

Apr. 11. 2008 2:48PM
Division of Corporations

Moran & Shams

No. 9277
Page 1 of 1**LD4000042248**

Florida Department of State
Division of Corporations
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Account Name : MORAN & SHAMS, P.A.
Account Number : I200000000003
Phone : (407) 841-4141
Fax Number : (407) 841-4148

L. SELLERS
APR 14 2008
EXAMINER

MERGER OR SHARE EXCHANGE

Countryside Homes, LLC

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$75.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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850-245-6897 4/10/2008 10:11 PAGE 001/001 Florida Dep. No. 1272 Sta. P. 2



April 10, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

COUNTRYSIDE HOMES, LLC
25541 SR 46
SUITE #3
SORRENTO, FL 32776US

SUBJECT: COUNTRYSIDE HOMES, LLC
REF: L04000042248

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.

The plan of merger must be attached/included.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Leslie Sellers
Regulatory Specialist II

FAX Aud. #: H08000091034
Letter Number: 108A00021326

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TALLAHASSEE, FLORIDA

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No. 1272 P. 3

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ARTICLES OF MERGER

The following Articles of Merger (the "Articles") are being submitted in accordance with 608.438, 608.4381, and 608.4383 Florida Statutes on this 25 day of March, 2008:

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each Merging Party is as follows:

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
1. Old Countryside, LLC 25541 State Road 46 Suite 3 Sorrento, Florida 32776	Florida	Limited Liability Company

Florida Document/Registration No.: L01000011052

2. Keenan Spec Homes, LLC 500 Pickford Point Longwood, Florida 32779	Florida	Limited Liability Company
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Florida Document/Registration No.: L03000020047

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the Surviving Party is as follows:

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
Countryside Homes, LLC 25541 State Road 46 Suite 3 Sorrento, Florida 32776	Florida	Limited Liability Company

Florida Document/Registration No.: L04000042248

THIRD: The Agreement and Plan of Merger attached as Schedule "3" meets the requirements of 608.438 and 608.4381, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapters 608 Florida Statutes.

FOURTH: The Agreement and Plan of Merger was unanimously approved by the written consent of each member and/or manager of the Merging Parties.

FIFTH: The Merging Parties and the Surviving Entity are organized under the laws of the State of Florida.

SIXTH: The Surviving Entity has obtained the written consent of each manager and/or member that as a result of the merger is now a manager and/or member of the Surviving Entity pursuant to Florida Statutes 608.438, 608.4381, and 608.4383.

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No. 1272 P. 4

(((H08000091034 3)))


SEVENTH: The merger is permitted under the laws of the State of Florida and is not prohibited by the Articles of Organization and/or Operating Agreement of any limited liability company that is a party to the merger.

EIGHTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

NINTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.


TENTH: SIGNATURES FOR EACH PARTY:


SURVIVING ENTITY:


John C. Keenan,
Manager
Countryside Homes, LLC

MERGING PARTIES:


Mark Keenan
Manager
Keenan Spec Homes, LLC


Robert Walsh
Manager
Old Countryside, LLC


Sam Sears
Manager
Old Countryside, LLC

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Apr. 11. 2008 2:49PM Moran & Shams

No. 1272 P. 5

(((H08000091034 3)))

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement") is entered into this 25 day of March, 2008, pursuant to the provisions of the Florida Limited Liability Company Act, and is between OLD COUNTRYSIDE, LLC, a Florida limited liability company ("OC"), KEENAN SPECHOMES, LLC, a Florida limited liability company ("Keenan") (Keenan and OC each a "Merging Party"; collectively, the "Merging Parties") and COUNTRYSIDE HOMES, LLC, a Florida limited liability company ("Countryside" or "Surviving Entity").

Recitals

A. OC is a limited liability company duly organized and existing under the laws of the State of Florida, having been organized on July 9, 2001 by Articles of Organization filed with the Secretary of the State of Florida. The principal office of OC is 25541 State Road 46, Suite 3, Sorrento, Florida 32776 and the name of the registered agent is Mark A. Keenan;

B. Keenan is a limited liability company duly organized and existing under the laws of the State of Florida, having been organized June 4, 2003 by Articles of Organization filed with the Secretary of the State of Florida. The principal office of Keenan is 500 Pickford Point, Longwood, Florida 32779 and the name of the registered agent is Mark A. Keenan;

C. Countryside is a limited liability company duly organized and existing under the laws of the State of Florida, having been organized on June 4, 2004 by Articles of Organization filed with the Secretary of the State of Florida. The principal office of Countryside is 25541 State Road 46, Suite 3, Sorrento, Florida 32776 and the name of the registered agent is John C. Keenan;

D. OC, as of the date of this Agreement, has two members, Sam L. Sears ("Sears") and Robert S. Walsh ("Walsh"), each owning a fifty percent (50%) membership interest in OC (the "OC Members");

E. Keenan, as of the date of this Agreement, has one member, Mark A. Keenan ("M. Keenan"), owning a one hundred percent (100%) membership interest in Keenan;

F. Countryside, as of the date of this Agreement, has four members, M. Keenan, John C. Keenan, Chris Walsh, and Sears, each respectively owning a seventy percent (70%), ten percent (10%), ten percent (10%), and ten percent (10%) membership interest in Countryside (collectively, the "Countryside Members");

G. Each of the respective managers and members of OC, Keenan, and Countryside have determined that it is desirable, upon the terms and subject to the conditions set forth herein, that (i) OC be merged with and into Countryside; and (ii) Keenan be merged with and into Countryside.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained

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No. 1272 P. 6

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in this Agreement, in accordance with the applicable Statutes of the State of Florida, the parties agree as follows:

**Article I
Merger**

1.1 Merger. Upon the filing of the Articles of Merger with Secretary of the State of Florida (the Effective Date), (i) OC shall be merged with and into Countryside, the separate existence of OC shall cease and Countryside shall continue in existence as the Surviving Entity; and (ii) Keenan shall be merged with and into Countryside, the separate of existence of Keenan shall cease and Countryside shall continue in existence as the Surviving Entity (the "Merger" or "Mergers"). From and after the Effective Date, the corporate existence of Countryside, with all its rights, privileges, immunities, powers, and purposes shall continue unaffected and unimpaired by the Merger.

1.2 Closing and Effective Time. The consummation of the Merger (the Closing) shall take place at the offices of Moran & Shams, P.A., 111 North Orange Avenue, Suite 1200, Orlando, Florida, on the 25th day of March, 2008 (the Closing Date). Simultaneously with the consummation of the Closing, this Agreement, the Articles of Merger, and all other instruments or documents required to make the Merger effective, or to complete the transaction as contemplated by the terms of this Agreement, shall be filed with the appropriate governmental agencies or authorities of the State of Florida.

1.3 Articles of Organization. After the Effective Date, the Articles of Organization of Countryside in effect immediately prior to the Effective Date, shall be and continue to be the Articles of Organization of Countryside, the Surviving Entity, until altered, amended or repealed in accordance with applicable Florida law.

1.4 Operating Agreement. After the Effective Date, the Operating Agreement of Countryside shall be and remain the Operating Agreement of Countryside, the Surviving Entity, until amended in accordance with applicable Florida law.

1.5 Managers and Officers. After the Effective Date, the Managers and Officers of Countryside, as the Surviving Entity, shall be the Managers and Officers of Countryside as of the date immediately preceding the Effective Date. Such Managers and Officers shall serve from and after the Effective Date until their respective successors are duly elected, qualified, and appointed.

1.6 Other Action. After the Effective Date, the parties shall take all such action as shall be deemed necessary and appropriate by any of the parties to this Agreement in connection with the Merger.

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No. 1272 P. 7

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Agreement and Plan of Merger of Countryside Homes, LLC.

Article II
Terms of the Transaction
and

Manner and Basis of Converting Membership Interests of the Merging Parties.

2.1 Membership Interests of the Merging Parties. Each of the Merging Parties' membership interests shall be converted into membership interests of Countryside in the following manner:

2.1.1 OC Members. Both Shears and Walsh shall immediately prior to the Effective Date of this Agreement surrender their fifty percent (50%) membership interest in OC, in exchange for: (i) Sears maintaining and continuing to own his ten percent (10%) membership interest in the Surviving Entity; and (ii) Walsh, in exchange for receiving One Dollar (\$1.00) and other valuable consideration, the receipt of which is acknowledged by his signature to this Agreement, hereby agrees that he shall receive no ownership and/or membership interest in the Surviving Entity whatsoever.

2.1.2 Keenan Member. M. Keenan shall, immediately prior to the Effective Date of this Agreement surrender his one hundred percent (100%) membership interest in Keenan, in exchange for M. Keenan maintaining and continuing to own his seventy percent (70%) membership interest in the Surviving Entity.

2.1.3 Countryside Members. The Countryside Members hereby agree that, upon the Merging Parties' merger into the Surviving Entity and thereafter, each of the Countryside Members shall continue to maintain and own each of their respective membership interests as of the date of this Agreement.

2.1.4 Intention. The intention of this Section 2.1 is to merge Countryside affiliates that are inactive and nearly in-operational into Countryside while maintaining the present ownership structure of Countryside as of the date of this Agreement.

2.2 Method of Converting the Membership Interests of the Merging Parties. From and after the Effective Date, each holder of an outstanding membership interest and/or certificate evidencing ownership of an outstanding membership interest, which prior to the Effective Date represented either of the Merging Parties' membership interests converted by virtue of the Merger into Countryside membership interests, respectively, shall surrender said membership interests and/or certificates evidencing such membership interests to Moran & Shams, P.A., as the "Transfer Agent" of Countryside, to effect the conversion of the Merging Parties' membership interests into Countryside membership interests. Upon receipt by the "Transfer Agent" of a certificate representing membership interest of a Merging Party, the Transfer Agent shall cancel said certificate on the books

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Apr. 11. 2008 2:50PM Moran & Shams

No. 1272 P. 8

(((H08000091034 3)))

Agreement and Plan of Merger of Countryside Homes, LLC.

of such Merging Party, and each of the Countryside Members as of the date of this Agreement shall continue to maintain and own each of their respective membership interests as of the date of this Agreement and thereafter.

2.3 Authorized but Unissued Membership Interests of the Merging Parties. All authorized but unissued membership interests of the Merging Parties shall cease to exist by virtue of the Merger.

Article III Manager and Member Approval

3.1 Manager Approval. This Agreement shall be submitted to and voted on by the Managers of each of the Merging Parties and the Surviving Entity as approved or required by the applicable laws of the State of Florida. If the Agreement is duly authorized and adopted by the requisite votes or unanimous written consent of the Managers, as may be appropriate, then this Agreement shall be submitted for approval to the Members of the Merging Parties and the Surviving Entity by their respective Managers as approved and required by the applicable laws of the State of Florida. If this Agreement is duly approved, authorized, and adopted by the requisite votes or unanimous written consent of the Members of the Merging Parties and Surviving Entity, as may be appropriate, then this Agreement, or Articles of Merger, as appropriate, shall be executed, filed and recorded in accordance with the laws of the State of Florida as soon as practicable after the last approval by such members.

3.2 Supplementary Action. At any time, or from time to time, after the Effective Date, the last acting officers of each of the Merging Parties, or the corresponding officers of Countryside, as the Surviving Entity, may in the name of the Merging Parties execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Entity may deem necessary or desirable in order to vest, perfect or confirm title to and possession of all of the Merging Parties' property, rights, privileges, immunities, powers and purposes, wherever so situated and lying, in Countryside and otherwise carry out the purpose and intent of this Agreement.

Article - IV Miscellaneous

4.1 Governing Law. The terms of this Agreement shall be governed by, and interpreted and construed in accordance with, the provisions of the laws of the State of Florida.

4.2 Counterparts. This Agreement may be executed in any number of counterparts, each of which when so executed, shall constitute an original copy hereof, but all of which together shall constitute but one and the same document.

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No. 1272 P. 9

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Agreement and Plan of Merger of Countryside Homes, LLC.

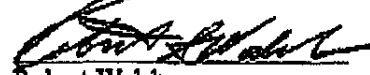
IN WITNESS WHEREOF, Old Countryside, LLC, a Florida limited liability company, and Keenan Spec Homes, LLC, a Florida limited liability company, and Countryside Homes, LLC, a Florida limited liability company pursuant to the approval and authority duly given by resolution adopted by their respective managers, have each caused this Agreement to be executed by their respective President and attested by the Secretary and its company seal to be affixed hereto, all as of the date and year first above written.

KEENAN:



Mark Keenan
Manager
Keenan Spec Homes, LLC

OC:

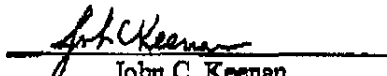


Robert Walsh
Manager
Old Countryside, LLC



Sam Sears
Manager
Old Countryside, LLC

COUNTRYSIDE:



John C. Keenan
Manager
Countryside Homes, LLC

CERTIFICATION

As the duly appointed and duly acting Secretary of Keenan Spec Homes, LLC, a Florida limited liability company, I hereby certify and confirm that a majority of the membership interests of the Company entitled to vote on the Agreement and Plan of Merger voted for the adoption of such agreement on the 28th day of MARCH, 2008.

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