

# H80367

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KENNETH H. RENICK  
LEONARD I. SINGER\*  
CATHY L. KAMBER\*\*

\*ALSO ADMITTED TO PRACTICE IN MASSACHUSETTS  
\*\*ALSO ADMITTED TO PRACTICE IN NEW YORK

October 13, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

20000266652--7  
-10/19/98--01049--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Merger and Reorganization of RGH Construction Co., Inc. into  
Neptune Lane Properties, Inc.

Gentlemen:

Please find enclosed herewith the original and one copy of the Agreement of Merger and Plan of Reorganization Merging RGH Construction Co., Inc. into Neptune Land Properties, Inc. for filing. Further enclosed is my check in the amount of \$78.75, representing the filing fee (\$35.00 for each corporate entity) and \$8.75 for a certified copy of the Agreement.

Kindly return a certified copy of the Agreement to this office in the provided envelope.

If there is anything further you require, please contact this office.

Very truly yours,

  
LEONARD I. SINGER

LIS:pdc  
Enclosures

FILED  
98 OCT 19 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VS OCT 26 1998

*Mergen*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

R. G. H. CONSTRUCTION CO., INC., a Florida corporation, 680825

INTO

**NEPTUNE LAND PROPERTIES, INC.**, a Florida corporation, H80367

File date: October 19, 1998

Corporate Specialist: Velma Shepard

**AGREEMENT OF MERGER AND**  
**PLAN OF REORGANIZATION MERGING**  
**R. G. H. CONSTRUCTION CO., INC.**  
**INTO**  
**NEPTUNE LAND PROPERTIES, INC.**

FILED  
98 OCT 19 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS AGREEMENT of Merger and Plan of Reorganization is made this 1<sup>st</sup> day of August, 1998, by and between **RGH CONSTRUCTION CO., INC.**, a Florida corporation, hereinafter referred to as "RGH" (the "Merging Corporation") and **NEPTUNE LAND PROPERTIES, INC.**, a Florida corporation, hereinafter referred to as "NLP" (the "Surviving Corporation"). The Merging and Surviving Corporations are sometimes referred to in this Agreement as the "Constituent Corporations."

WHEREAS, the principal and registered office of the Surviving Corporation is in the State of Florida, located at 2617 Cheyenne Circle, in the City of West Palm Beach, County of Palm Beach; its Registered Agent at that address is ROBERT G. HENRY;

WHEREAS, the principal and registered office of the Merging Corporation is in the State of Florida, located at 2617 Cheyenne Circle, in the City of West Palm Beach, County of Palm Beach; its Registered Agent at that address is ROBERT G. HENRY;

WHEREAS, the authorized capital stock of the Surviving Corporation consists of two hundred (200) shares of common stock at no par value;

WHEREAS, the Surviving Corporation is currently a wholly owned subsidiary of the Merging Corporation; and

WHEREAS, the Directors of the Constitution Corporations deem it advisable and to the advantage of the corporations that the Merging Corporation be merged into the Surviving Corporation on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida, for the purpose that R.G.H. is no longer an active entity.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained in this Agreement and Plan of Merger, the Constituent Corporations have agreed and do hereby agree to merge on the terms and conditions stated below.

**ARTICLE 1.**

The Constituent Corporations hereby agree that the Merging Corporation shall be merged

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with and into the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single corporation. The Surviving Corporation shall be a single corporation. The Surviving Corporation shall be the corporation continuing after the merger, and the separate existence of the merging Corporation shall cease on the Effective Date of the Agreement.

## **ARTICLE 2.**

The mode of carrying the merger into effect shall be as follows: The Merging Corporation currently holds all of the shares of outstanding capital stock of the Surviving Corporation. The Merging Corporation shall transfer all shares of the outstanding capital stock of the Surviving Corporation as follows: 100 shares to ROBERT G. HENRY and 100 shares to MARGARET A. HENRY. All shares of the outstanding capital stock of the Merging Corporation are currently owned by ROBERT G. HENRY and MARGARET A. HENRY, and said stockholders shall surrender all of their shares of the Merging Corporation and the same shall be cancelled on the Effective Date. The then outstanding shares of the Surviving Corporation shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Corporation.

## **ARTICLE 3.**

Pursuant to applicable statutory provisions, this merger does require the approval of the shareholders of the Merging Corporation. The conditions of the applicable statutes of the State of Florida have been complied with as follows:

(A) All of the outstanding shares of capital stock of the Merging Corporation are currently owned, and on the Effective Date of this merger will be owned, by ROBERT G. HENRY and MARGARET A. HENRY. All of the outstanding shares of the capital stock of the Surviving Corporation are currently owned by the Merging Corporation, and on the Effective Date of this merger will be transferred by the Merging Corporation to ROBERT G. HENRY and MARGARET A. HENRY.

(B) This Agreement does not conflict with or make any changes in the Articles of Incorporation or the Bylaws of the Surviving Corporation.

(C) The shareholders of the Merging Corporation have waived notice of the merger.

## **ARTICLE 4.**

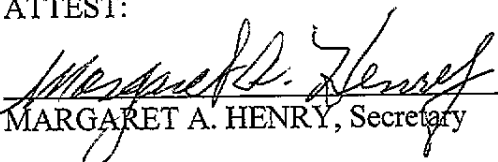
This Agreement of Merger and Plan of Reorganization shall become effective on the date it is filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed to this Agreement, by their respective Chief Executive Officers and Secretaries who are duly authorized by the respective Boards of Directors of each of the Constituent Corporations.

RGH CONSTRUCTION CO., INC.  
(Merging Corporation)

By:   
ROBERT G. HENRY, President

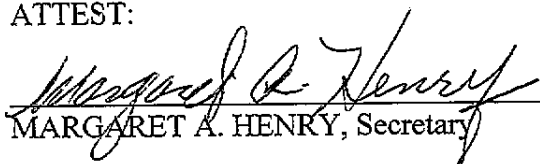
ATTEST:

  
MARGARET A. HENRY, Secretary

NEPTUNE LAND PROPERTIES, INC.  
(Surviving Corporation)

By:   
ROBERT G. HENRY, President

ATTEST:

  
MARGARET A. HENRY, Secretary