

K23971



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 077935 4303929
AUTHORIZATION : Patricia Pigato
COST LIMIT : \$ 78.75

FILED
98 DEC 23 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 23, 1998

ORDER TIME : 3:58 PM

ORDER NO. : 077935-005

CUSTOMER NO: 4303929

300002721393--0

CUSTOMER: Ms. Yolanda Rodriguez
Greenberg Traurig
1221 Brickell Avenue
20th Floor
Miami, FL 33131

ARTICLES OF MERGER

VILLAGES AT IMPERIAL LAKES,
INC.

INTO

UNION PLANTERS REALTY, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS: _____

VS DEC 31 1998

Merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

VILLAGES AT IMPERIAL LAKE, INC., a Florida corporation, S91644

INTO

UNION PLANTERS REALTY, INC., a Florida corporation, K23971

File date: December 23, 1998

Corporate Specialist: Velma Shepard

Account number: 072100000032

Account charged: 78.75



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 29, 1998

CSC
ATTN: JANICE VANDERSLICE
TALLAHASSEE, FL

SUBJECT: UNION PLANTERS REALTY, INC.
Ref. Number: K23971

RESUBMIT

Please give original
submission date as file date.

We have received your document for UNION PLANTERS REALTY, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The correct name for the merging corporation is as stated on the attached print out, please correct your document throughout.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 698A00060824

ARTICLES OF MERGER

OF

VILLAGES AT IMPERIAL LAKE , INC., a Florida corporation

INTO

UNION PLANTERS REALTY, INC., a Florida corporation

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, VILLAGES AT IMPERIAL LAKE , INC., a Florida corporation ("Villages"), and UNION PLANTERS REALTY, INC., a Florida corporation ("UP Realty"), adopt the following Articles of Merger for the purpose of merging Villages with and into UP Realty.

FIRST: The Agreement and Plan of Merger (the "Plan of Merger") is attached as Exhibit A.

SECOND: The Plan of Merger between UP Realty and Villages was adopted by (i) the Board of Directors and the sole shareholder of UP Realty on December 22, 1998 and (ii) the Board of Directors and the sole shareholder of Villages on December 22, 1998.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 22nd day of December , 1998.

VILLAGES OF IMPERIAL LAKE , INC.



Roy Tanis, President

UNION PLANTERS REALTY, INC.



Roy Tanis, President

FILED

98 DEC 23 PM 4: 29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated December 18, 1998, between VILLAGES OF IMPERIAL LAKE, INC., a Florida corporation ("Villages"), and UNION PLANTERS REALTY, INC., a Florida corporation ("UP Realty" or the "Surviving Corporation").

WHEREAS, UP Realty and Villages desire to effect the statutory merger of Villages with and into UP Realty, with UP Realty to survive such merger.

1. **Constituent Corporations.** UP Realty and Villages shall be parties to the merger (the "Merger") of Villages with and into UP Realty.

2. **Terms and Conditions of Merger.** Villages (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into UP Realty, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Constituent Corporation.

3. **Capital Stock; Conversion of Shares.** Upon the Effective Date, all outstanding shares of common stock, \$.01 par value per share, of Villages issued and outstanding immediately prior to the Effective Date shall, immediately after the Merger, be retired. Upon the Effective Date, all outstanding shares of common stock, \$1.00 par value per share, of UP Realty shall for all purposes be deemed to evidence the ownership of the same number of shares of UP Realty as outstanding immediately prior to the Effective Date.

4. **Articles of Incorporation.** The Articles of Incorporation of UP Realty as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

5. **Bylaws.** The Bylaws of UP Realty as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of UP Realty in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Secretary of State of the State of Florida.

8. **Amendment of Plan of Merger.** The Board of Directors of UP Realty and Villages are authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

VILLAGES OF IMPERIAL LAKE., INC.

By: Roy Tanis
Roy Tanis, President

UNION PLANTERS REALTY, INC.

By: Roy Tanis
Roy Tanis, President