

MO4000004032

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

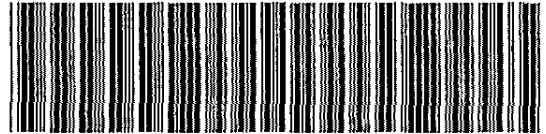
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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EFFECTIVE DATE

12/31/04

FILED

04 DEC -9 PM 2:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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04 DEC -8 AM 10:47

DEPT. OF REVENUE
DIVISION OF REGISTRATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 8, 2004

HEATHER CHAPMAN
CSC
TALLAHASSEE, FL

SUBJECT: CENTEX CONSTRUCTION, LLC
Ref. Number: M04000004032

FILED
04 DEC -9 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RESUBMIT
EFFECTIVE DATE
12/21/04

We have received your document for CENTEX CONSTRUCTION, LLC and the authorization to debit your account in the amount of \$95.00. However, the document has not been filed and is being returned for the following:

Because an LLC is surviving, the charges for the merger will be \$60.00, and the charges for the 4 certified copies will be \$120.00. So the TOTAL will be \$180.00.

Also, you might want to simply add our ARTICLES OF MERGER form to your document, but if not, then several additions will be required.

First, you must list the PRINCIPAL OFFICE ADDRESS of the surviving entity.

The articles of merger must reflect the merger is permitted under the respective laws of all applicable jurisdictions.

The articles of merger must reflect that the surviving entity appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

The articles of merger must reflect that the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr

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Document Specialist

Letter Number: 804A00068615



CORPORATION SERVICE COMPANY

EFFECTIVE DATE

12/31/04

FILED
04 DEC -9 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 066268 4344517

AUTHORIZATION

Patricia Pijute *Patricia Pijute*

COST LIMIT : \$ 180.00

ORDER DATE : December 7, 2004

ORDER TIME : 10:16 AM

ORDER NO. : 066268-045

CUSTOMER NO: 4344517

CUSTOMER: Kathy Snyder
Centex Corporation
Po Box 199000

Dallas, TX 75219-9000

ARTICLES OF MERGER

CENTEX-ROONEY CONSTRUCTION
CO., INC.

INTO

CENTEX CONSTRUCTION, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY ** 4 NEEDED **

CONTACT PERSON: Heather Chapman

EXAMINER'S INITIALS: _____

EFFECTIVE DATE

12/31/04

FILED
04 DEC -9 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and 620.203, Florida Statutes.

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

Name and Street Address

Jurisdiction

Entity Type

1. Centex-Rooney Construction Co., Inc.

Florida

Corporation

2728 N. Harwood

Dallas, TX 75201

Florida Document/Registration Number: 150877

FEI Number: 59-0605016

2. Centex Construction, LLC

Delaware

Limited Liability Company

2728 N. Harwood

Dallas, TX 75201

Florida Document/Registration Number: M04000004032

FEI Number: 20-1627180

3.

Florida Document/Registration Number:

FEI Number:

4.

Florida Document/Registration Number:

FEI Number:

(Attach additional sheet(s) if necessary)

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>
Centex Construction, LLC	Delaware	Limited liability company
2728 N. Harwood		
Dallas, TX 75201		

Florida Document/Registration Number MQ4000004032 FEI Number: 20-1627180

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

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

NINTH: The merger shall become effective as of:

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

OR

December 31, 2004
11:59 p.m. eastern standard time

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
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[illegible]

(Attach additional sheet(s) if necessary)

ARTICLES OF MERGER
OF
CENTEX-ROONEY CONSTRUCTION CO., INC.
AND
CENTEX CONSTRUCTION, LLC

EFFECTIVE DATE

12/31/04

150874 DEC-9 PM 2:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign limited liability company herein named do hereby submit the following articles of merger.

1. The following is the Agreement and Plan of Merger for merging Centex-Rooney Construction Co, Inc., a Florida corporation, with and into Centex Construction, LLC, a Delaware limited liability company.

2. The sole stockholder of Centex-Rooney Construction Co, Inc. approved and adopted the Agreement and Plan of Merger by written consent given by it on November 30, 2004 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Centex-Rooney Construction Co., Inc. with and into Centex Construction, LLC is permitted by the laws of the jurisdiction of organization of Centex Construction, LLC and has been authorized in compliance with said laws. The date of approval and adoption of the Agreement and Plan of Merger by the sole member of Centex Construction, LLC was November 30, 2004.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m. Eastern Standard Time on December 31, 2004.

Executed on December 1, 2004.

CENTEX-ROONEY CONSTRUCTION CO., INC.,
a Florida corporation

By: Robert C. Van Cleave
Robert C. Van Cleave
Chairman of the Board

CENTEX CONSTRUCTION, LLC,
a Delaware limited liability company

By: Glenn S. Burns
Glenn S. Burns
Manager and Division Senior Vice
President and Division Chief Legal Officer

AGREEMENT AND PLAN OF MERGER
OF
CENTEX-ROONEY CONSTRUCTION CO., INC.
AND
CENTEX CONSTRUCTION, LLC

The following is the AGREEMENT AND PLAN OF MERGER adopted on November 30, 2004 by resolution of the Board of Directors of Centex-Rooney Construction Co., Inc., a business corporation organized under the laws of the State of Florida, and adopted on November 30, 2004 by resolution of the Board of Managers of Centex Construction, LLC, a limited liability company organized under the laws of the State of Delaware. The names of the corporations planning to merge are Centex-Rooney Construction Co., Inc., a business corporation organized under the laws of the State of Florida, and Centex Construction, LLC, a limited liability company organized under the laws of the State of Delaware. The name of the surviving corporation into which Centex-Rooney Construction Co., Inc. plans to merge is Centex Construction, LLC.

1. Centex-Rooney Construction Co., Inc. and Centex Construction, LLC ("Centex Construction"), shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the Delaware Limited Liability Company Act, be merged with and into a single limited liability company, to wit, Centex Construction, LLC, which shall be the surviving entity upon the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving entity", and which shall continue to exist as said surviving entity under its present name, pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Centex-Rooney Construction Co., Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. Pursuant to Section 607.1108 of the Florida Statutes, the merger shall become effective on the later of 11:59 Eastern Standard Time on December 31, 2004 or upon the filing of the Certificate of Merger with the Secretary of State of the State of Delaware ("Effective Time").

3. The certificate of formation of Centex Construction at the Effective Time shall be the certificate of formation of said surviving entity and said certificate of formation shall continue in full force and effect until amended and changed in the manner prescribed by the Delaware Limited Liability Company Act.

4. The limited liability company agreement of Centex Construction at the Effective Time will be the limited liability company agreement of said surviving entity and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the Delaware Limited Liability Company Act.

5. The managers and officers in office of Centex Construction at the Effective Time shall be the members of the first Board of Managers and the first officers of the surviving entity immediately prior to the Effective Time, all of whom shall hold their managerships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the limited liability company agreement of the surviving entity.

6. The names and addresses of the members of the first Board of Managers are:

Glenn S. Burns	3924 Pender Drive, Fairfax, VA 22030
Mark W. Layman	3100 McKinnon, Dallas, TX 75201
Robert C. Van Cleave	3100 McKinnon, Dallas, TX 75201

7. At the Effective Time, each membership unit of Construction LLC outstanding immediately prior to the Effective Time will, without any action on the part of the holder of such unit, remain issued and outstanding after the merger, and no cash or other consideration will be paid with respect to such units; and, at the Effective Time, each share of common stock of the non-surviving corporation that is outstanding immediately prior to the Effective Time will, by virtue of the merger, be canceled and cease to be outstanding, and no cash or other consideration will be paid in respect of such stock.

8. At the Effective Time, the surviving entity shall have all rights, interests, duties, obligation and liabilities of the non-surviving corporation, as specifically provided for in Section 18-209(g) of the Delaware Limited Liability Company Act;

9. The Agreement and Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving entity shall be authorized in the manner prescribed by the Delaware Limited Liability Company Act.

10. In the event that the Agreement and Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving entity shall have been duly authorized in compliance with the Delaware Limited Liability Company Act, the non-surviving corporation and the surviving entity hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

11. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving entity, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

CENTEX-ROONEY CONSTRUCTION CO., INC.,
a Florida corporation

By: _____

Robert C. Van Cleave
Chairman of the Board

CENTEX CONSTRUCTION, LLC,
a Delaware limited liability company

By: _____

Glenn S. Burns
Manager and Division Senior Vice
President and Division Chief Legal Officer