

536402

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

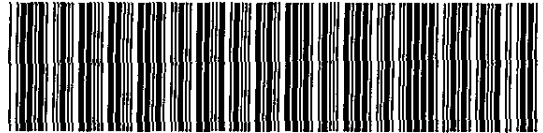
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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03 JAN 31 PM 2:55
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TALLAHASSEE, FLORIDA

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3/1

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

LANGFORD REALTY, INC., a Florida corporation J80956

INTO

ABBOTT REALTY SERVICES, INC., a Florida entity, 536402.

File date: January 31, 2003

Corporate Specialist: Annette Ramsey

CT Corp
Requester's Name

Address

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

ARTICLES OF MERGER
(Profit Corporations)

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TALLAHASSEE, FLORIDA

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Abbott Realty Services, Inc.</u>	<u>Florida</u>	<u>536402</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Langford Realty, Inc.</u>	<u>Florida</u>	<u>J80956</u>

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.

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 January 15, 2003.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 January 15, 2003.

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

Seventh: Signatures for each entity.

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Langford Realty, Inc.	By: <u>J. Scott Murphy</u>	J. Scott Murphy Title: Vice President and Controller
Abbott Realty Services, Inc.	By: <u>J. Scott Murphy</u>	J. Scott Murphy Title: Vice President and Controller Authorized person

PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. 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>
<u>ResortQuest International, Inc.</u>	<u>Delaware</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<i>Surviving Corporation:</i> <u>Abbott Realty Services, Inc.</u>	<u>Florida</u>
<i>Merging Corporation:</i> <u>Langford Realty, Inc.</u>	<u>Florida</u>

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:

(1) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Plan of Merger, shall remain issued and outstanding.

(2) One hundred percent (100%) of the shares of common stock of the merging corporation which shall be outstanding on the effective date of this Plan of Merger, and all rights in respect thereof shall forthwith be changed and converted into one hundred percent (100%) of the shares of common stock of the surviving corporation.

(3) After the effective date of this Plan of Merger, the holder of an outstanding certificate representing shares of one hundred percent (100%) of the common stock of the merging corporation shall surrender the same to the surviving corporation. The holder shall be entitled upon such surrender to receive one hundred percent (100%) of the shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered, the outstanding shares of stock of the merging corporation to be converted into the shares of stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place.

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:
(Not Applicable)

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: None