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EFFECTIVE DATE
10-1-10

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FILED
2010 SEP 13 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Stewart Title Company
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Ingrid U. Wade

Contact Person

Morris, Lendais, Hollrah & Snowden

Firm/Company

1980 Post Oak Boulevard, Suite 700

Address

Houston, Texas 77056

City/State and Zip Code

iwade@mlhs.net

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

For further information concerning this matter, please call:

Ingrid U. Wade

Name of Contact Person

At (713)

966-7200

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

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

10-1-10

FILED
2010 SEP 13 AM 9:36
CLERK OF DISTRICT COURT
JULIA H. SEELBACH
Corporation Act,
number
(b)(6)

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

Third: The Plan of Merger is attached.

OR 10 / 01 / 2010 (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.)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 19, 2010.

(Attach additional sheets if necessary)

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Stewart Title Company

Perry Clements
Perry Clements

Glenn H. Clements
Group President - Eastern Operations
Glenn H. Clements
Director

Stewart Title of Martin

County, Inc.

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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:

<u>Name</u>	<u>Jurisdiction</u>
Stewart Title Company	Texas

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Stewart Title of Martin County, 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:

All issued and outstanding shares of the subsidiary will be cancelled as part of the merger. Since the parent is the sole shareholder of the subsidiary, no additional shares of the parent will be issued.

(Attach additional sheets if necessary)

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:

N/A

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:

N/A