

Document Number Only

H54465

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

600002381636--0

-12/24/97--01004--005

\*\*\*\*\*70.00 \*\*\*\*\*70.00

600002381636--0

-12/24/97--01004--006

\*\*\*\*\*35.00 \*\*\*\*\*35.00

EFFECTIVE DATE

1/2/98

Merger

Hunter's Creek Realty, Inc

FILED

97 DEC 19 PM 12:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.s

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name

Availability

12/24/97

12/24

Document

Examiner

Don

Updater

Don

Verifier

Don

Acknowledgment

Don

W.F. Verifier

Don

PLEASE RETURN EXTRA COPY(S)  
FILE STAMPED

\* Please backdate filing  
to: December 19<sup>th</sup>

Thanks!

H54465

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

HUNTER'S CREEK REALTY, INC., a Florida corporation H54465  
SUMMIT REALTY COMPANY, INC., a South Carolina corporation not authorized  
to transact business in Florida

INTO

**AMERICAN GENERAL LAND HOLDING COMPANY**, a Delaware corporation  
not qualified in Florida.

File date: December 19, 1997, effective January 2, 1998

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 19, 1997

CT Corporation System  
660 East Jefferson  
Tallahassee, FL 32301

SUBJECT: HUNTER'S CREEK REALTY, INC.  
Ref. Number: H54465

We have received your document for HUNTER'S CREEK REALTY, INC. and check(s) totaling \$105.00. However, your check(s) and document are being returned for the following:

You have listed two different effective dates (one on page one-Jan 2 and one on page three Dec 1). You can have the Jan 2 effective date but you will need to change the date on page 3 to Jan 2. Please list the date of adoption by the directors of the parent.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 197A00059602

EFFECTIVE DATE

11/21/98

ARTICLES OF MERGER

State of Florida

Pursuant to Section 607.1104 of the Florida Business Corporation Act ("FBCA"), the undersigned corporations hereby submit the following Articles of Merger:

FIRST: American General Land Holding Company is a Delaware corporation (the "parent corporation"). Each of the companies listed below is a wholly-owned subsidiary of parent corporation (the "subsidiary companies"). Pursuant to the merger, each of the subsidiary companies will be merged with and into the parent corporation and the parent corporation will be the surviving corporation.

Name of Corporation

Hunter's Creek Realty, Inc.

Summit Realty Company, Inc.

State

Florida

South Carolina

SECOND: Attached as Exhibit A is a copy of the plan of merger that was duly adopted by unanimous consent of the board of directors of the parent corporation on 11/21/97.

THIRD: Approval by the sole shareholder of the surviving corporation is not required by Section 607.1103(7) of the FBCA.

FOURTH: The merger shall become effective as of January 2, 1998.

Signed this 15<sup>th</sup> day of December, 1997.

AMERICAN GENERAL LAND HOLDING COMPANY

BY:




Name: W. LARRY MASK


Title: PRESIDENT

97 DEC 19 PM 12:00  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HUNTER'S CREEK REALTY, INC.

BY:   
Name: W. LARRY MASK  
Title: PRESIDENT

SUMMIT REALTY COMPANY, INC.

BY:   
Name: W. LARRY MASK  
Title: PRESIDENT

## PLAN OF MERGER

The names of the corporations participating in the merger and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
American General Land Holding Company	Delaware
Summit Realty Company, Inc.	South Carolina
Hunter's Creek Realty, Inc.	Florida

The above-mentioned American General Land Holding Company ("AGLH") is to be the surviving corporation in the merger. The other companies listed above are wholly-owned subsidiaries of AGLH and are hereinafter sometimes referred to collectively as the "Merged Companies". AGLH and the Merged Companies are hereinafter sometimes referred to collectively as the "Constituent Corporations".

The terms and conditions of the merger and the mode of carrying it into effect shall be as follows:

### **Section 1. Effective Date**

The merger provided for in this Plan of Merger shall become effective as of January 2, 1998 (the "Effective Date").

### **Section 2. Governing Law and Corporate Name**

The surviving corporation shall be governed by the laws of the State of Delaware under the corporate name "American General Land Holding Company".

### **Section 3. Charter and Bylaws**

The charter and bylaws of AGLH in effect on the Effective Date shall be the charter and bylaws of the surviving corporation, subject to the right of the surviving corporation to amend its charter or bylaws after the Effective Date in accordance with the laws of the State of its incorporation.

### **Section 4. Common Stock**

The manner of converting the outstanding shares of the capital stock of each of the Constituent Corporations into the shares or other securities of the surviving corporation shall be as follows:

- (a) Each share of common stock of AGLH, which shall be issued and outstanding on the Effective Date (including any shares held in treasury), shall remain issued and outstanding and shall represent the same number of shares of the common stock of the surviving corporation.
- (b) Each share of common stock of the respective Merged Companies, which shall be issued and outstanding on the Effective Date (including any shares held in treasury), shall be canceled without issuance of any additional consideration therefor.
- (c) As a result, American General Corporation, the sole stockholder of AGLH, will hold all of the issued and outstanding shares of the common stock of the surviving corporation on the Effective Date.

#### **Section 5. Board of Directors and Officers**

Until the election and qualification of their successors, the members of the Board of Directors of the surviving corporation shall be the members of the Board of Directors of AGLH in office on the Effective Date. The elected officers of the surviving corporation, who shall continue in office at the pleasure of the Board of Directors of the surviving corporation, shall be the elected officers of AGLH on the Effective Date. The directors and officers of the respective Merged Companies shall be deemed to have resigned as of the Effective Date.