

F02000005520

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE
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03 MAR 26 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

C. Coulliette MAR 31 2003



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March 26, 2003

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

WF Florida Construction, Inc.

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy - 2 sets

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 27, 2003

UCC FILING & SEARCH SERVICES

TALLAHASSEE, FL

SUBJECT: WF SOUTHWEST FLORIDA CONSTRUCTION, INC.
Ref. Number: F02000005520

We have received your document for WF SOUTHWEST FLORIDA CONSTRUCTION, INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 403A00018592

** Cert. showing N.C.*

ARTICLES OF MERGER
Merger Sheet

MERGING:

WESTFIELD HOMES OF SOUTHWEST FLORIDA, INC., a Florida corporation,
P98000003659

INTO

**WESTFIELD HOMES OF SOUTHWEST FLORIDA, INC., doing business in
Florida as WF SOUTHWEST FLORIDA CONSTRUCTION, INC., a Delaware
entity, F02000005520**

File date: March 26, 2003, effective March 31, 2003

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

OF

WESTFIELD HOMES OF SOUTHWEST FLORIDA, INC.
(a Florida corporation)

WITH AND INTO

WESTFIELD HOMES OF SOUTHWEST FLORIDA, INC.
(a Delaware corporation)

FILED
03 MAR 26 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, Westfield Homes of Southwest Florida, Inc., a Florida corporation (the "**Merging Corporation**"), and Westfield Homes of Southwest Florida, Inc., a Delaware corporation (the "**Surviving Corporation**") do hereby submit the following Articles of Merger.

1. Attached hereto as Exhibit A and made a part hereof is the Agreement and Plan of Merger (the "**Merger Agreement**") of the Merging Corporation and the Surviving Corporation.
2. The sole shareholder of the Merging Corporation entitled to vote on the aforesaid Agreement and Plan of Merger approved and adopted the Merger Agreement by written consent given by the sole shareholder on December 10, 2002, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
3. The merger of the Merging Corporation with and into the Surviving Corporation is permitted by the laws of the jurisdiction of organization of the Surviving Corporation and has been authorized in compliance with said laws. The date of approval and adoption of the Merger Agreement by the stockholders of the Surviving Corporation was December 10, 2002.

EFFECTIVE DATE
03-31-03

4. The effective date and time of the merger herein provided for in the State of Florida shall be March 31, 2003, at 11:59:59 p.m. (E.S.T.).

Executed on March 21, 2003.

THE MERGING CORPORATION:

WESTFIELD HOMES OF SOUTHWEST FLORIDA,
INC., a Florida corporation

By: 

Name: Clay A. Halvorsen
Title: Assistant Secretary

THE SURVIVING CORPORATION:

WESTFIELD HOMES OF SOUTHWEST FLORIDA,
INC., a Delaware corporation

By: 

Name: Clay A. Halvorsen
Title: Assistant Secretary

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

**AGREEMENT AND PLAN OF MERGER
OF
WESTFIELD HOMES OF SOUTHWEST FLORIDA, INC.
(a Florida corporation)
WITH AND INTO
WESTFIELD HOMES OF SOUTHWEST FLORIDA, INC.,
(a Delaware corporation)**

This AGREEMENT AND PLAN OF MERGER is entered into as of this 21st day of March, 2003, by and between Westfield Homes of Southwest Florida, Inc., a Florida corporation (the "**Merging Corporation**"), and Westfield Homes of Southwest Florida, Inc., a Delaware corporation, (the "**Surviving Corporation**").

WHEREAS, the Merging Corporation is a business corporation of the State of Florida, each with its principal office therein located at 569 Interstate Blvd., Sarasota, Florida; and

WHEREAS the total number of shares of stock which the Merging Corporation has authority to issue is Twenty Thousand (20,000) shares of common stock with a par value of \$.01 per share; and

WHEREAS, the Surviving Corporation is a business corporation of the State of Delaware with its registered office therein located at 9 East Lockerman Street, City of Dover, County of Kent, Delaware; and

WHEREAS the total number of shares of stock which the Surviving Corporation has authority to issue is One Thousand (1,000) shares of common stock with a par value of \$.01 per share; and

WHEREAS the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

WHEREAS the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, on December 10, 2002, by unanimous written consent, the respective Boards of Directors of each of the Merging Corporation and the Surviving Corporation declared it advisable and to the advantage, welfare, and best interests of the respective shareholder of the Merging Corporation and stockholder of the Surviving Corporation, to merge the Merging

Corporation with and into the Surviving Corporation pursuant to the provisions of the Florida Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth (the "Merger"); and

WHEREAS, on December 10, 2002, the sole shareholder of the Merging Corporation and the sole stockholder of the Surviving Corporation approved the Merger by unanimous written consent.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, the parties hereto agree as follows:

1. The Merging Corporation shall be merged with and into the Surviving Corporation, pursuant to the provisions of the Florida Business Corporation Act and the General Corporation Law of the State of Delaware. From and after the effective time of the Merger the Surviving Corporation shall continue to exist under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware and shall be vested with the collective rights, preferences, privileges and obligations of the Merging Corporation. The separate existence of the Merging Corporation shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.

2. Annexed hereto as Exhibit A and made a part hereof is a copy of the Certificate of Incorporation of the Surviving Corporation as the same shall be in full force and effect at the effective time of the Merger in the State of Delaware; and said Certificate of Incorporation shall continue to be the Certificate of Incorporation of the Surviving Corporation following the Merger, until amended pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the Surviving Corporation will be the by-laws of the Surviving Corporation and will continue in full force and effect until amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers of the Surviving Corporation in office at the effective time of the Merger shall be the members of the Board of Directors and the officers of the Surviving Corporation following the Merger, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

5. Each issued and outstanding share of the Merging Corporation shall, at the effective time of the Merger, be converted into one share of the Surviving Corporation.

The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each such share which is issued as of the effective date of the Merger shall continue to represent one issued share of the Surviving Corporation.

6. The Board of Directors and the proper officers of the Merging Corporation and the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and 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 Agreement and Plan of Merger.

7. The effective time of this Agreement and Plan of Merger, and the time at which the merger herein agreed upon shall become effective, shall be on March 31, 2003, at 11:59:59 p.m. (E.S.T.).

[Signature Page to Follow]

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed on behalf of the Merging Corporation and Surviving Corporation.

Dated: March 21, 2003.

THE SURVIVING CORPORATION:

WESTFIELD HOMES OF SOUTHWEST FLORIDA,
INC., a Delaware corporation

By: 

Name: Clay A. Halvorsen
Title: Assistant Secretary

THE MERGING CORPORATION:

WESTFIELD HOMES OF SOUTHWEST FLORIDA,
INC., a Florida corporation

By: 

Name: Clay A. Halvorsen
Title: Assistant Secretary