

G68883

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000116020 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : WHITE & CASE
Account Number : 075410002143
Phone : (305) 371-2700
Fax Number : (305) 358-5744

RECEIVED

02 APR 30 PM 3:37

DIVISION OF CORPORATIONS

TALLAHASSEE, FLORIDA
SECRETARY OF STATE

02 APR 30 PM 3:56

FILED

MERGER OR SHARE EXCHANGE**ATLANTIC GULF C.C. CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$638.75

1503386-0001
ATTN: M. WAGNER

<https://ccfssl.dos.state.fl.us/scripts/efilcovr.exe>

Wagner
4/29/2002
17

ARTICLES OF MERGER
Merger Sheet

MERGING:

AGTITLECORPORATION#P93000046398, AGCCLLIMITEDPARTNER,INC.
#P95000065928

AGCHOMES,INC.#V15421 ATLANTICGULFCOMMERCIALREALTY,INC.
#P94000012322

ATLANTIC GULF COMMUNITIES MANAGEMENT CORPORATION #224521
ATLANTIC GULF ENGINEERING COMPANY #397786,

ATLANTICGULFRECEIVABLESCORPORATION#P96000042433, ATLANTIC
GULF OF TAMPA, INC. #P95000010093

COMMUNITYTITLE AGENCY INCORPORATED #509861, FOX CREEK
DEVELOPMENT CORPORATION P96000005795,

HUNTER TRACE DEVELOPMENT CORPORATION # P96000030297,
LAKESIDE DEVELOPMENT OF ORLANDO, INC. #P93000087004,

MAPLEWOOD DEVELOPMENT CORPORATION#P96000023897, SABAL
TRACE DEVELOPMENT CORPORATION #P95000048490,

SAXON-DEBARY,INC.#P97000070698, SUMMERCHASEDEVELOPMENT
CORPORATION #P95000095503

FIVE STAR HOMES, INC. #593748, all Florida corporations

INTO

ATLANTIC GULF C.C. CORP., a Florida entity, G68883

File date: April 30, 2002

Corporate Specialist: Karen Gibson

Fax Audit No. H02000116020



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 30, 2002

ATLANTIC GULF C.C. CORP.
13790 NW 4TH STREET
SUITE 113
SUNRISE, FL 33325

SUBJECT: ATLANTIC GULF C.C. CORP.
REF: G68883

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THIS OFFICE HAS NO RECORD OF THE CORPORATION - AG CL LIMITED PARTNER, INC.

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) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000116020
Letter Number: 302A00026521

SHOULD HAVE READ
AGC CL
CORRECTION ATTACHED
Please use original
fee date.

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

Fax Audit No. H02000116020

Fax Audit No. H02000116020

ARTICLES OF MERGER

OF

AG TITLE CORPORATION
 AGC CL LIMITED PARTNER, INC.,
 AGC HOMES, INC.,
 ATLANTIC GULF COMMERCIAL REALTY, INC.,
 ATLANTIC GULF COMMUNITIES MANAGEMENT CORPORATION,
 ATLANTIC GULF ENGINEERING COMPANY,
 ATLANTIC GULF RECEIVABLES CORPORATION,
 ATLANTIC GULF OF TAMPA, INC.
 COMMUNITY TITLE AGENCY, INCORPORATED,
 FIVE STAR HOMES, INC.,
 FOX CREEK DEVELOPMENT CORPORATION
 HUNTER TRACE DEVELOPMENT CORPORATION
 LAKESIDE DEVELOPMENT OF ORLANDO, INC.
 MAPLEWOOD DEVELOPMENT CORPORATION,
 SABAL TRACE DEVELOPMENT CORPORATION,
 SAXON-DEBARY, INC.,
 AND SUMMERCHASE DEVELOPMENT CORPORATION

WITH AND INTO

ATLANTIC GULF C.C. CORP.

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned hereby certify that:

1. AG Title Corporation, AGC CL Limited Partner, Inc., AGC Homes, Inc., Atlantic Gulf Commercial Realty, Inc., Atlantic Gulf Communities Management Corporation, Atlantic Gulf Engineering Company, Atlantic Gulf Receivables Corporation, Atlantic Gulf of Tampa, Inc., Community Title Agency, Incorporated, Five Star Homes, Inc., Fox Creek Development Corporation, Lakeside Development of Orlando, Inc., Maplewood Development Corporation, Hunter Trace Development Corporation, Sabal Trace Development Corporation, Saxon-DeBary, Inc. and Summerchase Development Corporation, each a corporation organized and existing under the laws of the State of Florida (each a "Constituent Corporation" and collectively, the "Constituent Corporations") shall be merged with and into Atlantic Gulf C.C. Corp., a Florida corporation ("AGCC"), which shall be the Surviving Corporation, (such merger, the "Merger").

2. The Agreement and Plan of Merger dated as of April 29, 2002, pursuant to which the Merger was approved and a certified copy of which is attached hereto, was adopted by each of the Constituent Corporations and AGCC in accordance with Section 607.1101 of the Florida Statutes, and approved by all of the shareholders of each of the Constituent Corporations and AGCC by respective unanimous written consents dated as of April 29, 2002.

FILED
 02 APR 30 PM 3:56
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Fax Audit No. H02000116020

3. The Articles of Incorporation of AGCC as in effect on the Effective Date shall remain in effect and be the Articles of Incorporation of the corporation surviving the Merger.

4. The Merger shall become effective on the day that these Articles of Merger have been filed with the Secretary of the State of Florida.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of the Constituent Corporations and AGCC by their respective authorized officers as of April 29, 2002.

AG Title Corporation, a Florida Corporation
By the undersigned, its President

AGC CL Limited Partner, Inc., a Florida
corporation
By the undersigned, its President

AGC Homes, Inc., a Florida corporation
By the undersigned, its President

Atlantic Gulf Commercial Realty, Inc., a Florida
corporation
By the undersigned, its President

Atlantic Gulf Communities Management
Corporation, a Florida corporation
By the undersigned, its President

Atlantic Gulf Engineering Company, a Florida
corporation
By the undersigned, its President

Atlantic Gulf Receivables Corporation, a Florida
corporation
By the undersigned, its President

Atlantic Gulf of Tampa, Inc., a Florida corporation
By the undersigned, its President

Fax Audit No. H02000116020

Community Title Agency, Incorporated, a Florida corporation

By the undersigned, its President

Five Star Homes, Inc., a Florida corporation

By the undersigned, its President

Fox Creek Development Corporation, a Florida corporation

By the undersigned, its President

Hunter Trace Development Corporation, a Florida corporation

By the undersigned, its President

Lakeside Development of Orlando, Inc., a Florida corporation

By the undersigned, its President

Maplewood Development Corporation, a Florida corporation

By the undersigned, its President

Sabal Trace Development Corporation, a Florida corporation

By the undersigned, its President

Saxon-DeBary, Inc., a Florida corporation

By the undersigned, its President

Summerchase Development Corporation, a Florida corporation

By the undersigned, its President

04/30/2002 14:24 FAX 305 358 5766

WHITE & CASE LLP

006

Fax Audit No. H02000116020

Atlantic Gulf C.C. Corp., a Florida corporation
By the undersigned, its President

By: 
E.M. Giblin, Jr., President

Fax Audit No. H02000116020

AGREEMENT AND PLAN OF MERGER**OF**

**AG TITLE CORPORATION
AGC CL LIMITED PARTNER, INC.,
AGC HOMES, INC.,
ATLANTIC GULF COMMERCIAL REALTY, INC.,
ATLANTIC GULF COMMUNITIES MANAGEMENT CORPORATION,
ATLANTIC GULF ENGINEERING COMPANY,
ATLANTIC GULF RECEIVABLES CORPORATION,
ATLANTIC GULF OF TAMPA, INC.
COMMUNITY TITLE AGENCY, INCORPORATED,
FIVE STAR HOMES, INC.
FOX CREEK DEVELOPMENT CORPORATION
HUNTER TRACE DEVELOPMENT CORPORATION
LAKESIDE DEVELOPMENT OF ORLANDO, INC.
MAPLEWOOD DEVELOPMENT CORPORATION,
SABAL TRACE DEVELOPMENT CORPORATION,
SAXON-DEBARY, INC.,
AND SUMMERCHASE DEVELOPMENT CORPORATION**

WITH AND INTO**ATLANTIC GULF C.C. CORP.**

This Agreement and Plan of Merger dated as of April 29, 2002, is made by and among AG Title Corporation, AGC CL Limited Partner, Inc., AGC Homes, Inc., Atlantic Gulf Commercial Realty, Inc., Atlantic Gulf Communities Management Corporation, Atlantic Gulf Engineering Company, Atlantic Gulf Receivables Corporation, Atlantic Gulf of Tampa, Inc., Community Title Agency, Incorporated, Five Star Homes, Inc., Fox Creek Development Corporation, Hunter Trace Development Corporation, Lakeside Development of Orlando, Inc., Maplewood Development Corporation, Sabal Trace Development Corporation, Saxon-DeBary, Inc. and Summerchase Development Corporation, each a corporation organized and existing under the laws of the State of Florida (each a "Constituent Corporation" and collectively, the "Constituent Corporations") and Atlantic Gulf C.C. Corp., a corporation organized and existing under the laws of Florida (the "Surviving Corporation").

RECITALS

Pursuant to this Agreement and Plan of Merger, each of the Constituent Corporations shall be merged with and into the Surviving Corporation (the "Merger") and, incident to the Merger, all the issued and outstanding shares of the common stock of each of the Constituent Corporations shall be converted into shares of the common stock of the Surviving Corporation and all the issued and outstanding shares of each of the Constituent Corporations shall be canceled. Each of the parties hereto wishes to set forth in this Agreement and Plan of

Fax Audit No. H02000116020

Merger the terms and conditions of the Merger, the mode of carrying the Merger into effect, the manner and basis of converting the outstanding shares of each of the Constituent Corporations into shares of the Surviving Corporation, and such other terms and conditions as may be required or desired and permitted. The Board of Directors of each of the Constituent Corporations and the Surviving Corporation deem the Merger desirable and in the best interests of its respective shareholders and each Director has, by unanimous consent in writing, adopted and approved this Agreement and Plan of Merger, and directed that this Agreement and Plan of Merger be submitted to its respective shareholders for their approval.

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. On the Effective Date (as defined in paragraph 7 below), in accordance with the provisions of this Agreement and Plan of Merger and the Florida Business Corporation Act, each of the Constituent Corporations shall be merged with and into the Surviving Corporation, which shall be the corporation which survives in the Merger, and the separate existences of each of the Constituent Corporations shall cease. The Surviving Corporation, as the corporation which survives in the Merger, shall possess and retain every interest in all assets and properties of every description and wherever located of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises and authority, public as well as private, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act. All obligations due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Date.
2. The Articles of Incorporation of the Surviving Corporation as in effect on the Effective Date shall remain in effect and be the Articles of Incorporation of the corporation which survives the Merger.
3. The Bylaws of the Surviving Corporation as in effect on the Effective Date shall remain in effect and be the Bylaws of the corporation which survives the Merger.
4. The Board of Directors and officers of the Surviving Corporation at the Effective Date shall be the Board of Directors and officers, respectively, of the corporation which survives in the Merger, until their successors shall have been elected or appointed, as the case may be, and duly qualified.
5. On the Effective Date, by virtue of the Merger and without any further act, the issued and outstanding shares of the common stock of each of the Constituent shall be canceled and the shareholders of each of the Constituent Corporations shall not receive any stock of the Surviving Corporation.
6. Immediately prior to the Merger, each of the Constituent Corporations are wholly-owned subsidiaries of Atlantic Gulf Communities Corporation, a Delaware corporation ("AGC"), the sole shareholder of the Surviving Corporation. As a result of each of the

Fax Audit No. H02000116020

Constituent Corporations being directly wholly-owned subsidiaries of AGC immediately prior to the Merger, the issuance of shares in the Surviving Corporation to the sole shareholder of each of the Constituent Corporations would not have any economic ramification. Therefore, no shares of the Surviving Corporation are being issued to any of the shareholders of the Constituent Corporations in the Merger.

7. The Merger shall become effective on the day that the Articles of Merger of each of the Constituent Corporations and the Surviving Corporation have been filed by the Secretary of State of Florida (the "Effective Date").