

500068

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## MERGER OR SHARE EXCHANGE

COUNTRYSIDE PROPERTIES, INC.

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ARTICLES OF MERGER  
Merger Sheet

MERGING:

TRICOR INTERNATIONAL REALTY CORPORATION. a Florida corporation,  
document number H03395

INTO

**COUNTRYSIDE PROPERTIES, INC.**, a Florida entity, G00068.

File date: November 28, 2001

Corporate Specialist: Karen Gibson

**ARTICLES OF MERGER OF  
TRICOR INTERNATIONAL REALTY CORPORATION  
WITH AND INTO  
COUNTRYSIDE PROPERTIES, INC.**

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Pursuant to the provisions of Section 607.1104 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

**ARTICLE I - PLAN OF MERGER**

The Plan of Merger of Tricor International Realty Corporation, a Florida corporation ("Tricor"), with and into Countryside Properties, Inc., a Florida corporation ("Countryside"), with Countryside being the surviving corporation, is set forth below:

1. Tricor shall merge with and into Countryside, with Countryside as the surviving corporation.

2. Upon the consummation of the merger of Tricor with and into Countryside, the separate existence of Tricor shall cease. Countryside, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of Countryside shall not be affected by the merger and upon the merger, Countryside, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of Tricor, prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with Tricor, shall be preserved and remain unimpaired by the merger, all liens upon the properties of Tricor, shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of Tricor, shall henceforth attach to Countryside and may be enforced against Countryside to the same extent as if such obligations and duties had been incurred by Countryside. Additionally, any existing claim or action or proceeding pending by or against Tricor, or Countryside may be continued as if the merger did not occur or Countryside may be substituted in such proceedings for Tricor.

3. The manner and basis of converting the shares of Tricor, and Countryside into shares of Countryside are as follows:

a. At the effective date of the merger, each share of \$0.10 par value common stock of Countryside issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

b. At the effective date of the merger, each share of \$0.10 value common stock of Tricor, issued and outstanding shall be converted into one (1) share(s) of \$0.10 par value common stock of Countryside. The total consideration that the shareholder of Tricor shall receive for the four thousand (4,000) shares of outstanding \$0.10 par value common stock of Tricor shall be four thousand (4,000) shares of \$0.10 par value common stock of Countryside.

4. The Articles of Incorporation of Countryside in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of Countryside.

5. Shareholders of Tricor who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the merger of Tricor with and into Countryside pursuant to Section 607.1320 of the Florida Statutes, may be entitled, if they comply with the provisions of the General Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

6. The effective date of the merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

#### ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the shareholders and the directors of each corporation by written consents dated as of the 26 day of Nov, 2001.

DATED this 26 day of Nov, 2001.

TRICOR INTERNATIONAL REALTY  
CORPORATION

By: [Signature]  
Marc L. Hagle, President

COUNTRYSIDE PROPERTIES, INC.

By: [Signature]  
Marc L. Hagle, President

Attest: [Signature]  
Sharon Langford Hagle, Assistant Secretary