of the State of Florida, having been formed on the 21st day of August, 1969; and

Whereas, Subsidiary is a wholly-owned subsidiary of Parent; and

Whereas, the Board of Directors of each of these corporations consider it advisable and to the advantage and in the best interests of both corporations and their respective shareholders that Subsidiary be merged into Parent;

Now, therefore, Subsidiary and Parent have agreed and do hereby agree with each other that Subsidiary shall be, and it is hereby, merged into Parent pursuant to the provisions of Section 112 of the Louisiana Business Corporation Law, and Chapter 607, Florida Statutes, and do hereby agree upon and prescribe the terms and conditions of the merger and of carrying it into effect, as follows:

### I.

1.1 Subsidiary shall be merged with and into Parent at the effective time of the merger.

1.2 Parent shall be the surviving corporation and shall be governed by the laws of the State of Florida. This corporation is referred to below as the "Corporation".

### II.

2.1 At the effective time of the merger, by virtue of the merger, and without any action on the part of the shareholders of the constituent corporations, all of the outstanding shares of capital stock of the Subsidiary, being the One Thousand (1,000) shares of common stock now held by Parent, shall be canceled.

III.

The terms and conditions of the merger are as follows:

3.1 The Articles of Incorporation and Bylaws of the Parent, as they shall exist on the effective date of the merger described herein, shall be the Articles of Incorporation and Bylaws of the Corporation until altered, amended or repealed as therein provided.

3.2 The present directors and officers of Parent shall be and remain the directors and officers of the Corporation and shall hold office until their respective successors shall be elected and shall qualify.

3.3 The Parent shall pay all the expenses of carrying this Agreement into effect and of accomplishing the merger.

3.4 If, at any time, the Corporation shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest in the Corporation, according to the terms hereof, the title to any property or rights of Subsidiary, the proper officers and directors of Subsidiary shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Corporation, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

3.5 The registered offices of the Corporation in the State of Louisiana shall remain at 8550 United Plaza Boulevard, Suite 504, Baton Rouge, Louisiana 70809. The full name and address of its registered agent(s) in the State of Louisiana shall remain as CT Corporation System, 8550 United Plaza Boulevard, Suite 504, Baton Rouge, Louisiana 70809.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by Subsidiary and Parent as of the date and year first above written.

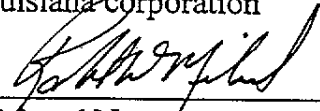
JIM WALTER HOMES, INC.,  
a Florida corporation

By: 

Printed Name: Robert W. Michael

Title: President

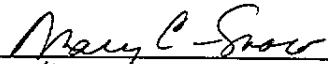
JIM WALTER HOMES OF  
LOUISIANA, INC.,  
a Louisiana corporation

By:   
Printed Name: Robert W. Michael  
Title: President


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SECRETARIES' CERTIFICATIONS

I, the undersigned <sup>Assistant</sup> Secretary of Jim Walter Homes, Inc., a Florida corporation, hereby certify that the foregoing Agreement and Plan of Merger has been adopted and approved by the board of directors and without the vote of its shareholders, pursuant to La. R.S. 12:112(E).

  
Assistant, Secretary

I, the undersigned <sup>Assistant</sup> Secretary of Jim Walter Homes of Louisiana, Inc., a Louisiana corporation, hereby certify that the foregoing Agreement and Plan of Merger has been adopted and approved by the sole shareholder of said corporation, namely Jim Walter Homes, Inc.

  
Assistant, Secretary

ACKNOWLEDGMENT

STATE OF FLORIDA

PARISH/COUNTY OF HILLSBOROUGH

BE IT KNOWN, that on this 20th day of October, 1998, before me, the undersigned Notary Public, duly commissioned and qualified and sworn within and for the State and Parish/County aforesaid, personally came and appeared:

Robert W. Michael, [President][~~Vice President~~]

of Jim Walter Homes, Inc., to me known to be the identical person who executed the above and foregoing instrument, who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that he executed the above and foregoing instrument on behalf of said corporation for the uses, purposes and benefits therein expressed.

WITNESSES:

Mary C. Snow

Robert W. Michael

Mary E. Thern

Pauline L. Stamm  
Notary Public

My Commission Expires: \_\_\_\_\_



PAULINE L. STAMM  
My Commission CC541195  
Expires May. 16, 2000



ACKNOWLEDGMENT

STATE OF FLORIDA

~~PARISH/COUNTY OF~~ HILLSBOROUGH

BE IT KNOWN, that on this 20th day of October, 1998, before me, the undersigned Notary Public, duly commissioned and qualified and sworn within and for the State and Parish/County aforesaid, personally came and appeared:

Robert W. Michael, [President]~~[Vice President]~~

of Jim Walter Homes of Louisiana, Inc., to me known to be the identical person who executed the above and foregoing instrument, who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that he executed the above and foregoing instrument on behalf of said corporation, for the uses, purposes and benefits therein expressed.

WITNESSES:

Mary C. Snow

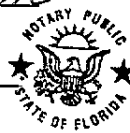
Robert W. Michael

Mary E. Thom

Pauline L. Stamm

Notary Public

My Commission Expires: \_\_\_\_\_



PAULINE L. STAMM  
My Commission CC641195  
Expires May. 16, 2000