

## CONTACT:

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## UCC FILING &amp; SEARCH SERVICES, INC.

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500002315405--2

-10/08/97-01074-023

\*\*\*\*\*70.00 \*\*\*\*\*70.00

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## CORPORATION NAME(S) &amp; DOCUMENT NUMBER(S) (if known):

1 Doane Mason Inc. and (Corporation Name) (Document #)

2 North Side Homes Inc. (Corporation Name) (Document #)

3 \_\_\_\_\_ (Corporation Name) (Document #)

4 \_\_\_\_\_ (Corporation Name) (Document #)

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DIVISION OF CORPORATIONS  
97 OCT -8 PM 2:33

RUSH

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF MERGER  
OF  
DOANE MASON, INC.  
AND  
NORTH SIDE HOMES, INC.

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Pursuant to provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging Doane Mason, Inc. into North Side Homes, Inc.

1. The following Plan of Merger was approved by the stockholders of each of the undersigned corporations in the manner prescribed by the Florida General Corporation Act:

(a) North Side Homes, Inc. (the "Surviving Corporation") is a corporation organized and existing under the laws of the State of Florida.

(b) Surviving Corporation has a capitalization of 500 shares of \$.10 par value common stock, of which 192 shares are issued and outstanding.

(c) Doane Mason, Inc. (the "Absorbed Corporation") is a corporation organized and existing under the laws of the State of Florida.

(d) Absorbed Corporation has a capitalization of 500 shares of \$100 par value common stock, of which 250 shares are issued and outstanding.

(e) The Board of Directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their stockholders that Doane Mason, Inc. be merged into North Side Homes, Inc., pursuant to the provisions of Section 607.1101 et seq. of the Florida General Corporation Act, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

merge with and into North Side Homes, Inc., which shall be the surviving corporation.

ii. Terms and Conditions. As of the Effective Date, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal and mixed, of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, including, without limitation, all of the Absorbed Corporation's obligations and liabilities to Doane College, a Nebraska non-profit educational institution, as is more particularly set forth in that certain Stock Redemption Agreement between said parties dated and executed December 20, 1996, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

iii. Conversion of Shares. The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation is as follows:

A. Each share of the \$100 par value common stock of Doane Mason, Inc. issued and outstanding on the Effective Date shall be converted into one (1) two and forty-four one hundredths (0.244) share of the no par value common stock of North Side Homes, Inc., which shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding.

B. The conversion shall be effected as follows: Subsequent to the Effective Date, each holder of certificates of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in

above.

iv. Changes in Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall not be amended or affected by this Merger and shall continue to be in full force and effect subsequent to the Merger.

2. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Designation of class</u>	<u>Number of Shares</u>
Doane Mason, Inc.	250	Common	250
North Side Homes, Inc.	192	Common	192

3. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to any class entitled to vote thereon as a class, the number of share voted for and against the plan, respectively, are as follows:

Number of Common Stock Shares

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
Doane Mason, Inc.	250	0
North Side Homes, Inc.	192	0

4. The date of adoption of the Plan of Merger by the stockholders and directors of both Absorbed Corporation and Surviving Corporation was July 15, 1997.

DATED: September 29, 1997

DOANE MASON, INC.

By: *William M. Mason*

NORTH SIDE HOMES, INC.

By: William M. Mason, Jr.  
William M. Mason, Jr.,  
President

Attest: J. Demere Mason  
J. Demere Mason, Secretary

(CORPORATE SEAL)

STATE OF FLORIDA     )  
COUNTY OF DUVAL    )

I hereby certify, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared WILLIAM M. MASON, JR. and J. DEMERE MASON, who are personally known to me and known to me to be the President and Secretary, respectively, of Doane Mason, Inc., the corporation in whose name the foregoing instrument was executed, and that they acknowledged executing the same in such capacity pursuant to authority duly vested in them by said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of September, 1997.

Christi L. Peterson  
Christi L. Peterson  
Notary Public, State of Florida  
at Large.  
My commission expires: (SEAL)



CHRISTI L. PETERSON  
MY COMMISSION # CC346875 EXPIRES  
February 19, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA     )  
COUNTY OF DUVAL    )

I hereby certify, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared WILLIAM M. MASON, JR. and J. DEMERE MASON, personally known to me and known to be the President and Secretary, respectively, of North Side Homes, Inc., the corporation in whose name the foregoing instrument was executed, and that they acknowledged executing the same in such capacity pursuant to authority duly vested in them by said corporation.