

003485

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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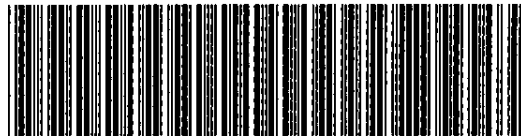
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS  
11 DEC 22 AM 8:47

Merger/CC  
10 @ 12/28/11

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** INVERNESS PROPERTIES CORP.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Martin J. Nash, Esq.  
Contact Person

Nash Axman Watkin, PLC  
Firm/Company

255 Alhambra Circle, Ste. 320  
Address

Coral Gables, FL 33134  
City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Martin J. Nash At ( 305 ) 448-2850  
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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DIVISION OF CORPORATIONS  
11 DEC 22 AM 8:41

**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Inverness Properties Corp.</u>	<u>Florida</u>	<u>663485</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Plethora, Inc.</u>	<u>Florida</u>	<u>L51560</u>
<u>The Vero Beach</u>		
<u>Development Corp.</u>	<u>Florida</u>	<u>G40583</u>

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

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the surviving corporation on 12-1, 2011.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12-1, 2011.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)



COPY

**AGREEMENT, PLAN OF MERGER AND  
ARTICLES OF MERGER**

This Agreement, Plan of Merger and Articles of Merger is made and entered into on the 1 day of December, 2011, by and between INVERNESS PROPERTIES CORP., a Florida corporation (hereinafter sometimes referred to as "INVERNESS"), PLETHORA, INC., a Florida corporation (hereinafter sometimes referred to as "PLETHORA"), and THE VERO BEACH DEVELOPMENT CORPORATION, a Florida corporation (hereinafter sometimes referred to as "VERO") (all such entities are sometimes individually referred to as a "Constituent Corporation" and collectively referred to as the "Constituent Corporations").

**WITNESSETH:**

**WHEREAS**, each of the Constituent Corporations is a corporation duly organized and existing under the laws of the State of Florida; and

**WHEREAS**, one hundred percent (100%) of the stock of each Constituent Corporation is owned in equal shares by Roger Miller, Michelle Miller, Cary Caster, Sherri Gersten and Renee Simmons; and

**WHEREAS**, PLETHORA and VERO desire to merge into INVERNESS, whereby INVERNESS shall be the surviving entity; and

**WHEREAS**, the board of directors and the shareholders of each Constituent Corporation have unanimously agreed to merge into INVERNESS, and

**WHEREAS**, all the shareholders of each Constituent Corporation have waived any requirement of notice required by §607.1101 and §607.1103 of the Florida Business Corporation Act; and

**WHEREAS**, the merger is permitted under the provisions of §607.1101 and §607.1103 of the Florida Business Corporation Act.

**NOW, THEREFORE**, in consideration of the premises and the mutual covenants, agreements, provisions and promises contained herein, the parties have entered into this Agreement and the President and Secretary, all of the Directors and all of the shareholders of each Constituent Corporation have executed this Agreement, Plan of Merger and Articles of Merger.

1. **Recitals.** The above recitals are true and correct and incorporated herein.
2. **Agreement and Plan of Merger.** On the effective date, all the Constituent Corporations shall be merged into INVERNESS which shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation").
3. The merger shall be effective on the Dec 31, 2011, or the date of filing of this document if later, as required by law.

4. The names of the Constituent Corporations and the place of their organization are as follows:

<u>Name</u>	<u>Place of Organization</u>
INVERNESS PROPERTIES CORP.	Florida
PLETHORA, INC.	Florida
THE VERO BEACH DEVELOPMENT CORPORATION	Florida

5. The Surviving Corporation shall be INVERNESS PROPERTIES CORP., a Florida corporation.

6. This Agreement, and Plan Merger and Articles of Merger was adopted by all the directors and all of the shareholders of each Constituent Corporation on Dec 1, 2011.

7. The manner and basis of converting the shares of each Constituent Corporation shall be as follows:

No new shares of INVERNESS shall be issued inasmuch as 100% of the shares of stock of INVERNESS and all of the other Constituent Corporations are already owned 20% each by the same shareholders.

8. The bylaws of the Surviving Corporation in effect at the time of the merger shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended and repealed nor shall the merger affect any change in the articles of incorporation of INVERNESS.

9. The officers and directors of the Surviving Corporation in effect at the time the merger becomes effective shall be and remain the officers and directors of the Surviving Corporation and they shall hold office until their successors are duly elected and qualified.

10. This Merger Agreement as to each Constituent Corporation was approved as required by such corporation's governing law.


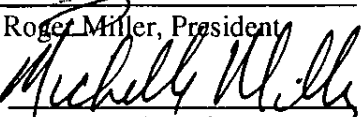
11. This Agreement may be executed in multiple counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument.

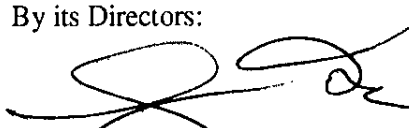

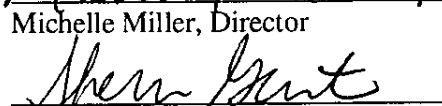
**IN WITNESS WHEREOF**, this Agreement, Plan of Merger and Articles of Merger has been executed by each of the Constituent Corporations that is party to this merger by all their directors and all their shareholders.

[SIGNATURE PAGE ATTACHED]

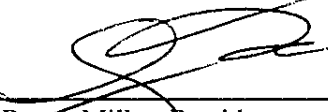
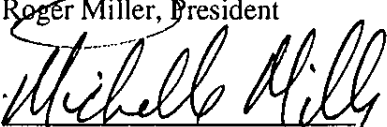
**SIGNATURE PAGE**

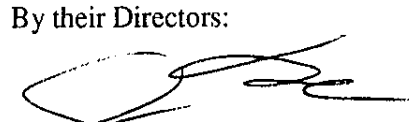
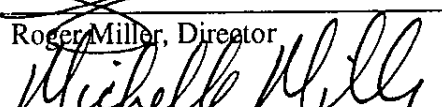
**INVERNESS PROPERTIES, CORP.**

By:   
\_\_\_\_\_  
Roger Miller, President  
Attest:   
\_\_\_\_\_  
Michelle Miller, Secretary

By its Directors:  
  
\_\_\_\_\_  
Roger Miller, Director  
  
\_\_\_\_\_  
Michelle Miller, Director  
  
\_\_\_\_\_  
Sherri Gersten, Director

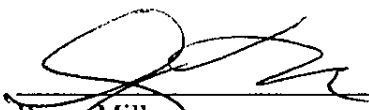
**PLETHORA, INC. and THE VERO BEACH DEVELOPMENT CORP.**


By:   
\_\_\_\_\_  
Roger Miller, President  
Attest:   
\_\_\_\_\_  
Michelle Miller, Secretary

By their Directors:  
  
\_\_\_\_\_  
Roger Miller, Director  
  
\_\_\_\_\_  
Michelle Miller, Director

**INVERNESS PROPERTIES, CORP., PLETHORA INC., and THE VERO BEACH DEVELOPMENT CORP.**

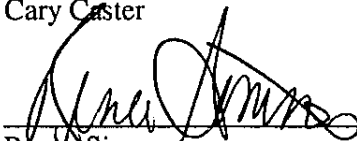
By 100% of the Shareholders who also waive any notice required

  
\_\_\_\_\_  
Roger Miller

  
\_\_\_\_\_  
Michelle Miller


\_\_\_\_\_  
Cary Caster

  
\_\_\_\_\_  
Sherri Gersten


  
\_\_\_\_\_  
Renee Simmons

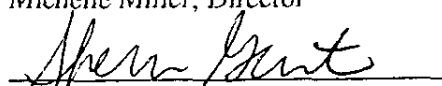
**SIGNATURE PAGE**

**INVERNESS PROPERTIES, CORP.**

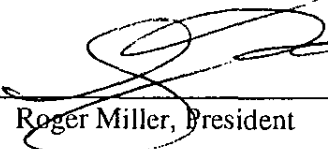
By:   
\_\_\_\_\_  
Roger Miller, President

Attest: \_\_\_\_\_  
Michelle Miller, Secretary

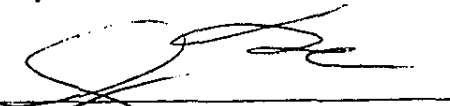
By its Directors:  
  
\_\_\_\_\_  
Roger Miller, Director

\_\_\_\_\_  
Michelle Miller, Director  
  
\_\_\_\_\_  
Sherri Gersten, Director

**PLETHORA, INC. and THE VERO BEACH DEVELOPMENT CORP.**

By:   
\_\_\_\_\_  
Roger Miller, President


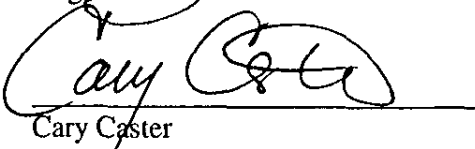
Attest: \_\_\_\_\_  
Michelle Miller, Secretary


By their Directors:  
  
\_\_\_\_\_  
Roger Miller, Director

\_\_\_\_\_  
Michelle Miller, Director

**INVERNESS PROPERTIES, CORP., PLETHORA INC., and THE VERO BEACH DEVELOPMENT CORP.**

By 100% of the Shareholders who also waive any notice required

  
\_\_\_\_\_  
Roger Miller  
  
\_\_\_\_\_  
Cary Caster

\_\_\_\_\_  
Michelle Miller  
  
\_\_\_\_\_  
Sherri Gersten

\_\_\_\_\_  
Renee Simmons