

03/03/2003

Division of Corporations

ORPDIRECT → 2050380

NO. 242

P01

Page 1 of 2

# H 93554

Florida Department of State  
Division of Corporations  
Public Access System

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE  
2-28-03

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000065639 4)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.** Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 205-0380

EFFECTIVE DATE  
2-28-03

From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

RECEIVED  
03 MAR -3 PM 12:11  
DIVISION OF CORPORATIONS

0972.13241

## MERGER OR SHARE EXCHANGE

UNIVERSAL LAND TITLE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2003 FEB 27 PM 5:00

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$113.75

3/4/03

Merger

DC

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

UNIVERSAL LAND TITLE AGENCY, INC., an Arizona corporation

UNIVERSAL LAND TITLE OF VIRGINIA, INC., a Virginia corporation

BOTH CORPORATIONS ARE NOT QUALIFIED TO TRANSACT BUSINESS IN  
THE STATE OF FLORIDA.

INTO

**UNIVERSAL LAND TITLE, INC.**, a Florida entity, H93554

File date: February 27, 2003, effective February 28, 2003

Corporate Specialist: Darlene Connell

03/03/2003 11:51 CORPDIRECT → 2058390

NO.242 002

Department of State 2/28/2003 11:01 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

February 28, 2003

UNIVERSAL LAND TITLE, INC.  
123 N.W. 13TH STREET  
SUITE 300  
BOCA RATON, FL 33432US

SUBJECT: UNIVERSAL LAND TITLE, INC.  
REF: H93554

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.  
2-28-03

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE COMPLETE THE DATE AT THE TOP OF THE FIRST PAGE OF THE AGREEMENT AND PLAN OF MERGER. ON THIS SAME PAGE #2 REFERS TO EXHIBITS A, B, AND C BEING ATTACHED HERETO, WHICH MEANS IT IS ATTACHED TO THE MERGER. PLEASE PROVIDE THESE EXHIBITS OR CHANGE THE WORDING TO EXHIBITS A, B, AND C BEING ATTACHED THERETO.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell  
Document Specialist

FAX Aud. #: H03000065639  
Letter Number: 703A00012878

H03000065639

EFFECTIVE DATE  
2-28-03

**ARTICLES OF MERGER  
OF  
UNIVERSAL LAND TITLE AGENCY, INC., an Arizona corporation, and  
UNIVERSAL LAND TITLE OF VIRGINIA, INC., a Virginia corporation  
INTO  
UNIVERSAL LAND TITLE, INC., a Florida corporation**

Pursuant to the provisions of §§607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"), Universal Land Title Agency, Inc., an Arizona corporation, Universal Land Title of Virginia, Inc., a Virginia corporation (together, the "Subsidiaries") and Universal Land Title, Inc., a Florida corporation (the "Survivor") adopt the following Articles of Merger for the purpose of merging the Subsidiaries with and into the Survivor. All of the outstanding shares of capital stock of the Subsidiaries are held by the Survivor.

**FIRST:** The Plan of Merger is attached hereto as Exhibit A.

**SECOND:** The Plan of Merger was adopted by the board of directors of the Survivor by unanimous written consent in accordance with the provisions of Section 607.1104 of the Act as of February 25, 2003 and shareholder approval was not required.

**THIRD:** These Articles of Merger shall be effective as of February 28, 2003.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2003 FEB 27 PM 5:00

H03000065639

03/03/2003

11:51

CORPDIRECT → 2050380

NO.242


P04

H03000065639

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties as of the 25 day of February, 2003.

Universal Land Title Agency, Inc., an Arizona corporation  
Universal Land Title of Virginia, Inc., a Virginia corporation

By

  
Name: Tommy L. McAden

Title: Vice President and Treasurer

Universal Land Title, Inc., a Florida corporation

By

  
Name: Tommy L. McAden

Title: Vice President and Treasurer

H03000065639

H03000065639

**AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER**, dated February 25<sup>th</sup>, 2003, among Universal Land Title Agency, Inc., an Arizona corporation, Universal Land Title of Virginia, Inc., a Virginia corporation (together, the "Subsidiaries") and Universal Land Title, Inc., a Florida corporation (the "Survivor" and together with the Subsidiaries, the "Constituent Corporations").

**WHEREAS**, all of the outstanding shares of capital stock of the Subsidiaries are held by the Surviving Corporation;

**WHEREAS**, the board of directors of the Surviving Corporation has determined that it is advisable and in the best interests of the Subsidiaries, the Surviving Corporation and TOUSA Homes, Inc., a Florida corporation ("TOUSA") as sole shareholder of the Surviving Corporation that the Subsidiaries be merged into the Surviving Corporation, with the Surviving Corporation being the surviving corporation, on the terms and conditions set forth in this Plan (the "Merger"); and

**NOW THEREFORE BE IT RESOLVED**, that in accordance with the applicable statutes of the States of Florida, Arizona and Virginia, the Subsidiaries shall be merged with and into the Surviving Corporation, with the Surviving Corporation being the surviving corporation, and that the terms and conditions of the Merger and the mode of carrying into effect the Merger shall be as follows:

1. **The Merger.** Upon the terms and conditions hereinafter set forth and in accordance with the Florida Business Corporation Act, the Arizona Business Corporation Act and the Virginia Stock Corporation Act, at the Effective Time, the Subsidiaries shall be merged with and into the Surviving Corporation and thereupon the separate existence of the Subsidiaries shall cease, and the Surviving Corporation, as the surviving corporation, shall continue to exist under and be governed by the Florida Business Corporation Act.

2. **Filing.** The Surviving Corporation will cause Articles of Merger, in compliance with the provisions of applicable law to be executed and filed with the Secretary of State of the State of Florida, the Arizona Corporation Commission and the State Corporation Commission of Virginia, in the forms attached as Exhibits A, B and C, respectively, thereto (the "Articles of Merger").

3. **Effective Date and Time of Merger.** The Merger shall become effective on February 28, 2003 (such time is referred to as the "Effective Time").

4. **Articles of Incorporation and Bylaws.** Upon the effectiveness of the Merger, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the surviving corporation. The Bylaws of the Surviving Corporation shall be the Bylaws of the surviving corporation.

5. **Directors and Officers.** The directors and officers of the Surviving Corporation at the Effective Time shall remain the directors and officers of the surviving corporation; in each case, such directors and officers to serve until their successors have been duly elected and qualified in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

H03000065639

H03000065639

6. **Conversion of Shares.** Upon the Effective Time, by virtue of the Merger and without any action on the part of the Subsidiaries, the Surviving Corporation or TOUSA (i) each share of common stock of the Subsidiaries outstanding at the Effective Time shall be cancelled and no consideration shall be delivered in exchange therefor, and (ii) each share of the Surviving Corporation common stock outstanding at the Effective Time shall remain outstanding.

7. **Effect of Merger.** Upon the Effective Time, the Surviving Corporation shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of the Constituent Corporations, and all obligations belonging to or due to the Constituent Corporations, all of which shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all the obligations of the Constituent Corporations; any claim existing, or action or proceeding pending, by or against the Constituent Corporations, may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place; and all the rights of creditors of the Constituent Corporations shall be preserved unimpaired.

H03000065639

03/03/2003

11:51

CORPDIRECT → 2050390


NO. 242

D07

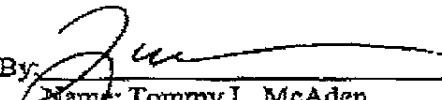
H03000065639

**IN WITNESS WHEREOF**, the parties have caused this Plan of Merger to be signed in their corporate names and on their behalf by authorized officers, on this 25 day of February 2003.

**Universal Land Title Agency, Inc., an Arizona corporation**  
**Universal Land Title of Virginia, Inc., a Virginia corporation**

By:   
Name: Tommy L. McAden  
Title: Vice President and Treasurer

**Universal Land Title, Inc., a Florida corporation**

By:   
Name: Tommy L. McAden  
Title: Vice President and Treasurer

\\MIA-SRV07\BARKESD\141857-01\2003\55897.DIGIT00

H03000065639