

MOORE

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J90458

November 20, 1998

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: B-K Cypress Log Homes, Inc. - Articles of Merger

Ladies and Gentlemen:

Please file the enclosed Articles of Merger for the above corporation. A check in the amount of \$148.75 to cover the filing fees, certified copy, and merger fees is enclosed.

If you have any questions or need additional information, please contact me.

Sincerely,

John R. Moore

JRM:mrs

Enclosures

Express Mail

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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merger  
KPS  
11-23-98

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

B-K CYPRESS LOG HOMES, INC., document #J90458

INTO

**B-K CYPRESS LOG HOMES, INC.,** a Pennsylvania corporation not qualified in  
Florida

File date: November 23, 1998

Corporate Specialist: Carol Mustain

Microfilm Number \_\_\_\_\_

Date filed with the  
Department of State \_\_\_\_\_

Entity Number \_\_\_\_\_

Secretary of the Commonwealth or State \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
B-K CYPRESS LOG HOMES, INC.**  
(A Pennsylvania Business Corporation)

In compliance with the applicable requirements of Section 1926 of the Business Corporation Law of 1988 (15 Pa.C.S.A. §§ 1101 et seq.), as amended, desiring to effect a merger, we hereby certify that:

1. The name of the corporation surviving the merger is B-K Cypress Log Homes, Inc.
2. The surviving corporation is a domestic business corporation under the laws of the Commonwealth of Pennsylvania and the address of its current registered office in the Commonwealth is R. D. #1, Box 37K, Mount Pleasant Mills, PA 17853.
3. The name and address of the registered office in the State of Florida and the county of venue of the Florida business corporation which is the other party to the plan of merger are 609 Gilbert Street, Bronson, Florida 32621, in Levy County.
4. The merger under the plan of merger shall be effective on December 1, 1998.
5. The manner in which the plan of merger was adopted by each constituent entity on November 1, 1998, is as follows:

B-K Cypress Log Homes, Inc., a Pennsylvania corporation which is a statutory close corporation governed by its shareholders without a board of directors -- Adopted by all its shareholders pursuant to 15 Pa.C.S. § 1924(a).

B-K Cypress Log Homes, Inc., a Florida business corporation which is governed by its shareholders without a board of directors -- Adopted by all its shareholders pursuant to 15 Pa.C.S. § 1924(a) and Fl.St. § 607.1103(5).

6. The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

IN TESTIMONY WHEREOF, each undersigned entity has caused these Articles of Merger to be signed by its duly authorized President this 1st day of November, 1998.

B-K CYPRESS LOG HOMES, INC.  
(A Florida Corporation)

By: \_\_\_\_\_

James L. Keeton, President

B-K CYPRESS LOG HOMES, INC.  
(A Pennsylvania Corporation)

By: \_\_\_\_\_

James L. Keeton, President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN OF MERGER**  
**OF**  
**B-K CYPRESS LOG HOMES, INC.**  
(A Florida Business Corporation)  
**WITH AND INTO**  
**B-K CYPRESS LOG HOMES, INC.**  
(A Pennsylvania Business Corporation)

**THIS AGREEMENT AND PLAN OF MERGER** ("Plan") are made the 1st day of November, 1998, by and with respect to **B-K CYPRESS LOG HOMES, INC.** ("the Florida Corporation"), whose address is P. O. Box 191, Bronson, Florida 32621, and **B-K CYPRESS LOG HOMES, INC.** ("the Pennsylvania Corporation"), whose address is R. D. #1, Box 37K, Mount Pleasant Mills, Pennsylvania 17853. The Florida Corporation and the Pennsylvania Corporation are hereinafter sometimes collectively called the "Constituent Entities." The Florida Corporation and the Pennsylvania Corporation adopt and shall carry out the Plan, whose terms are as follows:

**1. Effectiveness.** This Plan shall be effective on the later of (a) the date that the Articles of Merger incorporating this Plan (the "Articles of Merger") are filed with the Department of State of the Commonwealth of Pennsylvania and the Department of State of the State of Florida (the "Departments of State") or (b) the date set forth as the effective date in the Articles of Merger filed with the Departments of State. The date determined in accordance with the preceding sentence is hereinafter called the "Effective Date."

**2. Effect.** On the Effective Date, the Florida Corporation shall be merged with and into the Pennsylvania Corporation, and the separate existence of the Florida Corporation, except insofar as it may be continued by law, shall cease, all with the effect provided in Section 1929 of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania and Section 607.1106 of the Florida Statutes. The Pennsylvania Corporation shall be the surviving corporation and is hereinafter sometimes called the "Survivor." The effect of the Merger is more particularly described as follows:

(a) Upon the Effective Date:

(1) The Survivor shall possess all the rights, privileges, powers, and franchises, of a public and private nature, and shall be subject to all the restrictions, disabilities, and duties of each of the Constituent Entities.

(2) All property, real, personal, and mixed, and all debts due to either Constituent Entity on whatever account, including all choses in action and other things belonging to the Constituent Entities, shall be vested in the Survivor.

(3) All property, rights, privileges, powers, and franchises, and every other interest of each of the Constituent Entities shall be the property of the Survivor, and the title to any real estate vested by deed or otherwise in the Constituent Entities shall not revert or be impaired in any way by this Plan or the Merger provided for in it; but all rights of creditors and all liens upon any property of either Constituent Entity shall be preserved unimpaired, and all debts, liabilities, and duties of the Constituent Entities shall attach to and become the debts, liabilities, and

duties of the Survivor and may be enforced against it to the same extent as if they had been incurred or contracted by it.

(4) All transfers and vesting in the Survivor referred to in this Plan shall be deemed to occur by operation of law, and no consent or approval of any other person shall be required in connection with any such transfer or vesting unless such consent or approval is specifically required in the event of merger or consolidation by law or express provision of any agreement, contract, decree, order, or other instrument by which one of the Constituent Entities is bound.

(b) Upon the Effective Date, the accounting entries with respect to the assets, liabilities, capital, surplus, and any and all other items of the Constituent Entities shall be taken up on the books of the Survivor at the amounts which they, respectively, are then carried on the books of the Constituent Entities, subject to such adjustments as may be appropriate in giving effect to the Merger. One such adjustment shall be to credit accounts or notes receivable of the Survivor and to debit accounts or notes payable of the other Constituent Entity for the amounts of all accounts and notes payable to the Survivor by the other Constituent Entity, especially accounts or notes receivable from the other Constituent Entity acquired by the Survivor in exchange for the 2,000 shares of its voting common stock issued to Leonard D. Kuhns and Sandra L. Kuhns.

(c) Nothing in this Plan shall be deemed to limit the generality of the property and rights hereby vested in, and liabilities assumed by, the Survivor pursuant to the provisions of the law applicable to the Merger, or to exclude any defect, duty, liability, or obligation provided by law as incident to or resulting from such Merger and not specifically mentioned in this Plan.

(d) All acts, approvals, authorizations, plans, and policies of a Constituent Entity or on its behalf by its shareholders or board of directors, or any of its agents, committees, or officers which were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the acts, approvals, authorizations, plans, and policies of the Survivor and shall be as effective and binding on the Survivor as they were on the Constituent Entity.

(e) All employees of each Constituent Entity shall become the employees of the Survivor and shall continue to be entitled to the same rights and benefits they enjoyed as employees of the Constituent Entity.

**3. Articles of Incorporation and Bylaws.** On and after the Effective Date, the Articles of Incorporation and Bylaws of the Pennsylvania Corporation shall be the Articles of Incorporation and Bylaws of the Survivor until changed in accordance with the Articles of Incorporation and Bylaws of the Survivor and applicable law.

**4. Issue of Shares of the Pennsylvania Corporation to Shareholders of the Florida Corporation.** Upon the Effective Date, the Pennsylvania Corporation shall issue 2,000 shares of its voting common stock to the shareholders of the Florida Corporation in proportion to their ownership of the shares of the Florida Corporation.

**5. Cancellation and Extinguishment of the Florida Corporation Shares.** Upon the Effective Date, by virtue of the Merger and without any action on the part of holders thereof, each share of the Florida Corporation issued and outstanding shall be deemed cancelled and extinguished.

**6. Officers.** On and after the Effective Date, until changed in accordance with the Articles and Bylaws of the Survivor, the officers of the Survivor shall be the officers of the Pennsylvania Corporation immediately prior to the Effective Date and shall hold their respective offices in accordance with the Bylaws of the Surviving Corporation.

**7. Further Assurances.** Should the Survivor, or its successors or assigns, at any time determine or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, confirm, or perfect, of record or otherwise, in the Survivor its rights, title, or interest in, to, or under any of the rights, properties, or assets of the Florida Corporation acquired or to be acquired by the Survivor as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Plan, then the Florida Corporation and its proper officers shall be deemed to have granted to the Survivor an irrevocable power of attorney to execute and deliver all such proper deeds, assignments, and assurances in law and to do all acts necessary or proper to vest, confirm, or perfect title to and possession of such rights, properties, or assets in the Survivor and otherwise to carry out the purposes of this Plan; and the proper officers of the Florida Corporation are fully authorized in its name or otherwise to take any and all such action.

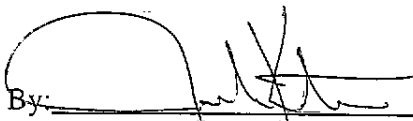
**8. Amendment.** This Plan may be amended at any time prior to the Effective Date and in any manner which in the joint judgment of the shareholders of the Constituent Entities may be necessary, desirable, or expedient in order to facilitate the purposes and intent of the Plan, but any amendment shall not alter or change (a) the amount or kind of shares, obligations, securities, cash, property, or rights to be received in exchange for or conversion of all or any of the shares of the Constituent Entities; (b) any term of the Articles of the Survivor; or (c) any of the terms and conditions of this Plan if such alteration or change would adversely affect the holders of any shares of either of the Constituent Entities.

**9. Termination.** This Plan may be terminated at any time before or after approval of it by the shareholders of either the Florida Corporation or the Pennsylvania Corporation, but not later than the Effective Date, by agreement of the shareholders of the Florida Corporation and the Pennsylvania Corporation. If the termination occurs after the Articles of Merger have been filed with the Department of State but before the Effective Date, a timely statement of termination shall be filed in the Department of State by the Florida corporation and the Pennsylvania Corporation.

IN WITNESS WHEREOF, the Florida Corporation and the Pennsylvania Corporation, pursuant to the approval and authority duly given by resolutions adopted by their shareholders, has each caused this Plan to be executed on its behalf by its President as of the day and year first above set out.

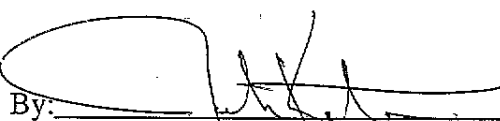
**B-K CYPRESS LOG HOMES, INC.**

(A FLORIDA BUSINESS CORPORATION)

By:   
James L. Keeton, President

**B-K CYPRESS LOG HOMES, INC.**

(A PENNSYLVANIA BUSINESS CORPORATION)

By:   
James L. Keeton, President