

H37094

Charter Number Only

3-17-97 Marsh

Alan R. Hecht

Requestor's Name
2070 N.E. 215 Street

Address
Miami, Fl. 33180

City State ZIP Phone
933-1441

VALIDATION ONLY

600002116816--0
-03/18/97--01125--001
*****35.00 *****35.00

CORPORATION(S) NAME

Donner Management Co., Inc.



Empire Toll Free: 1-800-432-3028

FILED
97 MAR 18 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
97 MAR 18 AM 10:33
DIVISION OF CORPORATION

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of Registered Agent
- Certified Copy
- Photo Copies
- Certificate Under Seal
- Call When Ready
- Call If Problem
- After 4:30
- Walk in
- Will Wait
- Pick Up
- Mail Order

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Amendment
3/18/97
De

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

DONNER MANAGEMENT CO., INC.

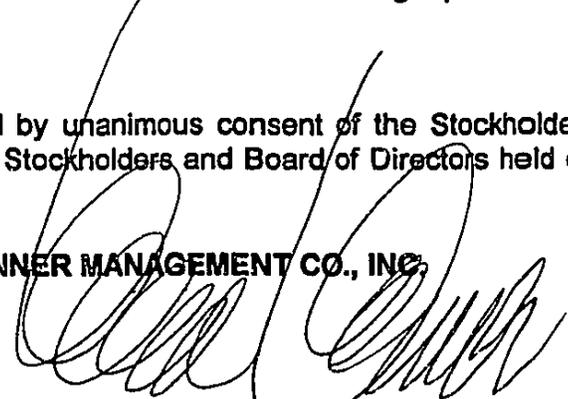
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97 MAR 18 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned Corporation, **DONNER MANAGEMENT CO., INC.**, adopts the following Articles of Amendment to the Articles of Incorporation, filed January 8, 1985, Document Number H37094.

FIRST: The maximum number of shares of stock that the Corporation is authorized to issue and have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

SECOND: This Amendment was adopted by unanimous consent of the Stockholders and the Board of Directors at a Joint Meeting of the Stockholders and Board of Directors held on the 15th day of December, 1996.

DONNER MANAGEMENT CO., INC.

By: 
WILLIAM I. DONNER, its President

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 16th day of December, 1996, by **WILLIAM I. DONNER**, who is personally known to me as the person described in and who executed the foregoing or who has produced _____ as identification, and who did , did not , take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Florida, the day and year first written above.



(Printed Name of Notary) **Alan R. Hecht**
OFFICIAL NOTARY SEAL
ALAN R. HECHT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC458547
MY COMMISSION EXP. MAY 21, 1999

Serial Number of Notary _____
Notary Public, State of Florida
My Commission Expires: _____

H37094

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

DPSB, INC., a Florida corporation, K95329

DONNER CONSTRUCTION CORP., a Florida corporation, F83630

INTO

DONNER MANAGEMENT CO., INC., a Florida corporation, H37094.

File date: March 18, 1997

Corporate Specialist: Darlene Connell

H37094

Charter Number Only

3-17-97 Marsh

Alan R. Hecht
Requestor's Name
2670 N.E. 215 Street
Address
Miami Fl. 33180
City State ZIP Phone
933-1441

VALIDATION ONLY

FILED
97 MAR 18 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

700002116797--1
-03/18/97--01122--021
***105.00 ***105.00

CORPORATION(S) NAME

Donner Construction Corp.; DPSB, Inc.
and
Donner Management Co., Inc.

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
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Empire Toll Free: 1-800-432-3028

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97 MAR 18 AM 10:38
DIVISION OF CORPORATION

Name
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Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Merger
3-18-97
DLC

ARTICLES OF MERGER

**DONNER CONSTRUCTION CORP., DPSB, INC.
&
DONNER MANAGEMENT CO., INC.**

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned Corporations, **DONNER MANAGEMENT CO., INC., DONNER CONSTRUCTION CORP., and DPSB, INC.**, adopt the following Articles of Merger, for **DONNER MANAGEMENT CO., INC.**, Corporate Document Number H37094, **DONNER CONSTRUCTION CORP.**, Corporate Document Number F83630, and **DPSB, INC.**, Corporate Document Number K95329.

FIRST: The **PLAN OF MERGER**, a copy of which is attached hereto, is effective on the Thirty-first (31st) day of December, 1996.

SECOND: The **PLAN OF MERGER** were adopted by unanimous consent of the Stockholders and the Board of Directors of **DONNER MANAGEMENT CO., INC., DONNER CONSTRUCTION CORP., and DPSB, INC.**, at their Joint Meetings of the Stockholders and Board of Directors held on the 15th day of December, 1996.

DONNER MANAGEMENT CO., INC.

By: [Signature]
WILLIAM I. DONNER, its President

DONNER CONSTRUCTION CORP.

By: [Signature]
WILLIAM I. DONNER, its President

DPSB, INC.

By: [Signature]
WILLIAM I. DONNER, its President

FILED
97 MAR 18 PM 3:10
NOTARY PUBLIC STATE OF FLORIDA
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA)
COUNTY OF DADE)**

The foregoing instrument was acknowledged before me this 16 day of December, 1996, by **WILLIAM I. DONNER**, who is personally known to me as the person described in and who executed the foregoing or who has produced _____ as identification, and who did , did not , take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Florida, the day and year first written above.

[Signature]
Alan R. Hecht
(Printed Name of Notary)

**OFFICIAL NOTARY SEAL
ALAN R. HECHT
NOTARY PUBLIC STATE OF FLORIDA
NOTARY COMMISSION NO. CC458547
MY COMMISSION EXPIRES MAY 21, 1999**

PLAN OF MERGER OF DONNER CONSTRUCTION CORP. AND DPSB, INC. INTO DONNER MANAGEMENT CO., INC.

1. **MERGER.** **DONNER CONSTRUCTION CORP.** hereinafter called **DONNER CONSTRUCTION**, a Florida corporation, and **DPSB, INC.**, a Florida corporation, hereinafter called **DPSB**, shall be merged into **DONNER MANAGEMENT CO., INC.**, a Florida corporation, hereinafter called **DONNER MANAGEMENT**.
2. **TERMS OF MERGER.** The terms of the merger are:
 - 2.1. **DONNER CONSTRUCTION** and **DPSB** shall be merged into **DONNER MANAGEMENT** in accordance with the statutory procedure set forth in Sections 607.1101 through 607.1106 of the Florida Statutes.
 - 2.2. **DONNER MANAGEMENT** shall be the surviving corporation and the corporate identity, existence, purposes, powers, franchises, rights, and immunities of **DONNER MANAGEMENT** shall continue unaffected and unimpaired by the merger. The Articles of Incorporation and the Bylaws, each as heretofore amended, of **DONNER MANAGEMENT** shall remain in effect unaltered as the Articles of Incorporation and the Bylaws of the surviving corporation, and the duly qualified and acting directors and officers of **DONNER MANAGEMENT** immediately prior to the time when the merger becomes effective, as provided in paragraph 5 hereof, hereinafter called the **Effective Time**, shall be the directors and officers of the surviving corporation.
 - 2.3. The corporate identity, existence, purposes, powers, franchises, rights, and immunities of **DONNER CONSTRUCTION** and **DPSB** shall be merged into **DONNER MANAGEMENT**, and **DONNER MANAGEMENT** shall be fully vested therewith.
 - 2.4. The separate existence of **DONNER CONSTRUCTION** and **DPSB**, except insofar as specifically otherwise provided by law, shall cease at the **Effective Time**, whereupon **DONNER CONSTRUCTION**, **DPSB** and **DONNER MANAGEMENT** shall become a single corporation.
 - 2.5. At the **Effective Time**, each of the outstanding common shares of **DONNER CONSTRUCTION** and **DPSB** shall be converted into one common share of **DONNER MANAGEMENT**, fully paid and nonassessable by **DONNER MANAGEMENT**.
3. **BASIS OF EXCHANGE.**
 - 3.1. The manner and basis of converting the shares of **DONNER CONSTRUCTION** into shares of **DONNER MANAGEMENT** shall be as follows:
 - 3.2. At the **Effective Time**, each common share of **DONNER CONSTRUCTION** shall thereupon be converted into one common share of **DONNER MANAGEMENT**. Each

such holder of outstanding common shares of **DONNER CONSTRUCTION**, upon the surrender to **DONNER MANAGEMENT** of one or more certificates of such shares for cancellation, shall be entitled to receive one or more certificates for the number of common shares of **DONNER MANAGEMENT** represented by the certificates so surrendered for cancellation by such holder. Until so surrendered, each such certificate representing outstanding common shares of **DONNER CONSTRUCTION** shall represent the ownership of a like number of common shares of **DONNER MANAGEMENT** for all corporate and legal purposes.

- 3.3. The manner and basis of converting the shares of **DPSB** into shares of **DONNER MANAGEMENT** shall be as follows:
- 3.4. At the **Effective Time**, each common share of **DPSB** shall thereupon be converted into one common share of **DONNER MANAGEMENT**. Each such holder of outstanding common shares of **DPSB**, upon the surrender to **DONNER MANAGEMENT** of one or more certificates of such shares for cancellation, shall be entitled to receive one or more certificates for the number of common shares of **DONNER MANAGEMENT** represented by the certificates so surrendered for cancellation by such holder. Until so surrendered, each such certificate representing outstanding common shares of **DPSB** shall represent the ownership of a like number of common shares of **DONNER MANAGEMENT** for all corporate and legal purposes.
4. **SHAREHOLDERS' APPROVAL.** At a Joint Meeting of the Stockholders and the Board of Directors of **DONNER MANAGEMENT**, **DONNER CONSTRUCTION** and **DPSB**, this Plan will be submitted for approval and consent to this Plan of Merger, to be held on or before December 15th, 1996.
5. **EFFECTIVE TIME.** The merger shall become effective upon filing Articles of Merger with the Secretary of State of the State of Florida. **DONNER MANAGEMENT** shall cause such Articles to be so filed and recorded within 72 hours after this Plan of Merger shall have been approved by the shareholders of **DONNER MANAGEMENT**, **DONNER CONSTRUCTION**, and **DPSB**, as provided by Sections 607.1103 and 607.0120 of the Florida Statutes. If at any time before such Articles of Merger have been so filed and recorded, either **DONNER MANAGEMENT**, **DONNER CONSTRUCTION**, or **DPSB** shall notify the other, pursuant to the provisions of paragraphs 6 or 7 hereof, of its election to cancel the merger, this Plan of Merger shall be null and void, the merger shall not become effective, and **DONNER MANAGEMENT** shall not thereafter file or record such Articles of Merger.
6. **CANCELLATION OF PLAN BY SURVIVING CORPORATION.** **DONNER MANAGEMENT** may, in its sole discretion, cancel this Plan of Merger and abandon the merger at any time prior to the **Effective Time**, by delivering written notice thereof to **DONNER CONSTRUCTION**.
7. **CANCELLATION OF PLAN BY MERGED CORPORATIONS.** Either **DONNER CONSTRUCTION** or **DPSB** may, in its sole discretion, cancel this Plan of Merger and abandon the merger at any time prior to the **Effective Time**, by delivering written notice thereof to **DONNER MANAGEMENT**.