

545089

ARTICLES OF MERGER
Merger Sheet

MERGING:

6202 POINTE WEST, INC., a Florida corporation, P93000081627

INTO

R. L. B. LAND CORPORATION, a Florida corporation, 545089

File date: January 2, 1997

Corporate Specialist: Darlene Connell



THE UNITED STATES
CORPORATION
COMPANY

545089

ACCOUNT NO. : 072100000032

REFERENCE : 207758 7106972

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 2, 1997

ORDER TIME : 10:38 AM

ORDER NO. : 207758-005

CUSTOMER NO: 7106972

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-01/02/97--01030--023
****122.50 ****122.50

CUSTOMER: John V. Quinlan, Esq
Hamrick Perrey Quinlan & Smith
Suite 920
1401 Manatee Avenue West
Bradenton, FL 34205

ARTICLES OF MERGER

6202 POINTE WEST, INC.

INTO

R.L.B. LAND CORPORATION

EFFECTIVE DATE: JANUARY 1, 1997

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Juan E Jones

EXAMINER'S INITIALS: _____

FILED
97 JAN -2 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
97 JAN -2 PM 4:16

Merger
1/2/97
De

ARTICLES OF MERGER/SHARE EXCHANGE
OF
6202 Pointe West, Inc., a Florida Corporation
into
R. L. B. Land Corporation, a Florida Corporation

FILED
97 JAN -2 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between 6202 Pointe West, Inc., a Florida Corporation ("6202") and R. L. B. Land Corporation, a Florida Corporation ("Land").

Pursuant to s. 607.1105 of the Florida Business Corporation Act (the "Act") 6202 and Land adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated December 30, 1996, ("Plan of Merger"), between 6202 and Land was approved and adopted by the shareholders of 6202 on December 30, 1996 and was adopted by the shareholders of Land on December 30, 1996.

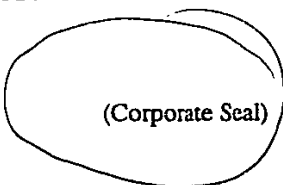
2. Pursuant to the Plan of Merger, all issued and outstanding shares of 6202's stock will be acquired by means of a merger of 6202 into Land with Land the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Pursuant to s. 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on January 1, 1997.

IN WITNESS WHEREOF, the parties have set their hands this 30th day of December, 1996.

ATTEST:



(Corporate Seal)

6202 Pointe West, Inc.,
a Florida corporation

By: Robert J. Sullivan

President

ATTEST:



(Corporate Seal)

R. L. B. Land Corporation,
a Florida corporation

By: Robert J. Sullivan

President

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 30th, 1996 by Robert J. Sullivan, President of 6202 Pointe West, Inc., a Florida Corporation on behalf of the corporation. He

☒ is personally known to me; or

- ☐ produced a driver's license issued by the Florida Department of Highway Safety and Motor Vehicles as identification; or
☐ produced the following identification: _____.

and did not take an oath.

(Affix Notary Seal)

Signature:

Sharon A. Miller
NOTARY PUBLIC, State of Florida at Large
SHARON A. MILLER
Notary Public, State of Florida
Typed name: _____
My comm. expires July 9, 1997
My Commission Expires: _____
Comm. No. CG 297787
My Commission No.: _____

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this Dec. 30, 1996 by
Robert J. Seibert President of R. L. B. Land Corporation, a Florida Corporation, on behalf of the
corporation/He

- ☒ is personally known to me; or
☐ produced a driver's license issued by the Florida Department of Highway Safety and Motor Vehicles as identification; or
☐ produced the following identification: _____.

and did not take an oath.

(Affix Notary Seal)

Signature:

Sharon A. Miller
NOTARY PUBLIC, State of Florida at Large
SHARON A. MILLER
Notary Public, State of Florida
Typed name: _____
My comm. expires July 9, 1997
My Commission Expires: _____
Comm. No. CG 297787
My Commission No.: _____

PLAN OF MERGER BETWEEN
R. L. B. Land Corporation, a Florida Corporation
AND
6202 Pointe West, Inc., a Florida Corporation

Merger between R. L. B. Land Corporation, a Florida Corporation, (the "Surviving Corp.") and 6202 Pointe West, Inc., a Florida Corporation, (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with s. 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date, without any changes, shall be the Articles of Incorporation of the Surviving Corp. until further amended as provided by law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one share of Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in s. 607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with s. 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be January 1, 1997.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with s. 607.1103 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

MERGER.PLN

UNANIMOUS CONSENT ACTION OF THE
BOARD OF DIRECTORS OF

R. L. B. Land Corporation, a Florida Corporation

The undersigned, as all the members of the Board of Directors of R. L. B. Land Corporation, a Florida Corporation (the "Company") unanimously agree, adopt, consent to, and order the following corporate actions under s. 607.0821 of the Florida Business Corporation Act (the "Act"):

1. The undersigned waive all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.
2. The undersigned adopt the following corporate actions:

WHEREAS, the Company desires to consummate a Merger (the "Merger") with 6202 Pointe West, Inc., a Florida Corporation ("6202"), all in accordance with s. 607.1101 of the Florida Business Corporation Act (the "Act"); and

WHEREAS, 6202 desires to consummate the Merger; and

WHEREAS, 6202 and the Company intend to consummate the Merger and a draft of the Agreement is attached as Exhibit "A"; and

WHEREAS, the Company desires to consummate the Merger on the terms and conditions set forth in the Agreement, which terms are incorporated by this reference; and

WHEREAS, after the Plan of Merger has been adopted by this Board, the Board shall then submit the plan to the Company's shareholders for their approval, in accordance with the Act; and

WHEREAS, after the Merger has been approved, the Company intends to execute Articles of Merger and file them with the Florida Secretary of State in accordance with s. 607.1105 of the Act; and

WHEREAS, it is in the best interests of the Company to consummate the Merger.

NOW, THEREFORE:

BE IT RESOLVED, that the Merger, and all of the transactions contemplated thereby are adopted, approved, and consented to and the Company's President or any of the Company's other officers are authorized and directed on behalf of the Company to negotiate, execute, and deliver the Merger Agreement and any and all other instruments or agreements deemed necessary or appropriate by them to consummate the transactions contemplated by the Agreements, with such modifications, or other changes deemed necessary or appropriate by such officer(s), in their sole discretion, on the advice of counsel or otherwise, to carry out the purpose or intent of the foregoing resolutions and to do or cause to be done any and all such acts and things by or on behalf of the Company, in their sole discretion, upon advice of counsel or otherwise, as they deem necessary and appropriate to consummate the transactions contemplated by the Agreement; and

BE IT FURTHER RESOLVED, that the President, or any of the Company's other officers, are authorized and directed to submit the Plan of Merger to the shareholders for their approval; and

BE IT FURTHER RESOLVED, that the Secretary or any Assistant Secretary of the Company is authorized and directed to furnish copies of the foregoing resolutions to the shareholders and Directors of 6202 and to certify that such resolutions are in full force and effect and have not been rescinded or modified.

IN WITNESS WHEREOF, the undersigned, as all of the members of the Board of Directors hereby execute the foregoing corporate action for the purpose of giving their consent to it as of the 23rd day of December, 1996.

Robert D. Lubchenco

Robert D. Lubchenco

Lawrence C. Hsiao

James L. Ray

J. J.

DIR-MER-FES

UNANIMOUS CONSENT ACTION OF THE
BOARD OF DIRECTORS OF

6202 Pointe West, Inc., a Florida Corporation

The undersigned, as all the members of the Board of Directors of 6202 Pointe West, Inc., a Florida Corporation (the "Company") unanimously agree, adopt, consent to, and order the following corporate actions under s. 607.0821 of the Florida Business Corporation Act (the "Act"):

1. The undersigned waive all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.
2. The undersigned adopt the following corporate actions:

WHEREAS, the Company desires to consummate a Merger (the "Merger") with R. L. B. Land Corporation, a Florida Corporation ("Land"), all in accordance with s. 607.1101 of the Florida Business Corporation Act (the "Act"); and

WHEREAS, Land desires to consummate the Merger; and

WHEREAS, Land and the Company intend to consummate the Merger and a draft of the Agreement is attached as Exhibit "A"; and

WHEREAS, the Company desires to consummate the Merger on the terms and conditions set forth in the Agreement, which terms are incorporated by this reference; and

WHEREAS, after the Plan of Merger has been adopted by this Board, the Board shall then submit the plan to the Company's shareholders for their approval, in accordance with the Act; and

WHEREAS, after the Merger has been approved, the Company intends to execute Articles of Merger and file them with the Florida Secretary of State in accordance with s. 607.1105 of the Act; and

WHEREAS, it is in the best interests of the Company to consummate the Merger.

NOW, THEREFORE:

BE IT RESOLVED, that the Merger, and all of the transactions contemplated thereby are adopted, approved, and consented to and the Company's President or any of the Company's other officers are authorized and directed on behalf of the Company to negotiate, execute, and deliver the Merger Agreement and any and all other instruments or agreements deemed necessary or appropriate by them to consummate the transactions contemplated by the Agreements, with such modifications, or other changes deemed necessary or appropriate by such officer(s), in their sole discretion, on the advice of counsel or otherwise, to carry out the purpose or intent of the foregoing resolutions and to do or cause to be done any and all such acts and things by or on behalf of the Company, in their sole discretion, upon advice of counsel or otherwise, as they deem necessary and appropriate to consummate the transactions contemplated by the Agreement; and

BE IT FURTHER RESOLVED, that the President, or any of the Company's other officers, are authorized and directed to submit the Plan of Merger to the shareholders for their approval; and

BE IT FURTHER RESOLVED, that the Secretary or any Assistant Secretary of the Company is authorized and directed to furnish copies of the foregoing resolutions to the shareholders and Directors of Land and to certify that such resolutions are in full force and effect and have not been rescinded or modified.

IN WITNESS WHEREOF, the undersigned, as all of the members of the Board of Directors hereby execute the foregoing corporate action for the purpose of giving their consent to it as of the 23rd day of December, 1996.

Daniel Callahan, P.E.

Robert J. Lubinski

Lawrence C. Hassen

Jessie L. King

J. J. King

DIR-MER.RES

MINUTES OF A MEETING OF THE SHAREHOLDERS OF

R. L. B. Land Corporation, a Florida Corporation

A meeting of the shareholders of R. L. B. Land Corporation, a Florida Corporation, (the "Company"), was held on December 30, 1996, at 7:30, a. m. at 6100 Pointe West Blvd., Bradenton, FL. 100% of the Company's shareholders were present in person or by proxy.

The President called the meeting to order and E. J. Smiley acted as Secretary to the meeting.

The Secretary presented a list, showing shareholders of the Company at the close of business on December 23, 1996, the record date fixed for the determination of shareholders entitled to notice of and to vote at the meeting.

The Secretary then presented to the meeting waiver of notice of the meeting and consent to the consideration of the Plan of Merger.

The Secretary confirmed that all of the shares outstanding and entitled to vote were present at the meeting in person or by proxy.

The President then proceeded with the business of the meeting, the consideration of a proposal to adopt the Plan of Merger submitted to the shareholders by the Company's Board of Directors. The shareholders discussed the proposal.

The Secretary moved for the adoption of the following resolution:

RESOLVED, that the Company is hereby authorized to adopt the Plan of Merger and proceed with the Merger on the terms set forth in the Plan as submitted to the shareholders.

The motion was seconded. A vote of the shareholders was taken and the Plan of Merger was approved by all of the shares entitled to vote.

E. J. Smiley
Secretary

MINUTES OF A MEETING OF THE SHAREHOLDERS OF

6202 Pointe West, Inc., a Florida Corporation

A meeting of the shareholders of 6202 Pointe West, Inc., a Florida Corporation, (the "Company"), was held on December 30, 1996, at 7:30, a. m. at 6100 Pointe West Blvd., Bradenton, FL. 100% of the Company's shareholders were present in person or by proxy.

The President called the meeting to order and E.J. Sanchez acted as Secretary to the meeting.

The Secretary presented a list, showing shareholders of the Company at the close of business on December 23, 1996, the record date fixed for the determination of shareholders entitled to notice of and to vote at the meeting.

The Secretary then presented to the meeting waiver of notice of the meeting and consent to the consideration of the Plan of Merger.

The Secretary confirmed that all of the shares outstanding and entitled to vote were present at the meeting in person or by proxy.

The President then proceeded with the business of the meeting, the consideration of a proposal to adopt the Plan of Merger submitted to the shareholders by the Company's Board of Directors. The shareholders discussed the proposal.

The Secretary moved for the adoption of the following resolution:

RESOLVED, that the Company is hereby authorized to adopt the Plan of Merger and proceed with the Merger on the terms set forth in the Plan as submitted to the shareholders.

The motion was seconded. A vote of the shareholders was taken and the Plan of Merger was approved by all of the shares entitled to vote.

✓ - [Signature]
Secretary