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14 MAR -5 PM 02 22

Merger
@ 3/6/14

LAW OFFICES OF DAVID S. COHEN, LC

**5728 Major Boulevard
Suite 550
Orlando, FL 32819
Tel: 407 354-3420
Fax: 407 354-3840**

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

**RE: Articles of Merger
Pointe Central Florida Realty, Inc. into New Southern Properties, Inc.**

Dear Sir/Madam:

Enclosed please find the Articles of Merger regarding the above-referenced entities. Also, enclosed is this firm's check in the amount of \$70.00 representing the filing fee for the merger.

Thank you for your assistance. Should you have any questions or concerns, please do not hesitate to contact our office.

Sincerely,



Carole A. Adams
Legal Assistant

Enclosure

FILED
SECRETARY OF STATE
CORPORATION DIVISION
14 MAR -5 AM 10:22

ARTICLES OF MERGER

of

POINTE CENTRAL FLORIDA REALTY, INC.

into

NEW SOUTHERN PROPERTIES, INC.

FIRST: A Plan of Merger attached hereto at Exhibit A was adopted by each constituent entity whereby Pointe Central Florida Realty, Inc. is to be merged into the New Southern Properties, Inc. (the "Merger").

SECOND: The Board of Directors and shareholders of Pointe Central Florida Realty, Inc. on February 24, 2014, unanimously approved and adopted the Plan of Merger of Pointe Central Florida Realty, Inc. into New Southern Properties, Inc.

THIRD: The Board of Directors and shareholders of New Southern Properties, Inc., on February 24, 2014, unanimously approved and adopted the Plan of Merger of Pointe Central Florida Realty, Inc. into New Southern Properties, Inc.

FOURTH: The Merger shall be effective March 1, 2014 or the filing of these Articles of Merger.

POINTE CENTRAL FLORIDA REALTY, a Florida corporation

By Michael J. Maier
Michael J. Maier, its President

Dated: 2/24/14

By Michael J. Maier
Michael J. Maier, its Secretary

Dated: 2/24/14

NEW SOUTHERN PROPERTIES, INC., a Florida corporation

By Michael J. Maier
Michael J. Maier, its President

Dated: 2/24/14

By Michael J. Maier
Michael J. Maier, its Secretary

Dated: 2/24/14

PLAN OF MERGER

THIS PLAN OF MERGER (the "Agreement") is made and entered into, effective the 1st day of March, 2014, with respect to the proposed merger of Pointe Central Florida Realty, Inc. ("PCFR"), a Florida corporation, with and into New Southern Properties, Inc. ("NSP"), a Florida corporation, with reference to the following facts:

RECITALS:

1. The members of the Board of Directors of PCFR, and the members of the Board of Directors of NSP, have elected to cause PCFR to merge into NSP effective on March 1, 2014;
2. The parties will execute Articles of Merger (the "Merger Articles"), to effectuate the contemplated merger.

1. **PLAN:**

NOW, THEREFORE, the parties hereto, intending to be legally bound, do hereby agree as follows:

2. **MERGER**

- a. **MERGER.** PCFR shall be merged into NSP under the laws of Florida. NSP shall be the "surviving corporation".
- b. **MERGER EFFECTIVE DATE.** Such merger shall be effective on March 1, 2014 or such sooner date on which there is filed with the Department of State of the State of Florida Articles of Merger in compliance with applicable provisions of Florida law.

3. **CONVERSION OF SHARES**

- a. As of the effective date of the merger, each outstanding share of the common capital stock of PCFR automatically shall be converted into one share of the NSP.
- b. Promptly after the effective date of the merger, each holder of the outstanding shares of PCFR shall properly endorse and surrender to NSP each share certificate evidencing the shares of PCFR owned by such holder, and upon such surrender shall receive in exchange a certificate evidencing an equal number of shares of NSP

NSP
PCFR

4. **ABANDONMENT OF MERGER**

Prior to the effective date of the merger, the merger transaction may be abandoned only by the mutual written consent of the both PCFR and NSP.

5. **BOARD OF DIRECTORS**

The present Board of Directors of NSP shall continue to serve as the Board of Directors until the next annual meeting of the Shareholders of NSP or until such time as their successors have been elected and qualified.

6. **ARTICLES AND BYLAWS**

a. **ARTICLES OF INCORPORATION.** The articles of incorporation of NSP in effect on the effective date of the merger shall continue in full force and effect after such date and until such document may be amended lawfully remain in effect.

b. **BYLAWS.** The bylaws of NSP in effect on the effective date of the merger shall continue in full force and effect after such date and until such document may be amended by lawful action of the Shareholders or Board of Directors of NSP

7. **EFFECTIVE DATE**

The effective date of this Plan shall be March 1, 2014.

24th IN WITNESS WHEREOF, the undersigned have executed this Agreement on this day of February, 2014.

**POINTE CENTRAL FLORIDA
REALTY**, a Florida corporation

By Michael J. Maier
Michael J. Maier, its President

Dated: 2/24/14

NEW SOUTHERN PROPERTIES, INC.,
a Florida corporation

By Michael J. Maier
Michael J. Maier, its President

Dated: 2/24/14