

279947

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000054152 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED

04 MAR 12 PM 2:32

DIVISION OF CORPORATIONS

Division of Corporations

Fax Number : (850) 205-0380

Account Name

: FLORIDA FILING & SEARCH SERVICES

Account Number : I20000000189

Phone : (850) 668-4318

Fax Number : (850) 668-3398

FILED  
04 MAR 12 PM 3:22  
SECRETARY OF STATE  
PALM HARBOR, FLORIDA

MERGER OR SHARE EXCHANGE

PALM HARBOR HOMES, INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 04      |
| Estimated Charge      | \$70.00 |

Electronic Filing Menu

Corporate Filing

Public Access Help

Merger  
T. Lewis 3/12/04

**ARTICLES OF MERGER (FLORIDA) OF  
PALM HARBOR HOMES, INC. AND  
FIRST HOME MORTGAGE CORPORATION**

**Dated March 11, 2004**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned domestic parent corporation, Palm Harbor Homes, Inc., a Florida corporation (the "Surviving Domestic Parent"), and the undersigned wholly-owned foreign subsidiary corporation, First Home Mortgage Corporation, a Georgia corporation (the "Disappearing Foreign Subsidiary"), execute the following Articles of Merger (these "Articles of Merger") for the purpose of merging the Disappearing Foreign Subsidiary with and into the Surviving Domestic Parent (the "Merger").

1. The Plan of Merger (the "Plan") is attached hereto as Exhibit A and incorporated herein by reference as if restated in full.

2. The effective date of the Merger is the date of filing of these Articles of Merger with the Department of State of Florida.

3. Shareholder approval of the Merger was not required pursuant to Section 607.1104 of the Act.

4. The Board of Directors of the Surviving Domestic Parent adopted the Plan pursuant to that certain Written Consent of Board of Directors of the Surviving Domestic Parent dated March 11, 2004. The Board of Directors and sole shareholder of the Disappearing Foreign Subsidiary adopted and approved the Plan pursuant to that certain Joint Written Consent of Board of Directors and Shareholders of Disappearing Foreign Subsidiary dated March 11, 2004.

**[The remainder of this page has been left blank intentionally.]**

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger to effect the Merger.

**SURVIVING DOMESTIC PARENT**

**PALM HARBOR HOMES, INC.,**  
a Florida corporation

  
\_\_\_\_\_  
Lee Posey, Chairman of the Board

  
\_\_\_\_\_  
Kelly Tacke, Secretary

**DISAPPEARING FOREIGN SUBSIDIARY**

**FIRST HOME MORTGAGE CORPORATION,**  
a Georgia corporation

  
\_\_\_\_\_  
Kelly Tacke, Secretary and Treasurer

## **EXHIBIT A**

### **PLAN OF MERGER (FLORIDA) OF PALM HARBOR HOMES, INC. AND FIRST HOME MORTGAGE CORPORATION**

**Dated March 11, 2004**

Pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act (the "Act"), the undersigned domestic parent corporation, Palm Harbor Homes, Inc., a Florida corporation (the "Surviving Corporation"), and the undersigned wholly-owned foreign corporation subsidiary, First Home Mortgage Corporation, a Georgia corporation (the "Disappearing Corporation"), execute the following Plan of Merger (this "Plan") for the purpose of merging the Disappearing Corporation with and into the Surviving Corporation (the "Merger").

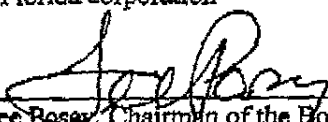
1. The name of the domestic parent corporation is Palm Harbor Homes, Inc., a Florida corporation, and the name of the wholly-owned foreign subsidiary corporation is First Home Mortgage Corporation, a Georgia corporation. Palm Harbor Homes, Inc. shall be the Surviving Corporation and shall continue to exist and operate as a Florida corporation. The Disappearing Corporation is a wholly-owned subsidiary of the Surviving Corporation. The laws of the State of Georgia, under which the Disappearing Corporation is organized, permit the Merger.
2. The shares in the Disappearing Corporation will be canceled and no cash or other property shall be issued in exchange for the shares in the Disappearing Corporation.
3. Shareholders of the Disappearing Corporation who, except for the applicability of Section 607.1104 of the Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321, may be entitled, if they comply with the provisions of the Act regarding appraisal rights, to be paid the fair value of their shares.
4. The Surviving Corporation, as sole shareholder of the Disappearing Corporation, waives its right under Section 607.1104 of the Act to receive a copy or summary of the Plan at least 30 days prior to the filing of the Articles of Merger with the Department of State of Florida.

**[The remainder of this page has been left blank intentionally.]**

IN WITNESS WHEREOF, the undersigned have executed this Plan as of the date first written above to effect the Merger upon the filing of Articles of Merger with the Department of State of Florida.

**SURVIVING CORPORATION**

PALM HARBOR HOMES, INC.,  
a Florida corporation

  
\_\_\_\_\_  
Lee Posey, Chairman of the Board

  
\_\_\_\_\_  
Kelly Tacke, Secretary

**DISAPPEARING CORPORATION**

FIRST HOME MORTGAGE CORPORATION,  
a Georgia corporation

  
\_\_\_\_\_  
Kelly Tacke, Secretary and Treasurer