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DIVISION OF CORPORATION

*Meigel*  
C. Coulliette APR 05 2005



CORPORATION SERVICE COMPANY\*

ACCOUNT NO. : 072100000032

REFERENCE : 296583 7480712

AUTHORIZATION : *Patricia Pizote*

COST LIMIT : \$ 78.75

ORDER DATE : April 5, 2005

ORDER TIME : 12:02 PM

ORDER NO. : 296583-010

CUSTOMER NO: 7480712

CUSTOMER: Anita J. Chubbuck  
Severn Trent Services  
Suite 100, 4837 Swift Road  
Avatar Utility  
Sarasota, FL 34231

ARTICLES OF MERGER

POINCIANA UTILITIES INC.

INTO

AVATAR UTILITIES INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER  
OF  
POINCIANA UTILITIES INC.  
(A Florida Corporation)  
AND  
AVATAR UTILITIES INC.  
(A Delaware Corporation)

FILED  
05 APR -5 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly owned subsidiary business corporation and the foreign parent business corporation named below do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Poinciana Utilities Inc. with and into Avatar Utilities Inc. as approved by the Board of Directors of Poinciana Utilities Inc. on February 14, 2005 and adopted at a meeting by the Board of Directors of Avatar Utilities Inc. on February 14, 2005

2. The merger of Poinciana Utilities Inc. with and into Avatar Utilities Inc. is permitted by the laws of the jurisdiction of organization of Avatar Utilities Inc. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Avatar Utilities Inc. was February 14, 2005

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be \_\_\_\_\_ m. on \_\_\_\_\_

Executed on February 14, 2005

By

Michael Acosta  
Name: Michael Acosta  
Capacity: Chairman  
POINCIANA UTILITIES INC.

Executed on February 14, 2005

By

Dennis J. Getman  
Name: Dennis J. Getman  
Capacity: Chairman  
AVATAR UTILITIES INC.

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## PLAN OF MERGER

1. Avatar Utilities Inc., which is a business corporation of the State of Delaware and is the owner of all the outstanding shares of Poinciana Utilities Inc., which is a business corporation of the State of Florida, hereby merges Poinciana Utilities Inc. into Avatar Utilities Inc. pursuant to the provisions of the Florida Business Corporation Act.
2. The separate existence of Poinciana Utilities Inc. shall cease at the effective time and date of the merger, and Avatar Utilities Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.
3. *The issued shares of Poinciana Utilities Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.*
4. The Board of Directors and the proper officers of Avatar Utilities Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

UNANIMOUS WRITTEN CONSENT  
IN LIEU OF MEETING OF THE  
BOARD OF DIRECTORS OF  
AVATAR UTILITIES INC.

The undersigned, being all of the Directors of Avatar Utilities Inc., hereby make the following written consent in lieu of holding a Directors' Meeting, pursuant to the provisions of the Delaware General Corporation Law:

WHEREAS, the Directors hereby approve the merger of Poinciana Utilities Inc., a Florida Corporation, into Avatar Utilities Inc., a Delaware Corporation, and authorize the filing of Articles of Merger substantially in the form attached hereto.

DATE	DIRECTOR	SIGNATURE
<u>February 14, 2005</u>	Dennis J. Getman	<u>Dennis J. Getman</u>
<u>February 14, 2005</u>	Charles L. McNairy	<u>Charles L. McNairy</u>
<u>February 14, 2005</u>	Michael E. Murphy	<u>Michael E. Murphy</u>
<u>February 14, 2005</u>	Michael Acosta	<u>Michael Acosta</u>

UNANIMOUS WRITTEN CONSENT  
IN LIEU OF MEETING OF THE  
BOARD OF DIRECTORS OF  
POINCIANA UTILITIES INC.

The undersigned, being all of the Directors of Poinciana Utilities Inc., hereby make the following written consent in lieu of holding a Directors' Meeting, pursuant to the terms of Sections 607.0821 and 607.1202, Florida Statutes:

WHEREAS, the Directors hereby approve the merger of Poinciana Utilities Inc., a Florida Corporation, into Avatar Utilities Inc., a Delaware Corporation, and authorize the filing of Articles of Merger substantially in the form attached hereto.

DATE	DIRECTOR	SIGNATURE
<u>February 14, 2005</u>	Michael Acosta	<u>Michael Acosta</u>
<u>February 14, 2005</u>	Dennis J. Getman	<u>Dennis J. Getman</u>
<u>February 14, 2005</u>	Charles L. McNairy	<u>Charles L. McNairy</u>
<u>February 14, 2005</u>	Michael E. Murphy	<u>Michael E. Murphy</u>