

409764

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

CARUSCAN PROPERTIES, INC., an Arizona corporation, not qualified in  
Florida.

INTO

CARUSCAN OF AMERICA, INC., a Florida corporation, 409764.

File date: March 27, 1997

Corporate Specialist: Karen Gibson

Document Number Only

409764

FILED  
91 MAR 27 PM 2:17  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

400002125924--3

-03/27/97--01067--010

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

CORPORATION(S) NAME

Causcan Properties, Inc.  
merged into:

Causcan of America, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Limited Partnership

☐ Reinstatement

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CR2E031 (1-89)

ARTICLES OF MERGER  
OF  
CARUSCAN PROPERTIES, INC.  
INTO  
CARUSCAN OF AMERICA, INC.

FILED  
97 MAR 27 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of merger:

FIRST: Caruscan of America, Inc. is a corporation organized under the laws of the State of Florida owning 100 percent of the shares of Caruscan Properties, Inc., (the "Subsidiary"), a corporation organized under the laws of the State of Arizona.

SECOND: The plan of merger attached hereto and incorporated herein as Exhibit A was adopted as of January 1, 1997 by the Board of Directors of Caruscan of America, Inc. Shareholder approval is not required.

THIRD: Because there is only one shareholder of the subsidiary, there are no dissenting shareholders.

FOURTH: The plan of merger was prepared and approved by Caruscan of America, Inc., the sole shareholder, so there are no applicable mailing requirements with respect thereto.

FIFTH: The effective date of the merger shall be the date these Articles of Merger are filed with the Florida Secretary of State and the corresponding Articles of Merger are filed with the Arizona Corporation Commission. Notwithstanding the foregoing, the effective date of the merger for all internal accounting purposes shall be January 1, 1997

Signed as of January 1, 1997.

CARUSCAN PROPERTIES, INC.

By: L. Korman  
Print Name: LEN KORMAN  
Title: VICE PRESIDENT

CARUSCAN OF AMERICA, INC.

By: L. Korman  
Print Name: LEN KORMAN  
Title: VICE PRESIDENT

## **PLAN AND AGREEMENT OF MERGER**

PLAN AND AGREEMENT OF MERGER made as of the 1st day of January 1997, by and between CARUSCAN OF AMERICA, INC., a Florida corporation (the "Surviving Corporation") and CARUSCAN PROPERTIES, INC. an Arizona corporation (the "Constituent Corporation").

### **RECITALS**

A. The Surviving Corporation desires the Constituent Corporations to be merged with and into the Surviving Corporation, and the Constituent Corporation desires to merge with and into the Surviving Corporation (the "Merger"), upon the terms and subject to the conditions set forth in this Plan and Agreement of Merger ("Agreement") in accordance with the laws of the State of Florida.

B. The Constituent Corporation is a wholly-owned subsidiary of the Surviving Corporation.

C. The Board of Directors of the Surviving Corporation, by Written Action of Directors, has approved the terms of this Agreement and of the Merger.

D. The Merger shall be effectuated in accordance with Section 607.1107 of the Florida Statutes and Section 10-1107 of the Arizona Statutes.

NOW, THEREFORE, the parties agree as follows:

### **ARTICLE I**

#### **THE MERGER**

Section 1.1 On the Effective Date (as defined in Section 4.1) the Constituent Corporation shall merge with and into the Surviving Corporation. The corporate existence of the Surviving Corporation, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger. The Surviving Corporation shall, from and after the Effective Date, possess all of the rights, privileges, powers and franchises and be subject to all the restrictions, disabilities and duties of the Constituent Corporation, and all of the rights, privileges, powers and franchises of the Constituent Corporation, and all property, real, personal or mixed, and all debts due the Constituent Corporation, shall be vested in the Surviving Corporation. The separate existence of the Constituent Corporation shall cease upon the Effective Date.

Section 1.2 If at any time after the Effective Date the officers or Board of Directors of the Surviving Corporation shall consider that any further action is necessary or desirable to vest in the Surviving Corporation the title to any property or right of the Constituent Corporations as a result of the Merger, the Constituent Corporation and its officers and directors will execute and deliver all such proper deeds, assignments and assurances required by law and do all things necessary and proper to vest title to such property or rights in the Surviving Corporation and otherwise to carry out the intent and purposes of this Agreement; moreover, the proper officers and directors of the Surviving Corporation are hereby empowered and fully authorized, in the name of the Constituent Corporation, to take any and all such action.

## ARTICLE II

### ARTICLES OF INCORPORATION; BYLAWS; BOARD OF DIRECTORS; OFFICERS

Section 2.1 The Articles of Incorporation of the Surviving Corporation, as in effect at the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation after the Effective Date until they may be amended in accordance with the Florida Business Corporation Act.

Section 2.2 The Bylaws of the Surviving Corporation, as in effect at the Effective Date, shall be the Bylaws of the Surviving Corporation after the Effective Date until they may be altered, amended or repealed in accordance with Florida law, the Articles of Incorporation of the Surviving Corporation or its Bylaws.

Section 2.3 From and after the Effective Date, the officers and directors of the Surviving Corporation shall continue to serve as the officers and directors of the Surviving Corporation, each to serve until his or her respective successor shall have been duly elected and qualified.

## ARTICLE III

### CONVERSION OF SHARES

Section 3.1 There shall be no conversion of shares of the Constituent Corporation into shares of the Surviving Corporation. At the Effective Date, each share of the Constituent Corporation issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger, be cancelled. At the Effective Date, each issued and outstanding share of the Surviving Corporation shall continue to be one such share of the Surviving Corporation.

Section 3.2 As promptly as practicable after the Effective Date, the shareholder of the Constituent Corporation shall endorse and surrender to the Treasurer of the Surviving Corporation any and all certificates evidencing shares of the Constituent Corporation, and the certificates shall, upon such surrender, be cancelled by the Treasurer of the Surviving Corporation.

## ARTICLE IV

### PROCEDURE TO EFFECT MERGER

Section 4.1 The term "Effective Date" shall mean the date on which the Articles are filed with the Arizona Corporation Commission and Florida Secretary of State. Notwithstanding the foregoing, the effective date of the Merger for all internal accounting purposes shall be January 1, 1997.

Section 4.2 If for any reason this Agreement ceases to be binding upon the Constituent Corporation or the Surviving Corporation, it shall thereafter be void without further action by the directors of the Constituent Corporation or the Surviving Corporation.

Section 4.3 The Constituent Corporation and the Surviving Corporation will bear and be solely responsible for all costs and expenses incurred by them in connection with the transactions contemplated by this Agreement if they are not consummated.

Section 4.4 If the Merger is consummated, the Surviving Corporation shall bear and pay all costs and expenses incurred by the Constituent Corporation in connection with the consummation of the Merger.

## ARTICLE V

### MISCELLANEOUS

Section 5.1 This Agreement may be executed in several counterparts, each of which shall be deemed an original, but all of which counterparts collectively shall constitute one instrument representing the Agreement between the parties hereto.

Section 5.2 Except as otherwise provided in this Agreement, nothing herein expressed or implied is intended, or shall be construed, to confer upon or give any person, firm or corporation, other than the Constituent Corporation and the Surviving Corporation or heir respective successors and assigns, and rights or remedies under or by reason of this Agreement.

Section 5.3 This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the Constituent Corporation and the Surviving Corporation have caused this Plan and Agreement of Merger to be signed in their respective names by their respective Presidents or Vice-Presidents, with signatures attested by their Secretaries or Assistant Secretaries, with their corporate seals to be hereunto affixed as of the 1st day of January, 1997.

ATTEST:

M. Lynne Smith  
M. Lynne Smith, Corporate Secretary

SURVIVING CORPORATION:

Caruscan of America, Inc.

By: Len G. Koroneos  
Len G. Koroneos, Vice-President

CONSTITUENT CORPORATION:

Caruscan Properties, Inc.

M. Lynne Smith  
M. Lynne Smith, Corporate Secretary

By: Len G. Koroneos  
Len G. Koroneos, Vice-President



Document Number Only

409764

FILED  
97 MAR 27 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Scotia Interstate, Inc.

Caruscan of Melbourne, Inc.

Hidden Harbour at Victoria Park, Inc.

merging into.

Caruscan of America, Inc.

600002131116--6

04/02/97--01044--004  
\*\*\*\*140.00 \*\*\*\*140.00

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

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**ARTICLES OF MERGER  
OF  
SCOTIA INTERSTATE, INC.,  
CARUSCAN OF MELBOURNE, INC., AND  
HIDDEN HARBOUR AT VICTORIA PARK, INC.  
INTO  
CARUSCAN OF AMERICA, INC.**

**FILED**  
JAN 21 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of merger:

**FIRST:** Caruscan of America, Inc. is a corporation organized under the laws of the State of Florida owning 100 percent of the shares of Scotia Interstate, Inc., Caruscan of Melbourne, Inc. and Hidden Harbour at Victoria Park, Inc. corporations organized under the laws of the State of Florida.

**SECOND:** The Plan and Agreement of Merger attached hereto was adopted by the Board of Directors of Caruscan of America, Inc. as of January 1, 1997. Shareholder approval was not required.

**THIRD:** Since Caruscan of America, Inc. is the sole shareholder of the constituent corporations, there are no dissenting shareholders and therefore no applicable mailing requirements.

**FOURTH:** The effective date of the merger shall be the date these Articles of Merger are filed with the Florida Secretary of State. Notwithstanding the foregoing, for all internal accounting purposes the effective date shall be January 1, 1997

Signed this 1st day of January, 1997.

**SURVIVING CORPORATION:**

Caruscan of America, Inc.

By: *L. Koroneos*  
Len G. Koroneos

**CONSTITUENT CORPORATIONS:**

Scotia Interstate, Inc.

By: *L. Koroneos*  
Len G. Koroneos

Caruscan of Melbourne, Inc.

By: *L. Koroneos*  
Len G. Koroneos

Hidden Harbour at Victoria Park, Inc.

By: *L. Koroneos*  
Len G. Koroneos

## **PLAN AND AGREEMENT OF MERGER**

PLAN AND AGREEMENT OF MERGER made as of the 1st day of January 1997, by and between CARUSCAN OF AMERICA, INC., a Florida corporation (the "Surviving Corporation") and (1) CARUSCAN OF MELBOURNE, INC., (2) SCOTIA INTERSTATE, INC., AND (3) HIDDEN HARBOUR AT VICTORIA PARK, INC. all Florida corporations (the "Constituent Corporations").

### **RECITALS**

A. The Surviving Corporation desires the Constituent Corporations to be merged with and into the Surviving Corporation, and the Constituent Corporations desire to merge with and into the Surviving Corporation (the "Merger"), upon the terms and subject to the conditions set forth in this Plan and Agreement of Merger ("Agreement") in accordance with the laws of the State of Florida.

B. The Constituent Corporations are wholly-owned subsidiaries of the Surviving Corporation.

C. The Board of Directors of the Surviving Corporation, by Written Action of Directors, has approved the terms of this Agreement and of the Merger.

D. The Merger shall be effectuated in accordance with Section 607.1107 of the Florida Statutes.

NOW, THEREFORE, the parties agree as follows:

### **ARTICLE I**

#### **THE MERGER**

Section 1.1 On the Effective Date (as defined in Section 4.1) the Constituent Corporations shall merge with and into the Surviving Corporation. The corporate existence of the Surviving Corporation, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger. The Surviving Corporation shall, from and after the Effective Date, possess all of the rights, privileges, powers and franchises and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations, and all of the rights, privileges, powers and franchises of the Constituent Corporations, and all property, real, personal or mixed, and all debts due the Constituent Corporations, shall be vested in the Surviving

Corporation. The separate existence of the Constituent Corporations shall cease upon the Effective Date.

Section 1.2 If at any time after the Effective Date the officers or Board of Directors of the Surviving Corporation shall consider that any further action is necessary or desirable to vest in the Surviving Corporation the title to any property or right of the Constituent Corporations as a result of the Merger, the Constituent Corporations and their officers and directors will execute and deliver all such proper deeds, assignments and assurances required by law and do all things necessary and proper to vest title to such property or rights in the Surviving Corporation and otherwise to carry out the intent and purposes of this Agreement; moreover, the proper officers and directors of the Surviving Corporation are hereby empowered and fully authorized, in the name of the Constituent Corporations, to take any and all such action.

## ARTICLE II

### ARTICLES OF INCORPORATION; BYLAWS; BOARD OF DIRECTORS; OFFICERS

Section 2.1 The Articles of Incorporation of the Surviving Corporation, as in effect at the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation after the Effective Date until they may be amended in accordance with the Florida Business Corporation Act.

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Section 2.3 From and after the Effective Date, the officers and directors of the Surviving Corporation shall continue to serve as the officers and directors of the Surviving Corporation, each to serve until his or her respective successor shall have been duly elected and qualified.

## ARTICLE III

### CONVERSION OF SHARES

Section 3.1 There shall be no conversion of shares of the Constituent Corporations into shares of the Surviving Corporation. At the Effective Date, each share of the Constituent Corporations issued and outstanding immediately prior to the Effective Date shall, by virtue of

the Merger, be cancelled. At the Effective Date, each issued and outstanding share of the Surviving Corporation shall continue to be one such share of the Surviving Corporation.

Section 3.2 As promptly as practicable after the Effective Date, the shareholder of the Constituent Corporations shall endorse and surrender to the Treasurer of the Surviving Corporation any and all certificates evidencing shares of the Constituent Corporations, and the certificates shall, upon such surrender, be cancelled by the Treasurer of the Surviving Corporation.

#### ARTICLE IV

##### PROCEDURE TO EFFECT MERGER

Section 4.1 The term "Effective Date" shall mean the date on which the Articles of Merger are filed with the Florida Secretary of State. Notwithstanding the foregoing, the effective date of the Merger for all internal accounting purposes shall be January 1, 1997.

Section 4.2 If for any reason this Agreement ceases to be binding upon any of the Constituent Corporations or the Surviving Corporation, it shall thereafter be void without further action by the directors of either of the terminating Constituent Corporations or the Surviving Corporation.

Section 4.3 The Constituent Corporations and the Surviving Corporation will bear and be solely responsible for all costs and expenses incurred by them in connection with the transactions contemplated by this Agreement if they are not consummated.

Section 4.4 If the Merger is consummated, the Surviving Corporation shall bear and pay all costs and expenses incurred by the Constituent Corporations in connection with the consummation of the Merger.

#### ARTICLE V

##### MISCELLANEOUS

Section 5.1 This Agreement may be executed in several counterparts, each of which shall be deemed an original, but all of which counterparts collectively shall constitute one instrument representing the Agreement between the parties hereto.

Section 5.2 Except as otherwise provided in this Agreement, nothing herein expressed or implied is intended, or shall be construed, to confer upon or give any person, firm or corporation, other than the Constituent Corporations and the Surviving Corporation or their respective successors and assigns, and rights or remedies under or by reason of this Agreement.

Section 5.3 This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the Constituent Corporations and the Surviving Corporation have caused this Plan and Agreement of Merger to be signed in their respective names by their respective Presidents or Vice-Presidents, with signatures attested by their Secretaries or Assistant Secretaries, with their corporate seals to be hereunto affixed as of the 1st day of January, 1997.

ATTEST:

M. Lynne Smith  
M. Lynne Smith, Corporate Secretary

SURVIVING CORPORATION:

Caruscan of America, Inc.

By: L. Koroneos  
Len G. Koroneos, Vice-President

CONSTITUENT CORPORATIONS:

Caruscan of Melbourne, Inc.

M. Lynne Smith  
M. Lynne Smith, Corporate Secretary

By: L. Koroneos  
Len G. Koroneos, Vice-President

Scotia Interstate, Inc.

M. Lynne Smith  
M. Lynne Smith, Corporate Secretary

By: L. Koroneos  
Len G. Koroneos, Vice-President

Hidden Harbour at Victoria Park, Inc.

M. Lynne Smith  
M. Lynne Smith, Corporate Secretary

By: L. Koroneos  
Len G. Koroneos, Vice-President

409764

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

SCOTIA INTERSTATE, INC., a Florida corporation, document number 555939

CARUSCAN OF MELBOURNE, INC., a Florida corporation, document number  
F40908

HIDDEN HARBOUR AT VICTORIA PARK, INC., a Florida corporation, document  
number S55075

INTO

**CARUSCAN OF AMERICA, INC., a Florida corporation, 409764.**

File date: March 27, 1997

Corporate Specialist: Karen Gibson