

822350

Florida Department of State  
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**MERGER OR SHARE EXCHANGE**  
**ITT COMMUNITY DEVELOPMENT CORPORATION**

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merger

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10/30/2015

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** ITT Community Development Corporation  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Carol Helfrich

Contact Person

Baker & McKenzie LLP

Firm/Company

300 E Randolph Street Suite 5000

Address

Chicago, IL 60601

City/State and Zip Code

carol.helfrich@bakermckenzie.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Carol Helfrich

Name of Contact Person

At ( 312 ) 861 7974

Area Code & Daytime Telephone Number

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**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**ARTICLES OF MERGER**  
(Profit Corporations)

15 OCT 30 AM 9:46

TALLAHASSEE, FLORIDA

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

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ITT Community Development Corporation	Delaware	822350

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Admiral Corporation	Florida	348619
PCU, Inc.	Florida	359558

**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.

**OR** 10/31/15 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on October 29, 2015 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on October 29, 2015 and shareholder approval was not required.

(Attach additional sheets if necessary)

[illegible]

## **PLAN OF MERGER**

(Non Subsidiaries)

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

**First:** The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

\_\_\_\_\_

**Second:** The name and jurisdiction of each merging corporation:

Name

Jurisdiction

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**Third:** The terms and conditions of the merger are as follows:

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

*(Attach additional sheets if necessary)*

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**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

**Name**

**Jurisdiction**

ITT Community Development Corporation

Delaware

The name and jurisdiction of each **subsidiary** corporation:

**Name**

**Jurisdiction**

Admiral Corporation

Florida

PCU, Inc.

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each of the issued and outstanding shares of capital stock of Admiral Corporation and PCU, Inc. shall be cancelled.

*(Attach additional sheets if necessary)*

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If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Each of Admiral Corporation and PCU, Inc. shall merge with and into ITT Community Development Corporation, with ITT Community Development Corporation being the surviving corporation in the merger.