

H37094

Articles of Merger
Filed 3-18-97

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5 pgs.

H37094

Charter Number Only

3-17-97

Marsh

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

VALIDATION ONLY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

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

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input checked="" type="checkbox"/> Walk in | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> After 4:30 |
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Merger
3-18-97
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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

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
Serial Number of Notary Public State of Florida
Notary Public, State of Florida
My Commission Expires MAY 21, 1999

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Law Offices of Alan R. Hecht, 2570 N. E. 215th Street/ Miami, FL 33180/ Tel. (305) 935-1441/ Fax (305) 935-2041

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.

ENCLOSURE PLAN OF MERGER DONNER MANAGEMENT ACQUIRING DONNER CONSTRUCTION AND DPSB.DOC