

K05314

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

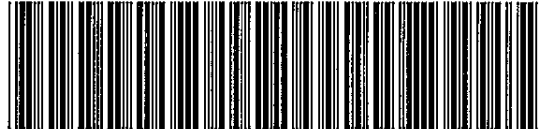
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400023903144

10/27/03--01004--026 **113.75

FILED
03 OCT 27 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
03 OCT 27 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. Gaudette OCT 27 2003

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Wood Haven Ranch

Signature _____

Requested by: HW 10/27

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
✓ _____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
✓ _____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

ARTICLES OF MERGER
Sections 607.1101 - 607.1107, F.S.
(Profit Corporations)

03 OCT 27 PM 3:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

FIRST: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
WOOD HAVEN RANCH, INC.	Florida	K05314

SECOND: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
PLEASANT WOOD, INC.	Florida	F03155
PANTHER RIDGE SPORTS COMPLEX, INC.	Florida	P94000073222

THIRD: The Plan of Merger dated October 23, 2003, ("Plan of Merger") between PLEASANT WOOD, PANTHER RIDGE and WOOD HAVEN was approved and adopted by the shareholders of PLEASANT WOOD on October 23, 2003, was approved and adopted by the shareholders of PANTHER RIDGE on October 23, 2003 and was approved and adopted by the shareholders of WOOD HAVEN on October 23, 2003.


FOURTH: Under the Plan of Merger, all issued and outstanding shares of PLEASANT WOOD's stock and PANTHER RIDGE's stock will be acquired by means of a merger of PLEASANT WOOD and PANTHER RIDGE with WOOD HAVEN, the surviving corporation ("Merger").

FIFTH: The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.

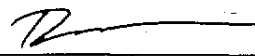
SIXTH: Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands on the 23rd day of October, 2003.

PLEASANT WOOD, INC.

By: 
David D. Rooks, President

PANTHER RIDGE SPORTS COMPLEX, INC.

By: 
David D. Rooks, President

WOOD HAVEN RANCH, INC.

By: 
David D. Rooks, President

PLAN OF MERGER

MERGER between **WOOD HAVEN RANCH, INC.**, a Florida corporation (the "Surviving Corporation") and **PLEASANT WOOD, INC.**, a Florida corporation and **PANTHER RIDGE SPORTS COMPLEX, INC.**, a Florida corporation (the "Disappearing Corporations") (collectively the "Constituent Corporation"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. **ARTICLES OF INCORPORATION.** The Articles of Incorporation of Surviving Corporation, in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

2. **DISTRIBUTION TO SHAREHOLDERS OF THE CONSTITUENT CORPORATIONS.** On the Effective Date, each share of Disappearing Corporations' common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for par value common stock shares of WOOD HAVEN, on a share for share basis, in accordance with this Plan. Each share of Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corporation's stock.

3. **SATISFACTION OF RIGHTS OF DISAPPEARING CORPORATIONS' SHAREHOLDERS.** All shares of Surviving Corporation's stock into which shares of Disappearing Corporations' stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. **FRACTIONAL SHARES.** No fractional shares of Surviving Corporation's stock will be issued and there will be no fractional shares of the Disappearing Corporations' stock remaining.

5. **EFFECT OF MERGER.** On the Effective Date, the separate existence of Disappearing Corporations shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporations' rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

6. **SUPPLEMENTAL ACTION.** If at any time after the Effective Date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporations, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporations, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.


7. **FILING WITH THE FLORIDA SECRETARY OF STATE AND EFFECTIVE DATE.** On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corporations and Surviving Corporation shall cause their respective Presidents to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date", which shall be the filing date of the Articles.

8. **AMENDMENT AND WAIVER.** Any of the terms or conditions of this Plan may be waived at any time by one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same person), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

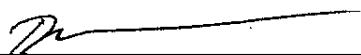
9. **TERMINATION.** At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands on the 23rd day of October, 2003.

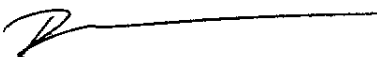
PLEASANT WOOD, INC.

By: 
David D. Rooks, President

PANTHER RIDGE SPORTS COMPLEX, INC.

By: 
David D. Rooks, President

WOOD HAVEN RANCH, INC.

By: 
David D. Rooks, President