

Division of Corporations

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MERGER OR SHARE EXCHANGE

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**CERTIFICATE OF MERGER
OF
U.S.A. HOMES, INC.,
a Florida corporation
with and into
U.S.A. DEVELOPMENT GROUP, LLC,
a Florida Limited Liability Company**

Pursuant to the provisions of Sections 607.1108 and 608.4382, Florida Statutes, U.S.A. HOMES, INC., a Florida corporation, and U.S.A. DEVELOPMENT GROUP, LLC, a Florida limited liability company, hereby submit the following Articles of Merger:

1. The merging company is U.S.A. HOMES, INC., a Florida corporation filed under Document Number P020000095274.
2. The surviving company is U.S.A. DEVELOPMENT GROUP, LLC, a Florida limited liability company filed under Document Number L07000109726.
3. A copy of the Plan of Merger between the parties hereto is attached to this Certificate of Merger as Exhibit A and incorporated herein.
4. The attached Plan of Merger was duly approved by each domestic corporation and limited liability company that is a party to the merger in accordance with the applicable provisions of Sections 607.1108 and 608.4381, Florida Statutes.
5. In accordance with the Plan of Merger, the effective date of the merger shall be the date of filing of this Certificate of Merger by the Florida Department of State.

IN WITNESS WHEREOF, the parties hereto have caused this Certificate of Merger to be executed in their respective names by a duly authorized officer effective October 30, 2007.

U.S.A. HOMES, INC.,
a Florida corporation

U.S.A. DEVELOPMENT GROUP, LLC,
a Florida limited liability company

By: Kermit S. McNeal Jr.
Kermit S. McNeal, Jr., President

By: Kermit S. McNeal Jr.
Kermit S. McNeal, Jr., President

"Merging Company"

"Surviving Company"

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EXHIBIT A
PLAN OF MERGER

This PLAN OF MERGER is made this 25 day of October, 2007, by and between U.S.A. HOMES, INC., a Florida corporation (hereinafter sometimes referred to as the "Merging Company"), and U.S.A. DEVELOPMENT GROUP, LLC, a Florida limited liability company (hereinafter sometimes referred to as the "Surviving Company").

STIPULATIONS

A. U.S.A. HOMES, INC., the Merging Company, is a corporation duly organized and existing under the laws of the State of Florida under Document Number P020000095274, with its principal office at 34 N. Industrial Loop, Unit 302, Orange Park, FL 32073.

B. U.S.A. DEVELOPMENT GROUP, LLC, the Surviving Company, is a limited liability company duly organized and existing under the laws of the State of Florida under Document Number L07000109726, with its principal office at 34 N. Industrial Loop, Unit 302, Orange Park, FL 32073.

C. The Directors and Shareholders of U.S.A. HOMES, INC. deem it desirable and in the best business interests of the company that U.S.A. HOMES, INC. be merged into U.S.A. DEVELOPMENT GROUP, LLC pursuant to the provisions of Sections 607.1108 et seq. of the Florida Statutes.

D. The Managers and Members of U.S.A. DEVELOPMENT GROUP, LLC deem it desirable and in the best business interests of the company that U.S.A. HOMES, INC. be merged into U.S.A. DEVELOPMENT GROUP, LLC pursuant to the provisions of Sections 608.438 et seq. of the Florida Statutes.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the Merging Company, U.S.A. HOMES, INC., and the Surviving Company, U.S.A. DEVELOPMENT GROUP, LLC, hereby agree as follows:

1. **Merger.** The Merging Company shall merge with and into the Surviving Company.
2. **Terms and Conditions.** On the effective date of the merger, the separate existence of the Merging Company shall cease, and the Surviving Company shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and/or mixed, of the Merging Company, without the necessity for any separate transfers. On and after the effective date, the Surviving Company shall be responsible and liable for all liabilities and obligations of the Merging Company, and neither the rights of creditors nor any liens on the property of the Merging Company shall be impaired by the merger.

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3. **Conversion of Shares.** The manner and basis of converting shares of common stock of the Merging Company into membership interests of the Surviving Company is as follows:

(a) On the effective date of the merger, each outstanding shares of common stock in the Merging Company shall be cancelled and cease to be outstanding, and no payment shall be made nor consideration paid with respect thereto.

(b) Each outstanding membership interest in the Surviving Company shall remain outstanding following the effective date of the merger, and the merger shall have no effect on any membership interest of the Surviving Company.

4. **Changes in Articles of Organization.** The articles of organization of the Surviving Company, as amended, shall continue to be its articles of organization following the effective date of the merger.

5. **Managers of Surviving Company.** The names and street addresses of the managers of the surviving company are:

Kermit S. McNeal, Jr.
25440 Mardon Circle
Paisley, Florida 32767

Marc A. White
1333 Blackmon Road
Green Cove Springs, Florida 32043

Henry M. Cox
57 Robin Road
Orange Park, Florida 32073

6. **Approval by Members.** This Plan of Merger shall be submitted for the approval of the shareholders of the Merging Company and the members of the Surviving Company in the manner provided by the applicable laws of the State of Florida.

7. **Effective Date of Merger.** The effective date of this merger shall be the date upon which the Certificate of Merger is filed with the Florida Department of State.

8. **Abandonment of Merger.** This plan of merger may be abandoned by action of the Shareholders of the Merging Company or by action of the Members of the Surviving Company, at any time prior to the effective date of the merger.

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9. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed in their respective names by their duly authorized officers on the 25 day of OCTOBER, 2007.

U.S.A. HOMES, INC., a Florida corporation

U.S.A. DEVELOPMENT GROUP, LLC, a Florida limited liability company

By: Kermit S. McNeal, Jr.
Kermit S. McNeal, Jr., President

By: Kermit S. McNeal, Jr.
Kermit S. McNeal, Jr., President

"Merging Company"

"Surviving Company"