

H63172



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Minieri Properties Inc.

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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REGISTRATION/QUALIFICATION	
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FILED
99 MAR 16 4:04
TALLAHASSEE FLORIDA
SECRETARY OF STATE

RECEIVED
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DIVISION OF CORPORATION

OK
3/17/99

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CUSTOM CITRUS, INC., a Florida corporation J49369

,

INTO

MINIERI PROPERTIES, INC., a Florida corporation, H63172.

File date: March 16, 1999

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
OF
MINIERI PROPERTIES, INC., a Florida corporation
and
CUSTOM CITRUS, INC., a Florida corporation

99 MAR 16 PM 4:04
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, in accordance with the Florida Business Corporation Act, hereby adopt the following Articles of Merger.

ARTICLE I. Constituent Corporations. The names of the constituent corporations that are parties to the Merger and these Articles of Merger are MINIERI PROPERTIES, INC. f/k/a FAIRWAY OAKS PROPERTIES, INC., a Florida corporation, (the "Surviving Corporation") and CUSTOM CITRUS, INC., a Florida corporation, (the "Merged Corporation").

ARTICLE II. Surviving Corporation. The corporation to survive the Merger is MINIERI PROPERTIES, INC., a Florida corporation, which shall continue under its present name.

ARTICLE III. Plan of Merger. A copy of the Plan of Merger is attached hereto marked Exhibit "A" and made a part hereof (the "Plan of Merger").

ARTICLE IV. Adoption. The Plan of Merger was duly adopted by the shareholders and the members of the Board of Directors of both the Surviving Corporation and the Merged Corporation by unanimous written action of even date herewith as required by the laws of the State of Florida and no statement as to the rights of dissenting shareholders pursuant to Section 607.1103, Florida Statutes, is required.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 10 day of March, 1999.

MINIERI PROPERTIES, INC.,
a Florida corporation

By: Carl A. Minieri
Carl A. Minieri, President

CUSTOM CITRUS, INC.,
a Florida corporation

By: Carl A. Minieri
Carl A. Minieri, President

PLAN OF MERGER

This PLAN OF MERGER (the "Plan"), is made and entered into this 10 day of March, 1999 by and between MINIERI PROPERTIES, INC. f/k/a FAIRWAY OAKS PROPERTIES, INC., a Florida corporation (the "Surviving Corporation") and CUSTOM CITRUS, INC., a Florida corporation (the "Merged Corporation").

Recitals

A. The Surviving Corporation and the Merged Corporation desire to adopt a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended, (the "Code") for the purpose of qualifying such asset acquisition as a reorganization pursuant to the provisions of Section 368(a)(1)(A) of such Code by effecting a merger pursuant to Section 607.1101, of the Florida Business Corporation Act.

B. The Surviving Corporation desires to merge and combine with the Merged Corporation in order to expand its business and further its corporate purpose.

NOW, THEREFORE, for and in consideration of the recitals and the representations, warranties, covenants, agreements and undertakings hereinafter set forth, the parties agree to the following Plan of Merger and Reorganization:

1. Plan of Merger. On the Effective Date of the Merger specified herein, CUSTOM CITRUS, INC., a Florida corporation, shall merge with and into MINIERI PROPERTIES, INC., a Florida corporation, in accordance with the Merger laws of the State of Florida. MINIERI PROPERTIES, INC., a Florida corporation, shall continue to exist under the laws of the State of Florida as the surviving corporation (the "Surviving Corporation") and the separate existence of CUSTOM CITRUS, INC., a Florida corporation (the "Merged Corporation") shall terminate on the Effective Date of the Merger.

2. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation will not differ from its Articles of Incorporation before the Merger and shall not be changed by virtue of the Merger.

3. Bylaws. The Bylaws of the Surviving Corporation in effect on the Effective Date of the Merger shall be the Bylaws of the Surviving Corporation until amended in accordance with law, or as specified in the Articles of Incorporation or Bylaws.

4. Effective Date of the Merger. The date the Merger shall become effective (the "Effective Date") shall be the date the Articles of Merger have been duly filed with the Florida Department of State. Notwithstanding the foregoing, for tax and accounting purposes, the Merger shall be deemed to be effective as of the close of business on March 31, 1999.

5. Effect of Merger. On the Effective Date of the Merger the separate existence of the Merged Corporation shall cease. As provided by the Florida Business Corporation Act, the Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises of a public, as well as of a private nature, of the Merged Corporation and be subject to all the restrictions, disabilities and duties of each such corporation; and all property, real, personal and mixed, and all debts due on whatsoever account, including all subscription to shares, and all other choses in action, and all and every interest, of or belonging to or due to the Merged Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein, vested in the Merged Corporation shall not revert or in any way be impaired by reason of such Merger. The Surviving Corporation shall henceforth be responsible and liable for all liabilities and obligations of the Merged Corporation; and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merged Corporation shall be impaired by such Merger.

6. Exchange of Shares. On the Effective Date of the Merger, each issued share of the Merged Corporation shall be cancelled due to the fact that the sole shareholder of the Merged Corporation owns all of the stock of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the Effective Date of the Merger shall continue to represent one issued share of the Surviving Corporation.

7. Joint Representations of the Parties. Each of the parties represents and warrants that it will treat this transaction as a reorganization pursuant to the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and each of the parties represents and warrants that it will file its tax returns in such a manner so as to reflect this transaction as a reorganization pursuant to said provisions of the Internal

Revenue Code.

8. Counterparts. This Agreement may be executed in one or more counterparts and all such counterparts collectively shall be deemed to constitute one and the same agreement.

9. Further Assurances. If, at any time, the officers of the Surviving Corporation shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of the Merged Corporation as of the Effective Date of the Merger shall execute such conveyances, or documents or take such actions.

10. Amendment/Abandonment of Plan. The Shareholders of the Merged Corporation and the Surviving Corporation have authorized the Board of Directors of each Corporation to amend this Plan of Merger or abandon the Merger, prior to the filing of the Articles of Merger with the Florida Department of State, without further action of the Shareholders.

11. Real Property. Prior to the Effective Date of the Merger, the Merged Corporation owned real property located in Citrus County, Florida, described on Exhibit "A" attached hereto.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

WITNESSES:

Susan Sherr
Dorothy Rotunno

MINIERI PROPERTIES, INC.,
a Florida corporation

By: Carl A. Minieri
Carl A. Minieri, President

Susan Sherr
Dorothy Rotunno

CUSTOM CITRUS, INC.,
a Florida corporation

By: Carl A. Minieri
Carl A. Minieri, President

134415

EXHIBIT "A"

Legal Description of Real Property Owned by Merged Corporation

August 2, 1991

Job Number 91D-0623

A Legal Description for
Regency Citrus, Inc. of a
portion of Lot 21, Hillview
Section 32-18-18

(legal of approx
320' x 273')

BK0910Pg1513

PARCEL A:

ENTIRE CUSTOM CITRUS PARCEL

A portion of Lot 21, Hillview, as recorded in Plat Book 11, Page 55, public records of Citrus County, Florida, being more particularly described as follows: Commence at the Southeast corner of Lot 21, Hillview, as recorded in Plat Book 11, Page 55, public records of Citrus County, Florida, thence S 89°34'42" W along the South line of said Lot 21, a distance of 410.81 feet to the Southwest corner of said Lot 21, thence N 41°25'53" W along the Westerly line of said Lot 21 a distance of 416.70 feet to a point on a curve, concave Northwesterly, having a central angle of 255°30'52" and a radius of 40 feet, thence Northwesterly along the arc of said curve and along said Northerly line, a distance of 68.40 feet to a point, (chord bearing and distance between said points being N 41°25'53" W 60.36'), thence N 41°25'53" W 95.40 feet to the Point of Beginning, thence continue N 41°25'53" W along said Westerly line a distance of 320.39 feet to the most Westerly line of lands described in deed recorded in Official Record Book 737, Pages 1299 through 1300, public records of Citrus County, Florida, thence N 48°34'07" E along the Northwesterly line of said lands, a

EXHIBIT A

Page 1 of 3

August 2, 1991

Job Number 91D-0623

A Legal Description for
Regency Citrus, Inc. of a
portion of Lot 21, Hillview
Section 32-18-18

BK0910Pg1514

PARCEL A (Cont'd)

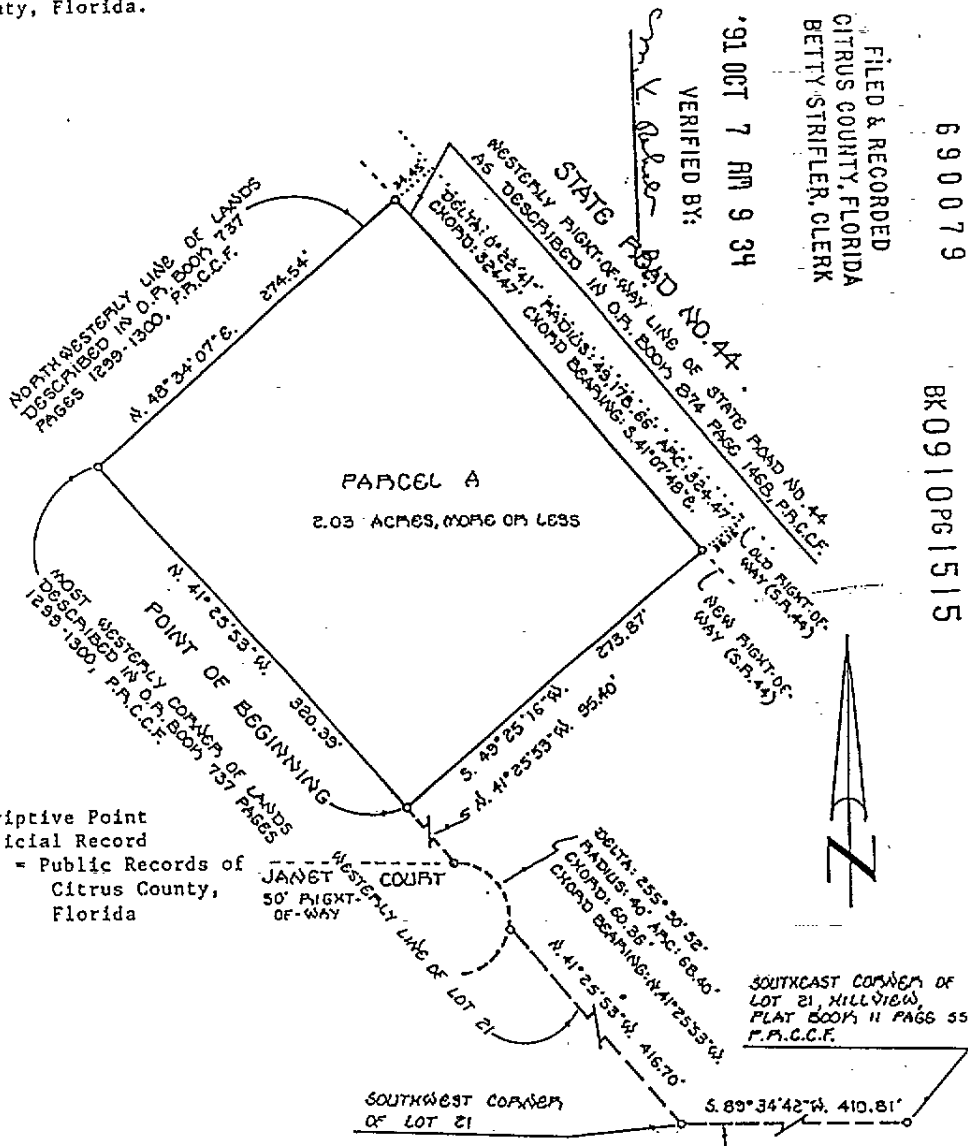
Page -2-

distance of 274.54 feet to a point on the Westerly right-of-way line of State Road No. 44 as described in Official Record Book 874, Page 1468, public records of Citrus County, Florida, said point being on a curve, concave Northeasterly, having a central angle of $0^{\circ}22'41''$ and a radius of 49,178.66 feet, thence Southeasterly along the arc of said curve and along said right-of-way line a distance of 324.47 feet (chord bearing and distance between said points being S $41^{\circ}07'48''$ E 324.47 feet), thence S $49^{\circ}25'16''$ W 273.87 feet to the Point of Beginning.

Containing 2.03 Acres, more or less.

A PLAT FOR
REGENCY CITRUS, INC.
OF

A Portion of Lot 21, Hillview, as recorded in Plat Book 11, Page 55, public records of
Citrus County, Florida.



HENIGAR & RAY ENGINEERING ASSOCIATES, INC.
ARCHITECTS · ENGINEERS · ECOLOGISTS · PLANNERS · SURVEYORS
640 EAST HWY. 44, CRYSTAL RIVER, FLORIDA 32629
TELEPHONE: (904) 795-6551

SEC 32 TWP 18 RGE 18
DATE: 8-02-91
SCALE: 1" = 100'
DRAWN BY: KM
F.B. PG. F.F. 20