

476144

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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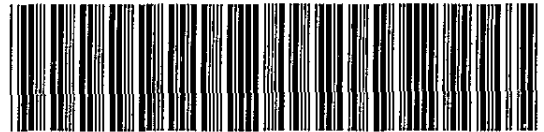
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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*merger  
T. Lewis*

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## ***Law Office of Sherry L. Hyman, PLLC***

***Sherry L. Hyman, Esq.***

BOARD CERTIFIED IN REAL ESTATE  
CERTIFIED CIRCUIT MEDIATOR  
QUALIFIED FLORIDA ARBITRATOR

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Phone: (561) 744-7231 • Fax: (561) 744-3140  
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E-mail: Slhyman@aol.com



Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

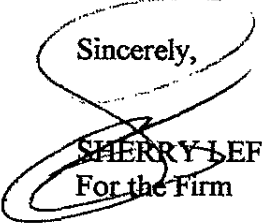
Re: Articles of Merger and Plan of Merger Among Boca Lago Construction., Inc.  
and Hunters Run Construction Co., Inc.

Dear Ladies and Gentlemen:

Enclosed please find the original and one copy of the Articles of Merger and Plan of Merger Among Boca Lago Construction, Inc. and Hunters Run Construction Co., Inc., together with a check in the amount of \$70.00 representing the filing fee for same. I would appreciate it if you would please file the enclosed documents and then return a copy of same to me at the address listed below.

Thank you for your help and cooperation.

Sincerely,

  
SHERRY LEFKOWITZ HYMAN, ESQ.  
For the Firm

Enclosure

## ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1105, F.S. of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

FIRST: The name and jurisdiction of the surviving corporation is:

Name of Corporation

State of incorporation

Boca Lago Construction Company, Inc.

Florida

SECOND: The name and jurisdiction of the merging corporation is:

Name of Corporation

State of incorporation

Hunters'Run Construction Co., Inc.

Florida

THIRD: Each domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1105 F.S. and if it is the surviving corporation of the merger, with Section 607.1105 F.S.

FOURTH: The plan of merger is set forth on Exhibit "A" attached hereto.

FIFTH: The effective date of the certificate of merger shall be the date of filing.

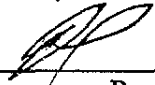
SIXTH: The plan of merger was adopted by the shareholders and the Board of Directors of Hunters'Run Construction Co., Inc., the merged corporation, on January 2, 2005

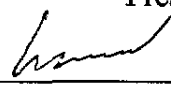
SEVENTH: The plan of merger was adopted by the shareholders and the Board of Directors of Boca Lago Construction Company, Inc., the surviving corporation, on January 2, 2005

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

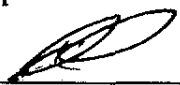
Signed this 2 day of JANUARY, 2005.

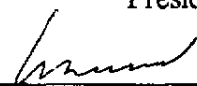
Boca Lago Construction Company, Inc.  
A Florida corporation  
(Surviving Corporation)

BY:   
President

Attest:   
Secretary

Hunters' Run Construction Co., Inc.,  
A Florida Corporation

BY:   
President

Attest:   
Secretary

**PLAN OF MERGER AMONG BOCA LAGO CONSTRUCTION, INC.,  
AND HUNTERS RUN CONSTRUCTION CO., INC.**

Plan of Merger ("Plan") dated January 2, 2005, by and among Boca Lago Construction Company, Inc. a Florida corporation, and Hunters Run Construction Co., Inc. a Florida Corporation

The Board of Directors of the above-named corporations have deemed it desirable and in the best interests of their respective corporations and shareholders that the properties, businesses, assets and liabilities of all parties be merged into one surviving corporation, which shall be Boca Lago Construction Company, Inc., a Florida corporation, in accordance with the provisions of this Plan and subject to applicable law.

NOW, THEREFORE, in consideration of the mutual agreements and promises herein contained, the parties, intending to be legally bound, do hereby agree as follows:

**ARTICLE I**

Hunters Run Construction Co., Inc. shall merge into Boca Lago Construction Company, Inc. pursuant to applicable law on the terms hereinafter stated and Boca Lago Construction Company, Inc. shall be the surviving corporation. Upon the effective date of the merger and thereafter, Hunters' Run Construction Co., Inc. shall cease to exist and the properties, business, assets and liabilities of Boca Lago Construction Company, Inc., as surviving corporation, shall continue to exist as a domestic corporation under the laws of the State of Florida, with all rights and obligations of a surviving domestic corporation as are provided by the Florida Business Corporation Act.

**ARTICLE II**

The Articles of Incorporation and the Bylaws of Boca Lago Construction Company, Inc. in force at the effective date of the merger shall not be altered or amended by reason of the merger and shall be and remain the Articles of Incorporation and Bylaws after the merger, until and unless otherwise amended or modified.

**ARTICLE III**

The directors and officers of Boca Lago Construction Company, Inc. in office at the effective date of the merger shall not be changed by reason of the merger and shall be and remain the directors and respective officers after the merger until the end of the respective terms for which they were elected, subject to removal, resignation or such other changes as may otherwise occur.

**ARTICLE IV**

The manner of and basis for converting the outstanding shares of capital stock of Hunters' Run Construction Co., Inc. into shares of common stock of Boca Lago Construction Company,

Inc. and the mode for carrying into effect the merger contemplated hereby shall be that, upon the effective date of the merger, all shares of capital stock of Hunters Run Construction Co., Inc. shall be canceled and nothing shall be issued in exchange therefore. None of the shares of common stock of Boca Lago Construction Company, Inc. issued and outstanding at the effective date of the merger shall be converted or exchanged as a result of the merger, but all such shares shall remain authorized, issued and outstanding shares of common stock of Boca Lago Construction Company, Inc. as the surviving corporation, with such rights as presently exist.

#### ARTICLE V

The President, any Vice President and the Secretary of each corporation shall, and is hereby authorized and directed, before and after the effective date of the merger, to perform all such further acts, and execute any and all agreements, papers and documents arising from, in connection with or relating to, the merger contemplated by this Plan as they shall in their sole discretion deem advisable and to deliver the same.

#### ARTICLE VI

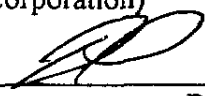
This Plan shall be governed by and construed in accordance with the laws of the State of Florida.

#### ARTICLE VII

This Plan shall be deemed effective as of the 2<sup>nd</sup> day of January, 200 5

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed the day and year first above written.

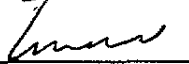
Boca Lago Construction Company, Inc.  
A Florida corporation  
(Surviving Corporation)

BY:  \_\_\_\_\_  
President

Attest:  \_\_\_\_\_  
Secretary

Hunters'Run Construction Co., Inc.,  
A Florida Corporation

BY:  \_\_\_\_\_  
President

Attest:  \_\_\_\_\_  
Secretary