

FEB. 25. 2009 12:34PM

NO. 774 P. 1/8

**L05000066713**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H09000044361 3)))



H090000443613ABC.

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

*Heather r 2908*

2009 FEB 25 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

**RECEIVED**

2009 FEB 25 AM 8:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE**

**THE ARUNDEL CORPORATION**

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$60.00

**A. LUNT**  
FEB 26 2009  
**EXAMINER**

Electronic Filing Menu

Corporate Filing Menu

Help

**L05-66713**

**CERTIFICATE OF MERGER**  
**OF**  
**ARUNDEL LAND, LLC**  
a Florida limited liability company  
**INTO**  
**THE ARUNDEL CORPORATION**  
a Maryland corporation

February 25, 2009

In accordance with the provisions of § 608.4382 of the Florida Limited Liability Company Act, (the "FLLCA"), THE ARUNDEL CORPORATION, a corporation formed under the laws of the State of Maryland (the "Parent"), does hereby adopt and deliver for filing the following Certificate of Merger for the purpose of merging ARUNDEL LAND, LLC, a limited liability company formed under the laws of the State of Florida (the "Subsidiary"), into the Parent.

1. The Plan of Merger is attached hereto as Exhibit A and made a part hereof (the "Plan of Merger").

2. The Plan of Merger was duly approved by the board of directors of the Parent in accordance with the applicable provisions of chapter 608 of the Florida Business Corporation Act.

3. The Plan of Merger was duly approved by the sole member of the Subsidiary in accordance with the applicable provisions of laws of the State of Maryland.

4. The effective time and date of these Articles of Merger is 11:59 p.m., Central Standard Time, February 28, 2009.

5. The surviving entity is the Parent.

a. The address of the principal office under the laws of the state in which the Parent was incorporated is:

7 St. Paul Street, Suite 1660  
Baltimore, Maryland 21202

b. The Parent is not authorized to transact business in the State of Florida. The Parent appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce obligations of the Subsidiary, including any appraisal rights of its members under §§608.4351 through 608.43595 of the FLLCA. The street and mailing address of the office the Department of State of the State of Florida may use for purposes of FLA. STAT. § 48.181 (2008) is:

**FILED**  
2009 FEB 25 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FEB. 25. 2009 12:35PM

C S C

NO. 774

P. 3/8

7 St. Paul Street, Suite 1660  
Baltimore, Maryland 21202

c. The Parent has agreed to pay to any member of the Subsidiary with appraisal rights the amount to which such members are entitled under § 608.4351 through 608.43595 of the FLLCA.

[Signature page follows.]

FILED

2009 FEB 25 PM 12:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FEB. 25. 2009 12:35PM

C S C

NO. 774

P. 4/8

IN WITNESS WHEREOF, each of the undersigned entities has duly caused this Certificate of Merger to be executed by its duly authorized officer as of the date first above written.

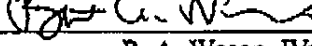
**PARENT:**

THE ARUNDEL CORPORATION

By:   
Name: R. A. Wason, IV  
Its: Vice President

**SUBSIDIARY:**

ARUNDEL LAND, LLC

By:   
Name: R. A. Wason, IV  
Its: Vice President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2009 FEB 25 PM 12:31

FILED

FEB. 25. 2009 12:35PM

C S C

NO. 774 P. 5/8

**EXHIBIT A**  
**PLAN OF MERGER**

**FILED**

2009 FEB 25 PM 12:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan"), dated as of February 25, 2009, is by and between THE ARUNDEL CORPORATION, a Maryland corporation (the "Parent"), and ARUNDEL LAND, LLC, a Florida limited liability company (the "Subsidiary"), for the purpose of merging the Subsidiary into the Parent (the "Merger").

### WITNESSETH:

WHEREAS, the Parent owns all of the outstanding membership interest of the Subsidiary;

WHEREAS, the Parent desires to succeed to the properties and other assets, and to assume all of the liabilities and obligations, of the Subsidiary by means of a merger of the Subsidiary into the Parent; and

WHEREAS, § 608.438 of the Florida Limited Liability Company Act (the "FLLCA") and § 3-102 of the Maryland General Corporation Law authorizes the merger of the Subsidiary into the Parent.

### SECTION 1 THE MERGER

Pursuant to the terms and conditions set forth herein, the Subsidiary shall merge into the Parent, with the Parent being the surviving corporation in the Merger. The Parent and Subsidiary shall (i) file a certificate of merger and this Plan with the Department of State of the State of Florida in accordance with § 608.4382 of the FLLCA, (ii) file articles of merger with the Maryland State Department of Assessments and Taxation, and (iii) make all other filings or recordings required by Florida or Maryland law in connection with the Merger. The Merger shall become effective at 11:59 p.m., Central Standard Time, February 28, 2009 (the "Effective Time"). At the Effective Time, the Subsidiary shall be merged with and into the Parent, whereupon the separate existence of the Subsidiary shall cease, and the Parent shall be the surviving corporation of the Merger (the "Surviving Corporation"), and without further transfer, shall succeed to and possess all of the rights, privileges, and powers of the Subsidiary, and all of the assets and property of whatever kind and character of the Subsidiary shall vest in the Parent without further act or deed. Thereafter, the Parent, as the Surviving Corporation, shall be liable for all of the liabilities and obligations of the Subsidiary, and any claim or judgment against the Subsidiary may be enforced against the Parent as the Surviving Corporation in accordance with § 608.4383 of the FLLCA.

FILED  
2009 FEB 25 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION 2  
CONVERSION OF EQUITY INTEREST**

Immediately prior to the Effective Time, the Parent owns one hundred percent (100%) of the outstanding membership interests of the Subsidiary. At the Effective Time, without any further action on behalf of the Subsidiary, the Parent, or the holder of any interest therein, the membership interests of the Subsidiary outstanding immediately prior thereto shall, by virtue of the Merger, be cancelled, and no shares of stock or other securities or obligations of the Surviving Corporation shall be issued therefor.

[SIGNATURES ON THE FOLLOWING PAGE]

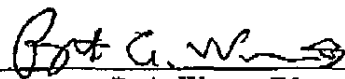
**FILED**

2009 FEB 25 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, each of the undersigned entities has duly caused this Plan of Merger to be executed by its duly authorized officer as of the date first above written.

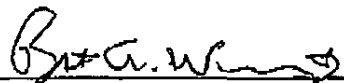
PARENT:

THE ARUNDEL CORPORATION

By:   
Name: R. A. Wason, IV  
Its: Vice President

SUBSIDIARY:

ARUNDEL LAND, LLC

By:   
Name: R. A. Wason, IV  
Its: Vice President

FILED

2009 FEB 25 PM 12:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA