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M97998

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## Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

WESTFIELD HOMES OF FLORIDA, INC.

Certificate of Status	0
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Attn: Darlene

*merger*

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01/28/2001

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

WESTFIELD HOMES SW FLORIDA VENTURE NO. 1, INC., a Florida  
corporation, P98000049711

WESTFIELD USA VENTURE NO. 1, INC., a Florida corporation, P98000023546

INTO

**WESTFIELD HOMES OF FLORIDA, INC.**, a Florida entity, M97998

File date: September 28, 2001

Corporate Specialist: Darlene Connell

October 1, 2001

WESTFIELD HOMES OF FLORIDA, INC.  
4300 W CYPRESS ST  
SUITE 980  
TAMPA, FL 33607US

SUBJECT: WESTFIELD HOMES OF FLORIDA, INC.  
REF: M97998

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.

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Darlene Connell  
Corporate Specialist

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**ARTICLES OF MERGER  
OF  
WESTFIELD HOMES SW FLORIDA VENTURE NO. 1, INC., A FLORIDA  
CORPORATION**

**AND**

**WESTFIELD USA VENTURE NO. 1, INC., A FLORIDA CORPORATION**

**AND**

**WESTFIELD HOMES OF FLORIDA, INC., A FLORIDA CORPORATION**

Westfield Homes SW Florida Venture No. 1, Inc., a Florida corporation, Westfield USA Venture No. 1, Inc., a Florida corporation and Westfield Homes of Florida, Inc., a Florida corporation hereby execute and deliver the following Articles of Merger pursuant to Section 607.1105, Florida Statutes:

**ARTICLE 1  
Plan of Merger**

The Plan of Merger is set forth in Exhibit "A" to these Articles of Merger and is incorporated herein by reference. The surviving entity after the merger shall be Westfield Homes of Florida, Inc., a Florida corporation.

**ARTICLE 2  
Statement of Approval**

This is a merger of wholly owned subsidiaries pursuant to Section 607.1104, Florida Statutes. The sole owner of each of the merging corporations is Westfield Homes USA, Inc., a Florida corporation and therefore, pursuant to Section 607.1104(1)(a), approval of the shareholders of the affected corporations is not required. Westfield Homes SW Florida Venture No. 1, Inc., Westfield USA Venture No. 1, Inc., and Westfield Homes of Florida, Inc., through their respective Boards of Directors each adopted the Plan of Merger on September 28 2001. The Plan of Merger is on file at the offices of the surviving entity, whose address is: 4300 W. Cypress Street, Suite 980, Tampa, FL 33607. A copy of the Plan of Merger will be furnished by the surviving entity on request and without cost, to any shareholder of the entities who are subject to the Plan of Merger.

ARTICLE 3  
Effective Date of Merger

The effective date of the merger is the date of the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of merger for the uses and purposes therein stated as of September 26, 2001.

WESTFIELD HOMES SW FLORIDA VENTURE  
NO. 1, INC., a Florida corporation

By: Frank A. B. L.  
Its: VICE PRESIDENT

WESTFIELD USA VENTURE NO. 1, INC., a  
Florida corporation

By: Frank A. B. L.  
Its: VICE PRESIDENT

WESTFIELD HOMES OF FLORIDA, INC., a  
Florida corporation

By: Frank A. B. L.  
Its: VICE PRESIDENT

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EXHIBIT "A"

**PLAN OF MERGER  
OF  
WESTFIELD HOMES SW FLORIDA VENTURE NO. 1, INC., A FLORIDA  
CORPORATION**

**AND**

**WESTFIELD USA VENTURE NO. 1, INC., A FLORIDA CORPORATION**

**AND**

**WESTFIELD HOMES OF FLORIDA, INC., A FLORIDA CORPORATION**

The following instrument constitutes the Plan of Merger of Westfield Homes SW Florida Venture No. 1, Inc., a Florida corporation, Westfield USA Venture No. 1, Inc., a Florida corporation and Westfield Homes of Florida, Inc., a Florida corporation which Plan of Merger is created pursuant to the provisions of Section 607.1104, Florida Statutes and hereafter shall be deemed the "Plan of Merger" as used therein:

- a. The following entities agree to merge into a single Florida corporation: Westfield Homes SW Florida Venture No. 1, Inc., a Florida corporation, Westfield USA Venture No. 1, Inc., a Florida corporation and Westfield Homes of Florida, Inc., a Florida corporation. After the merger, the surviving entity shall be Westfield Homes of Florida, Inc.
- b. The terms and conditions of the merger are as follows: Westfield Homes SW Florida Venture No. 1, Inc., a Florida corporation, Westfield USA Venture No. 1, Inc., a Florida corporation and Westfield Homes of Florida, Inc., a Florida corporation are all wholly owned subsidiaries of Westfield Homes USA, Inc., a Florida corporation and Westfield Homes USA, Inc., desire to consolidate the subsidiaries into one Florida corporation. The parties shall execute and file Articles of Merger with the Secretary of State of Florida, whereupon the merger shall be effective and the surviving entity shall be Westfield Homes of Florida, Inc.
- c. Westfield Homes USA, Inc., owns all of the outstanding shares of each of the corporations involved in this Plan of Merger. Therefore, the manner of converting the interests of the shareholders into the interests in the surviving entity are as follows: The outstanding shares of the merging entities shall be returned to the surviving entity, Westfield Homes of Florida, Inc., and those shares will be cancelled. No new shares of stock will be issued as a result of the merger.
- d. The board of directors of the surviving entity shall be as follows:  
  
Roger B. Gatewood      4300 W. Cypress Street  
                                 Suite 980  
                                 Tampa, Florida 33607
- e. The effective date of the merger shall be the date the Articles of Merger are filed with the Secretary of State of Florida.

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