

L02000006704

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B. KOHR  
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EXAMINER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 845500 7518993

AUTHORIZATION

COST LIMIT : \$ 90.00

ORDER DATE : December 31, 2008

ORDER TIME : 1:13 PM

ORDER NO. : 845500-005

CUSTOMER NO: 7518993

FILED  
08 DEC 31 AM 8:15  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

SCARECROW UTILITY, INC.

INTO

PARADISE LAKES UTILITY, L.L.C.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret

EXAMINER'S INITIALS: \_\_\_\_\_

## ARTICLES OF MERGER

The following Articles of Merger are being submitted to merge the following Florida Profit Corporation and Limited Liability Company in accordance with s. 607.1109 and 608.4382, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<b>SCARECROW UTILITY, INC.</b> 2348 Raden Dr. Land O'Lakes, FL 34639	Florida	Corporation

Florida Document/Registration Number: **F43631**

FEI Number: **59-2263889**

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<b>PARADISE LAKES UTILITY, L.L.C.</b> 2348 Raden Dr. Land O'Lakes, FL 34639	Florida	Limited Liability Company

Florida Document/Registration Number: **L02000006704**

FEI Number: **59-2677556**

**THIRD:** The attached plan of merger was approved by the domestic corporation and limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes..

**FOURTH:** The attached plan of merger was approved by the other business entity that is party to the merger in accordance with the applicable laws of the state and jurisdiction under which such other business entity is organized.

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**FIFTH:** The surviving entity has obtained the written consent of each member or person that as a result of the merger is now a Member of the surviving entity in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes.

**SIXTH:** The merger is permitted under the respective laws of all applicable jurisdiction and is not prohibited by the agreement of any partnership or the articles of organization or the operating agreement of any limited liability company that is a party to the merger.

**SEVENTH:** The merger shall become effective as of:


The date the Articles of Merger are filed with the Florida Department of State.

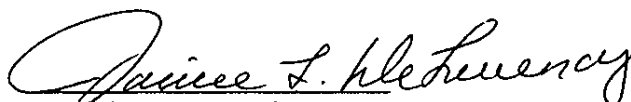
**EIGHTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**NINTH: SIGNATURE OF EACH PARTY:**

**MERGING ENTITY:**

**SCARECROW UTILITY, INC.**

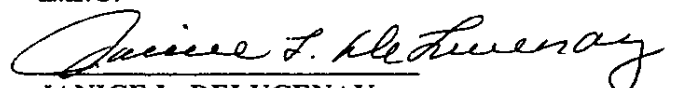
  
**LARRY G. DELUCENAY**  
President


  
**JANICE L. DELUCENAY**  
Treasurer

Dated: 12-30-08

**SURVIVING ENTITY:**

**PARADISE LAKES UTILITY,  
L.L.C.**

  
**JANICE L. DELUCENAY**  
Managing Member

  
**LARRY G. DELUCENAY**  
Managing Member

Dated: 12-30-08

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes.

**FIRST:** The exact name and jurisdiction of the **merging** party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
SCARECROW UTILITY, INC.	Florida

**SECOND:** The exact name and jurisdiction of the **surviving** party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
PARADISE LAKES UTILITY, L.L.C.	Florida

**THIRD:** The terms and conditions of the merger are as follows:

The Corporation is being terminated and all interests of the Corporation are being exchanged for interests in the surviving Limited Liability Company. No money is exchanged and the assets of the Corporation which are being transferred from the corporation to the Limited Liability Company are as follows:

(A) two water systems consisting of wells, pumps, tanks and controls at Calm Harbor and Cypress Cove which are located on utility easements;

(B) a well, pump, tank and controls at San Remo which is located on land owned by the Corporation; and

(C) Additionally, the Corporation owns one-half interest in the land constituting the Barrington System, but does not own the operating assets of that system.

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

For 50% of the stock owned by each shareholder (assumed to be 100 shares) of the Corporation, each such shareholder is receiving additional Limited Liability Company units equal to 7.2197% of their current units (100 units each) of the Limited Liability Company based on the number of customers served by the Corporation (135) in relation to the customers to be served by the Limited Liability Company after the merger (935) ( $135 \div 935 = 14.4385\%$  or 7.2197% for each 50% shareholder). Thus each Limited Liability Company member will now own 107.2197 Units of the Limited Liability Company.

B. The manner and basis of converting rights to acquire interests, shares, obligations, or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

See A. above.

**FIFTH:** A limited liability company is the surviving entity and it is to be managed by one or more members, the names and addresses of the managing members are as follows:

**Names and Addresses of Managing Members:**

**LARRY G. DELUCENAY**  
22953 Hale Road  
Land O'Lakes, FL 34639

**JANICE L. DELUCENAY**  
22953 Hale Road  
Land O'Lakes, FL 34639

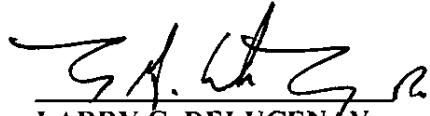
**SIXTH:** All statements that are required by the laws of the jurisdiction under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follow:

The limited liability company which is the surviving entity is under the jurisdiction of the state of Florida.

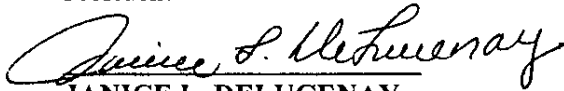


SEVENTH: SIGNATURE OF EACH PARTY:

MERGING ENTITY:  
SCARECROW UTILITY, INC.



LARRY G. DELUCENAY  
President



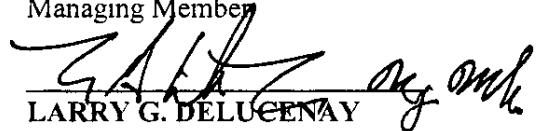
JANICE L. DELUCENAY  
Treasurer

Dated: 12-30-08

SURVIVING ENTITY:  
PARADISE LAKES UTILITY,  
L.L.C.



JANICE L. DELUCENAY  
Managing Member



LARRY G. DELUCENAY  
Managing Member

Dated: 12-30-08