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Division of Corporations

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Account Number : I20020000128
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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

Matsche Co.

Certificate of Status	1
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DIVISION OF CORPORATIONS

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ARTICLES AND PLAN OF MERGER
OF
MATSCHÉ INVESTMENTS, INC.
AND
VILLAGE GREEN PROPERTIES, INC.
(the "Merged Corporations")
INTO
MATSCHÉ CO.
(the "Surviving Corporation")

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER dated December 28, 2005, among MATSCHE CO., a Florida corporation, hereinafter called "Matsche Co.", MATSCHE INVESTMENTS, INC., a Florida corporation, hereinafter called "Matsche Investments," and VILLAGE GREEN PROPERTIES, INC., a Florida corporation, hereinafter called "Village Green."

Matsche Co. is a corporation organized and existing under the laws of the State of Florida, with 7,500 shares of authorized common stock of \$1.00 par value. Matsche Investments is a corporation organized and existing under the laws of the State of Florida, with 50 shares of authorized common stock with no par value. Village Green Properties is a corporation organized and existing under the laws of the State of Florida, with 500 shares of authorized common stock of \$1.00 par value.

The Boards of Directors of Matsche Co., Matsche Investments and Village Green, respectively, deem it desirable and in the best interests of the corporations and their stockholders that Matsche Co., Matsche Investments and Village Green be merged into Matsche Co., and the corporations desire that they so merge under and pursuant to the laws of the State of Florida.

NOW, THEREFORE, IN CONSIDERATION OF THE PREMISES AND THE MUTUAL COVENANTS AND AGREEMENTS HEREIN SET FORTH, AND FOR THE PURPOSES OF PRESCRIBING THE TERMS AND CONDITIONS OF THE MERGER, THE PARTIES AGREE AS FOLLOWS:

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1. As soon as the stockholders of Matsche Co., Matsche Investments and Village Green have approved this merger, Matsche Investments and Village Green shall be deemed to have merged with and into Matsche Co., which shall survive the merger and which shall have the same name as heretofore. The effective date of the merger for tax and accounting purposes shall be December 31, 2005.

2. The name of the surviving corporation shall be MATSCHE CO. The purposes for which the surviving corporation is formed and the nature of the business to be transacted by it shall be as set forth in the Articles of Incorporation of Matsche Co.

3. On the effective date of the merger, the By-Laws of Matsche Co., as heretofore amended, shall be the By-Laws of the surviving corporation until the same shall be altered, amended or repealed, or until new By-Laws shall be adopted, in accordance with the provisions thereof.

4. The Board of Directors of Matsche Co. as the surviving corporation shall consist of the present directors of Matsche Co., who shall hold office until the next annual meeting of the stockholders of the surviving corporation, and until their successors have been elected and qualified. The present officers of Matsche Co. shall also hold office until their successors have been duly elected and qualified.

5. On the effective date of the merger, the total amount of capital stock of Matsche Co. as the surviving corporation to be authorized shall be 5,000 shares of common stock of \$1.00 par value. Each share of common stock of Matsche Investments and Village Green outstanding on the effective date of merger shall be converted into and become the outstanding common stock of the surviving corporation outstanding immediately prior to the effective date of this merger. Each share of stock of Matsche Co. as the surviving corporation outstanding prior to the merger becoming effective shall remain outstanding immediately after the merger as an identical share of stock of Matsche Co. as the surviving corporation.

6. On the effective date of the merger, all of the tangible, intangible, real and personal property, rights,

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privileges and franchises, of whatsoever nature and description of Matsche Investments and Village Green, including any chooses in action belonging to each of them, shall be transferred to, vested in and shall devolve upon Matsche Co. as the surviving corporation, without further act or deed; and all property rights, privileges and franchises, and every other interest, shall be as effectually the property of Matsche Co. as the surviving corporation as they were of each of the respective corporations, and the title to all real estate vested in any of the corporations shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in Matsche Co. as the surviving corporation. All debts, liabilities and duties of the respective corporations shall, thereafter, be assumed by and attached to Matsche Co. as the surviving corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties have been incurred or contracted by Matsche Co. as the surviving corporation.

7. Matsche Co. as the surviving corporation shall pay all expenses of the merger agreement and reserves the right to subsequently amend its Articles of Incorporation at any time hereafter, in accordance with the provisions of the laws of the State of Florida.

8. The directors and shareholders of Matsche Co., Matsche Investments and Village Green unanimously approved and adopted these Articles and Plan of Merger at a meeting held for such purpose on the date of execution of these Articles and Plan of Merger.

9. The officers of Matsche Co., Matsche Investments and Village Green shall cause these Articles of Merger to be filed with the Secretary of the State of Florida in conformity with the laws of that State.

10. Matsche Co. as the surviving corporation will furnish a copy of these Articles and Plan of Merger to any of the shareholders of Matsche Co., Matsche Investments and Village Green upon request and without charge.

IN WITNESS WHEREOF, the President and Secretary of MATSCHE

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CO., a Florida corporation, the President and Secretary of
MATSCHÉ INVESTMENTS, INC., a Florida corporation, and VILLAGE
GREEN PROPERTIES, INC., a Florida corporation, hereby execute
these Articles as of the _____ day of December, 2005.

MATSCHÉ CO.

MATSCHÉ INVESTMENTS, INC.

By: _____
Its PresidentBy: _____
Its President

ATTEST: _____

ATTEST: _____

Its Secretary_____
Its Secretary

(Corporate Seal)

(Corporate Seal)

VILLAGE GREEN PROPERTIES, INC.

By: _____
Its President

ATTEST: _____

Its Secretary

STATE OF FLORIDA

COUNTY OF Lake

The foregoing instrument was acknowledged before me on the
28th day of December, 2005, by John J. Matsche, the President of
MATSCHÉ CO., a Florida corporation, on behalf of the corporation,
✓ personally known to me; or _____ who produced a Florida
Driver's License identification, and who did take an oath and
personally appeared before me.



Mary Stone
NOTARY PUBLIC - STATE OF FLORIDA
Print Name: Mary Stone
My Commission Expires: _____
Commission No.: _____

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STATE OF FLORIDA

COUNTY OF Lake

The foregoing instrument was acknowledged before me on the 28th day of December, 2005, by John J. Matsche, the President of MATSCHE INVESTMENTS, INC., a Florida corporation, on behalf of the corporation, ☒ personally known to me; or who produced a Florida Driver's License identification, and who did take an oath and personally appeared before me.



Mary Stone
NOTARY PUBLIC - STATE OF FLORIDA
Print Name: Mary Stone
My Commission Expires:
Commission No.:

STATE OF FLORIDA

COUNTY OF Lake

The foregoing instrument was acknowledged before me on the 28th day of December, 2005, by John J. Matsche, the President of VILLAGE GREEN PROPERTIES, INC., a Florida corporation, on behalf of the corporation, ☒ personally known to me; or who produced a Florida Driver's License identification, and who did take an oath and personally appeared before me.



Mary Stone
NOTARY PUBLIC - STATE OF FLORIDA
Print Name: Mary Stone
My Commission Expires:
Commission No.: