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FILED  
2009 JUN 30 PM 4:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*AR*

7/6/09



**Sent Certified Mail Return Receipt Requested**

June 22, 2009

Florida Department of State  
Amendment Section (corporations)  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Subject: Articles of Merger and Plan of Merger for:

Sundowner Properties, Inc. and  
SRC of Florida, Inc. with and into  
Interlachen Lakes Estates, Inc.

Ladies or Gentlemen:

Enclosed for filing are the Articles of Merger and Plan of Merger for the subject corporations. Also enclosed is a check for \$122.50 (representing \$35 per merging corporation and \$8.75 per certified copy). I am requesting two certified copies of the merger documents to be returned to my attention at the following address:

Laura Holquist  
ALLETE Properties, LLC  
4315 Metro Parkway  
Suite 500  
Fort Myers, FL 33916  
239-333-3300

Thank you for your help in this matter.

Sincerely,

Laura Holquist  
President

Enclosures

ARTICLES OF MERGER

FILED

**SUNDOWNER PROPERTIES, INC.**  
(a Florida corporation)

and

**SRC OF FLORIDA, INC.**  
(a Florida corporation)

with and into

2009 JUN 30 PM 4: 11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**INTERLACHEN LAKES ESTATES, INC.**  
(a Florida corporation)

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned Lehigh Acquisition Corporation, a Delaware corporation ("Parent Corporation") and sole shareholder of each of Sundowner Properties, Inc., a Florida corporation and SRC of Florida, Inc., a Florida corporation (each a "Merging Subsidiary") and Interlachen Lakes Estates, Inc., a Florida corporation ("Surviving Subsidiary"), hereby adopts the following Articles of Merger.

**FIRST:** The name and jurisdiction of the surviving corporation is as follows:

Interlachen Lakes Estates, Inc., a Florida corporation

**SECOND:** The name and jurisdiction of each merging corporation is as follows:

Sundowner Properties, Inc., a Florida corporation

SRC of Florida, Inc., a Florida corporation

**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall become effective upon filing of these Articles of Merger with the Florida Department of State.

**FIFTH:** Pursuant to Section 607.1104 of the Florida Statutes, shareholder approval of the Plan of Merger is not required.

**SIXTH:** The Plan of Merger was adopted by the board of directors of the Parent Corporation, the sole shareholder of each Merging Subsidiary and the Surviving Subsidiary, effective June 19, 2009.

**IN WITNESS WHEREOF,** these Articles of Merger have been executed by the Parent Corporation as of June 19, 2009.

**Lehigh Acquisition Corporation**

By: 

Frank A. Ford

Its:

President

## PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by the board of directors of Lehigh Acquisition Corporation, a Delaware corporation ("Parent Corporation"), effective June 19, 2009, is submitted in compliance with Chapter 607 of the Florida Statutes.

1. The names and jurisdictions of the parent and each subsidiary corporation are as follows:

Parent Corporation: Lehigh Acquisition Corporation, a Delaware corporation

Surviving Subsidiary: Interlachen Lakes Estates, Inc., a Florida corporation

Merging Subsidiary: Sundowner Properties, Inc., a Florida corporation

Merging Subsidiary: SRC of Florida, Inc., a Florida corporation

2. On the effective date of the merger, the separate existence of each Merging Subsidiary shall cease and each Merging Subsidiary shall be merged with and into the Surviving Subsidiary and each Merging Subsidiary's stock shall be extinguished.

3. Shareholders of the Surviving Subsidiary and each Merging Subsidiary who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321 of the Florida Statutes, may be entitled, if they comply with the provisions of Chapter 607 of the Florida Statutes regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

4. The Articles of Incorporation of the Surviving Subsidiary in effect immediately prior to the effective date of the merger shall remain the Articles of Incorporation of the Surviving Subsidiary.

5. The Bylaws of the Surviving Subsidiary in effect immediately prior to the effective date of the merger shall remain the Bylaws of the Surviving Subsidiary.

6. The officers and directors of the Surviving Subsidiary holding office immediately prior to the effective date of the merger, shall remain the officers and directors of the Surviving Subsidiary and shall hold such positions subject to the provisions of the laws of the State of Florida and the Articles of Incorporation and Bylaws of the Surviving Subsidiary.

7. On the effective date of the merger, the Surviving Subsidiary shall succeed to and possess all of the rights, interests, privileges, immunities and franchises, of a public as well as of a private nature, of each Merging Subsidiary. All property (real, personal and mixed) and all debts due on any account, including subscriptions for shares, and all other causes of action, and every other interest of, belonging or due to each Merging Subsidiary shall vest in and be held by the Surviving Subsidiary, without any further act or deed as fully and entirely without change as if the same were held and enjoyed by each Merging Subsidiary, and shall be managed and controlled by the Surviving Subsidiary.

8. The Surviving Subsidiary shall be responsible and liable for all of the debts, liabilities, duties and obligations of each Merging Subsidiary, and any existing claim of or against, or any action pending by or against a Merging Subsidiary may be prosecuted as if the merger had not taken place, or the Surviving Subsidiary may be substituted in the place of a Merging Subsidiary.