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MERGER OR SHARE EXCHANGE

SUNCOAST RV, INC.

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TALLAHASSEE, FLORIDA

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**ARTICLES AND PLAN OF MERGER  
BY AND BETWEEN  
SUN RECREATION, INC., and SUNCOAST RV, INC.,  
WITH  
SUNCOAST RV, INC.  
AS THE SURVIVING CORPORATION**

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**EFFECTIVE DATE**  
12-31-03

THESE ARTICLES AND PLAN OF MERGER (hereinafter this "Agreement") are made and entered into this 18<sup>th</sup> day of December, 2003, by and between SUN RECREATION, INC., a Florida corporation, and SUNCOAST RV, INC., a Florida corporation, with their principal offices located at 10360 Beach Boulevard, Jacksonville, Florida 32246. In this Agreement, Sun Recreation, Inc., and Suncoast RV, Inc., are sometimes collectively referred to as the "Constituent Corporations" and individually as a "Constituent Corporation." Suncoast RV, Inc., may also be referred to as the "Surviving Corporation," and Sun Recreation, Inc., may be referred to as the "Disappearing Corporation."

**WITNESSETH:**

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and generally for the welfare of the Constituent Corporations that the Disappearing Corporation be merged with and into the Surviving Corporation, as authorized by Florida Statutes, all pursuant to the terms and conditions set forth in this Agreement and in accordance with the provisions of Section 368(a)(1)(A), of the Internal Revenue Code of 1986, as amended (the "Merger").

NOW, THEREFORE, the Constituent Corporations, between themselves and their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions contained below, have agreed to merge the Disappearing Corporation into the Surviving Corporation, pursuant to the laws of the State of Florida, and do hereby agree upon and prescribe the terms and conditions of the Merger in the following Articles and Plan of Merger:

**ARTICLE I  
Constituent Corporations**

The Constituent Corporations are:

(a) SUNCOAST RV, INC., a corporation duly organized and validly existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of Florida, on June 12, 2001, under the name of "Suncoast RV, Inc.," which has an authorized capitalization consisting of 7,500 shares of common stock, with a par value of \$1.00 per share, of which 1,000 shares of common stock are presently issued and outstanding, which shall be the Surviving Corporation.

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(b) SUN RECREATION, INC., a corporation duly organized and validly existing under the laws of the State of Florida, by its Articles of Incorporation which were filed with the Department of State of Florida on December 31, 1975 under the name "Lil' Partner Enterprises, Inc." On February 15, 1978, the corporation changed its name to First Florida Finance, Inc. and on December 22, 2000, the corporation changed its name to Sun Recreation, Inc. Sun Recreation, Inc. has an authorized capitalization consisting of 1,000 shares of common stock, with a par value of \$.05 per share, of which 500 shares of common stock are presently issued and outstanding, which shall be the Disappearing Corporation.

## ARTICLE II

### Merger

On the effective date of the Merger, the Disappearing Corporation shall be merged with and into Suncoast RV, Inc. Upon the approval of this Agreement by the Secretary of State of the State of Florida, and the payment of all fees and taxes required by the laws of the State of Florida, this Agreement shall be filed with the Secretary of State of Florida. The Merger shall be effective, and the separate existence of the Disappearing Corporation shall cease (except as continued by statute) as of December 31, 2003 (the "Effective Date"). Suncoast RV, Inc. shall be the Surviving Corporation in the Merger and shall be governed by the laws of the State of Florida, which state shall be its domicile.

## ARTICLE III

### Articles of Incorporation

The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the effective date of the Merger shall remain in full force and effect as the Articles of Incorporation of the Surviving Corporation after the Merger.

## ARTICLE IV

### Conversion of Outstanding Stock

The method and procedure for carrying the Merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into shares of the Surviving Corporation are as follows:

(a) Immediately upon the Effective Date of this Merger, each issued and outstanding share of common stock of the Disappearing Corporation, which is issued and outstanding on the Effective Date of the Merger, shall, without further action on the part of the holder thereof, automatically become, and be converted into two and one-half (2 ½) shares of Suncoast RV, Inc.

Each outstanding certificate representing shares of common stock of the Disappearing Corporation shall be deemed for all corporate purposes to evidence the ownership of fully paid, nonassessable shares of common stock of the Surviving Corporation into which such shares have been converted.

(b) As soon as practicable after the Effective Date of the Merger, each holder of a certificate or certificates representing outstanding shares of common stock of the Disappearing Corporation shall be entitled, upon surrender of such certificate or certificates, to receive in exchange a certificate or certificates representing the aggregate number of shares of common stock of the Surviving Corporation into which the shares of the Disappearing Corporation shall have been converted pursuant to this Article.

**ARTICLE V**  
**Terms and Conditions**

Additional terms and conditions of the Merger are as follows:

(a) The Bylaws of the Surviving Corporation in effect on the Effective Date of the Merger shall continue to be the Bylaws of the Surviving Corporation.

(b) The directors of the Surviving Corporation after the Merger, who shall serve until their successors have been duly elected or appointed, or until their earlier death, resignation or removal, are:

Fred S. Hassan  
Ann S. Hassan  
Salem F. Hassan  
Tracy A. Hassan

(c) The principal officers of the Surviving Corporation after the Merger, who shall hold office until their successors have been duly elected or appointed or until their earlier death, resignation or removal, and their respective offices, are as follows:

|                 |                         |
|-----------------|-------------------------|
| Fred S. Hassan  | President               |
| Salem F. Hassan | Vice President          |
| Tracy A. Hassan | Secretary and Treasurer |

(d) The principal office of the Surviving Corporation shall be 10360 Beach Boulevard, Jacksonville, Florida 32246. The name and address of the Registered Agent shall be:

Michael M. Bajalia  
1301 Riverplace Boulevard, Suite 1700  
Jacksonville, Florida 32207

(e) If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Disappearing Corporation, the proper officers and directors of the Disappearing Corporation, or the Surviving

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Corporation, shall execute and make all such property assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of this Agreement.

#### ARTICLE VI Effect of Merger

Upon this Merger becoming effective, the separate existence of the Disappearing Corporation, except insofar as it may be continued by statute, shall cease. Upon this Merger becoming effective, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises for a public as well as a private nature, and be subject to all restrictions, disabilities, and duties of the Disappearing Corporation, and all the rights, privileges, immunities, powers and franchises of the Disappearing Corporation and all property, real, personal and mixed, and all debts due to the said Disappearing Corporation on whatever account, for stock subscriptions as well as for all other things in action or belonging to the Disappearing Corporation, shall be vested in the Surviving Corporation; and all assets (tangible, intangible, personal, real or otherwise), property, rights, privileges, immunities, powers and franchises, and every other interest shall be the property of the Surviving Corporation, and the title to any real estate vested by deed or otherwise in the Disappearing Corporation shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of said Disappearing Corporation shall be preserved, unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities, obligations and duties of the Constituent Corporations, attach to and be assumed by the Surviving Corporation, and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Corporation.

#### ARTICLE VII Authorization of Merger

The Board of Directors of each of the Constituent Corporations met, and by resolution adopted by a unanimous vote of the members of such boards approved the Plan of Merger set forth in these Articles.

The Plan of Merger thereafter was submitted to a vote at a meeting of the shareholders of each of the Constituent Corporations, and at such meeting the following votes were recorded:

| <u>Corporation</u>   | <u>Number of Shares<br/>Outstanding</u> | <u>Number Voting<br/>For Plan</u> | <u>Number Voting<br/>Against Plan</u> |
|----------------------|---|-----------------------------------|---------------------------------------|
| Sun Recreation, Inc. | 500                                     | 500                               | -0-                                   |
| Suncoast RV, Inc.    | 1,000                                   | 1,000                             | -0-                                   |

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ARTICLE VIII  
Compliance With Legal Requirements

All provisions of the laws of the State of Florida applicable to the Merger have been or will have been complied with upon the filing and recording of this Agreement with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the Constituent Corporations have caused these Articles and Plan of Merger to be executed the day and year first above written, effective the 31<sup>st</sup> day of December 2003.

CORPORATE SEAL

SUN RECREATION, INC.

ATTEST:

By: Fred S. Hassan  
Fred S. Hassan, President

Ann S. Hassan  
Ann S. Hassan, Secretary

CORPORATE SEAL

SUNCOAST RV, INC.

ATTEST:

By: Salem F. Hassan  
Salem F. Hassan, President

Tracy A. Hassan  
Tracy A. Hassan, Secretary

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