

L51009

FILED

99 APR 26 AM 11:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Weitzer Homes

Requestor's Name

Patrice M. Johnston

Address

14505 Commerce Way Suite 400 Miami Lakes FL 33016 Use Only
PH 305.819.4663 FAX 305.828.7266 E-MAIL Weitzer@aol.com

(n):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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-04/26/99--01169--008
*****35.00 *****35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Merger
5-4-99
MS

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-06/08/99--01001--016
*****200.00 *****35.00

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WEITZER AT DEERFIELD BEACH, INC., a Florida corporation, P95000036978.

INTO

WEITZER HOUSING CORPORATION, a Florida corporation, L51009.

File date: April 26, 1999

Corporate Specialist: Doug Spitler



June 4, 1999

Florida Department of State
Division of Corporations
Amendments Section
409 East Gaines Street
Tallahassee, Florida 32399

Attn: Ms. Louise Jackson

Dear Louise:

Enclosed is our check in the amount of \$280.00 representing the additional filing fee required in connection with the filing of the Articles of Merger for the corporations listed below:

1. Rancho Santa Fe, Inc. into Weitzer Housing Corporation
2. American Mortgage Express, Inc. into Weitzer Housing Corporation
3. Webster Land Grant Company into Weitzer Housing Corporation
4. Weitzer Chapel Trail Homes, Inc. into Weitzer Housing Corporation
5. Weitzer Country Homes, Inc. into Weitzer Housing Corporation
6. Weitzer Country Walk Homes, Inc. into Weitzer Housing Corporation
7. Weitzer Services Incorporated into Weitzer Housing Corporation
8. Weitzer at Deerfield Beach, Inc. into Weitzer Housing Corporation

Please excuse my delay in forwarding the check to you sooner. We appreciate your attention to these matters.

Very truly yours,

Patrice M. Johnston

/Enclosure

P.S. Best wishes for a lovely vacation!

U:\pjohnton\Transfer\PA\CORPORAT\SEC\tdtr

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**ARTICLES OF MERGER
OF
WEITZER AT DEERFIELD BEACH, INC.
INTO
WEITZER HOUSING CORPORATION**

FILED
99 APR 26 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, WEITZER AT DEERFIELD BEACH, INC., a Florida corporation, adopts the following Articles of Merger for the purpose of merging it into WEITZER HOUSING CORPORATION.

ARTICLE I

The names of the corporations which are parties to the within merger are WEITZER AT DEERFIELD BEACH, INC., a Florida corporation (the "Nonsurviving Corporation") and WEITZER HOUSING CORPORATION, a Florida corporation (the "Surviving Corporation"). WEITZER HOMEBUILDERS INCORPORATED, a Florida corporation, is the parent and sole shareholder of the Surviving Corporation and the Nonsurviving Corporation.

ARTICLE II

The Plan of Merger, containing the information required by Section 607.1104 of the Florida Statutes, is set forth in Exhibit "A" attached hereto and made a part hereof.

ARTICLE III

The Plan of Merger was adopted by the Board of Directors of WEITZER HOMEBUILDERS INCORPORATED, a Florida corporation, the parent and sole shareholder of the Surviving Corporation and the Nonsurviving Corporation, as of March 31, 1999, pursuant to Section 607.1104, Florida Statutes.

ARTICLE IV

The manner of adoption and vote of WEITZER AT DEERFIELD BEACH, INC., the Nonsurviving Corporation, was as follows:

A shareholder vote and/or approval was not required but the sole shareholder approved the Plan of Merger and these Articles as of March 31, 1999.

ARTICLE V

These Articles of Merger are effective as of the 31st day of March, 1999.

DATED this 31st day of March, 1999.

WEITZER AT DEERFIELD BEACH, INC., a Florida
corporation

By: 

HARRY WEITZER, President

WEITZER HOUSING CORPORATION
a Florida corporation

By: 

HARRY WEITZER, President

WEITZER HOMEBUILDERS INCORPORATED
a Florida corporation, Sole Shareholder of WEITZER
AT DEERFIELD BEACH, INC. and WEITZER
HOUSING CORPORATION

By: 

HARRY WEITZER, President

PLAN OF MERGER

This Plan of Merger is entered into this 31st day of March, 1999, by and among WEITZER HOUSING CORPORATION, a Florida corporation whose principal address is 14505 Commerce Way, Suite 400, Miami Lakes, Florida 33016 (hereinafter referred to as the "Surviving Corporation"), WEITZER AT DEERFIELD BEACH, INC., a Florida corporation whose principal address is 14505 Commerce Way, Suite 400, Miami Lakes, Florida 33016 (hereinafter referred to as the "Nonsurviving Corporation") and WEITZER HOMEBUILDERS INCORPORATED, a Florida corporation whose principal address is 14505 Commerce Way, Suite 400, Miami Lakes, Florida 33016 (hereinafter referred to as "Homebuilders"). Surviving Corporation, Nonsurviving Corporation and Homebuilders may hereinafter collectively be referred to as the "Parties".

WITNESSETH:

WHEREAS, Surviving Corporation has a capitalization of ten thousand (10,000) authorized shares of \$.01 par value common stock, of which ten thousand (10,000) shares are issued and outstanding; and

WHEREAS, Nonsurviving Corporation has a capitalization of ten thousand (10,000) authorized shares of \$.01 par value common stock, of which one hundred (100) shares are issued and outstanding; and

WHEREAS, Homebuilders is the sole owner of all of the issued and outstanding stock of Surviving Corporation and Nonsurviving Corporation; and

WHEREAS, the Boards of Directors of Homebuilders, Surviving Corporation and Nonsurviving Corporation deem it desirable and in the best interests of the parties and their shareholders that Nonsurviving Corporation be merged into Surviving Corporation pursuant to the provisions of Sections 607.1101, et seq., of the Florida Statutes.

NOW, THEREFORE, in consideration of the mutual covenants, stipulations and agreements hereinafter made and for other good and valuable consideration, the Parties hereby agree as follows:

ARTICLE I

Merger

Nonsurviving Corporation shall merge with and into Surviving Corporation, which shall be the surviving corporation.

ARTICLE II

Terms and Conditions

On the effective date of the merger, the separate existence of the Nonsurviving Corporation shall cease and Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal and mixed of Nonsurviving Corporation, without the

necessity of any separate transfer. Surviving Corporation shall then be responsible and liable for all liabilities and obligations of Nonsurviving Corporation and neither the rights of creditors nor any liens on the property of Nonsurviving Corporation shall be impaired by the merger.

ARTICLE III Conversion of Shares

The manner and basis of converting the shares of Nonsurviving Corporation into shares of the Surviving Corporation is as follows:

A. Each share of the common stock of Nonsurviving Corporation issued and outstanding on the effective date of the merger shall be converted into .0001 share of the common stock of the Surviving Corporation, which share of common stock of Surviving Corporation shall then be issued and outstanding.

B. After the effective date of the merger, each holder of certificates for shares of common stock of the Nonsurviving Corporation shall surrender them to Surviving Corporation or its duly appointed agent in the manner that Surviving Corporation shall legally require. Upon receipt of the share certificates, Surviving Corporation shall issue and exchange certificates for shares of the common stock in Surviving Corporation, representing the number of shares of stock to which the holder is entitled as provided above.

ARTICLE IV Changes in Articles of Incorporation

The articles of incorporation of Surviving Corporation shall continue to be its articles of incorporation following the effective date of the merger.

ARTICLE V Changes in Bylaws

The bylaws of Surviving Corporation shall continue to be its bylaws following the effective date of the merger.

ARTICLE VI Directors and Officers

The directors and officers of Surviving Corporation on the effective date of the merger shall continue as the directors and officers of Surviving Corporation for the full, unexpired terms of their offices until their successors have been elected or appointed and qualified.

ARTICLE VII Dissenting Shareholders

The shareholders of Surviving Corporation and Nonsurviving Corporation who, except for

the applicability of Section 607.1104 of the Florida Statutes would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Florida Statutes, may be entitled, if they comply with the provisions of the Florida Statutes regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

ARTICLE VIII
Effective Date of Merger

The effective date of the merger is the date hereof.

ARTICLE IX
Execution of Agreement

This Plan of Merger is executed on behalf of the Parties by their officers, sealed with their corporate seals and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the day and year first above written.

Attest:


PATRICE M. JOHNSTON, Secretary

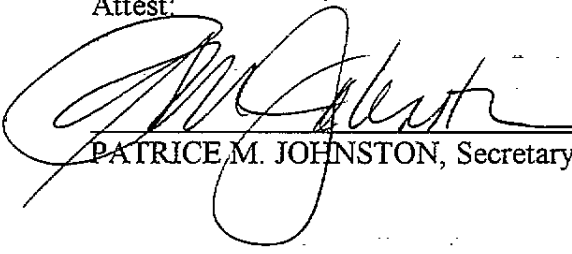
WEITZER HOUSING CORPORATION, a
Florida corporation

By:


HARRY WEITZER, President

(Seal)

Attest:


PATRICE M. JOHNSTON, Secretary

WEITZER AT DEERFIELD BEACH, INC., a
Florida corporation

By:


HARRY WEITZER, President

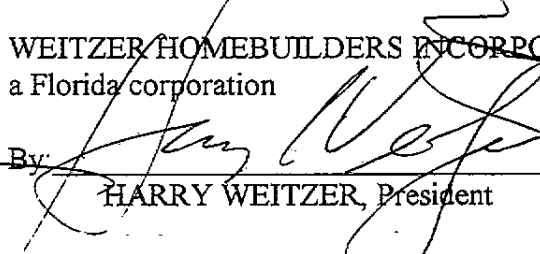
(Seal)

Attest:


PATRICE M. JOHNSTON, Secretary

WEITZER HOMEBUILDERS INCORPORATED,
a Florida corporation

By:


HARRY WEITZER, President

(Seal)