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Division of Corporations

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MERGER OR SHARE EXCHANGE

R V INVESTMENTS OF ST JOHNS COUNTY, INC.

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Merger/cc/cus
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ARTICLES AND PLAN OF MERGER

OF

RV INVESTMENTS OF ST. JOHNS COUNTY, INC.

A Florida Corporation
(The Surviving Corporation)

AND

C. L. NEW CORPORATION

A Florida Corporation
(The Merged Corporation)FILED
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TALLAHASSEE, FLORIDA

THESE ARTICLES AND PLAN OF MERGER are entered into this 21st day of October 2004, between RV INVESTMENTS OF ST. JOHNS COUNTY, INC., a Florida corporation (hereinafter called "SURVIVING CORPORATION"), and C. L. NEW CORPORATION, a Florida corporation (hereinafter called "MERGED CORPORATION").

Surviving Corporation and Merged Corporation do hereby certify that such Articles and Agreement and Plan of Merger were approved by the Board of Directors and by the Shareholders of Surviving Corporation entitled to vote on October 21st, 2004, and approved by the Board of Directors and by the Shareholders of Merged Corporation entitled to vote on October 21, 2004. The number of votes cast was sufficient for approval. The Merger of Merged Corporation, with and into Surviving Corporation is permitted by the laws of the State of Florida, and has been authorized in compliance with said laws.

PREAMBLE

Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, having been incorporated on January 2, 2002. Surviving Corporation has an authorized capital stock consisting of 1,000 voting shares, at a no par value ("Common Stock"), of which 1,000 shares are issued and outstanding. Merged Corporation is a corporation organized and existing under the laws of the State of Florida, having been incorporated on September 2, 1986. Merged Corporation has an authorized capital stock consisting of 100,000 common voting shares, with a par value of one cent per share ("Common Stock"), of which 100,000 shares are issued and outstanding. The Shareholders of Surviving Corporation and Merged Corporation, respectively, deem it advisable and generally to the advantage and welfare of the two corporate entities that Merged Corporation merge with and into Surviving Corporation. Accordingly, in consideration of the premises and of the mutual covenants and agreements contained herein and of the mutual benefits hereby provided, the undersigned corporations, by the hands and seals of their respective President and Secretary, hereby agree and subscribe to the following Articles and Plan of Merger.

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Article I.

Merger.

Merged Corporation shall be and it hereby is merged with and into Surviving Corporation.

Article II.

Effective Date.

The effective date of the merger shall be upon filing with the Secretary of State of the State of Florida, and compliance with the laws of that state, such date of effectiveness being called the "Effective Date."

Article III.

Surviving Corporation.

Surviving Corporation (the "Surviving Corporation") shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida, but the separate corporate existence of Merged Corporation shall cease upon the Effective Date.

Article IV.

Articles of Incorporation.

The Articles of Incorporation of Surviving Corporation, as they exist on the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation or herein upon any shareholder or director or officer of the Surviving Corporation or upon any other person whomsoever are subject to this reserve power.

Article V.

Bylaws.

The Bylaws of Surviving Corporation, as they exist on the Effective Date, shall be the bylaws of the Surviving Corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

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**Article VI.
Further Assurances of Title.**

If, at any time, Surviving Corporation shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to Surviving Corporation any right, title or interest of Merged Corporation held immediately prior to the Effective Date or to complete any administrative or regulatory requirements related to the merger, Merged Corporation and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in Surviving Corporation or to complete such administrative or regulatory requirements as shall be necessary to carry out the purposes of this Plan of Merger and Surviving Corporation and the proper officers and directors thereof are fully authorized to take any and all such action in the name of Merged Corporation or otherwise. Merged Corporation shall from time to time, as and when requested by the Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

**Article VII.
Authorized Capital.**

The authorized capital stock of the Surviving Corporation following the Effective Date shall continue to be 1,000 common voting shares, no par value per share, unless and until the same shall be changed in accordance with the laws of the State of Florida.

**Article VIII.
Retirement and Conversion of Stock.**

The manner and basis of converting the shares of the Merged Corporation into shares of the Surviving Corporation shall be as follows:

- (1) all of the issued and outstanding shares of the Merged Corporation shall be cancelled;
- (2) for each share of stock of Merged Corporation owned by Richard James and Debra James, he or she shall receive an identical number of shares in the Surviving Corporation; and
- (3) each share of stock of Merged Corporation owned by Lynda Sanders shall be surrendered by her in exchange for the forgiveness of any and all allocated debt owed by her to either the Merged Corporation or the Surviving Corporation,

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including the additional sum of \$40,279.80 owed by her to Merged Corporation, and no shares in Surviving Corporation shall be issued to her.

After the Effective Date of the merger, Richard James and Debra James, each owners of an outstanding certificate or certificates representing shares of Merged Corporation, shall automatically receive in exchange therefor a certificate or certificates representing the number of shares of stock of the Surviving Corporation into which the shares of the Merged Corporation shall have been converted.

Article IX.

Place of Business and Registered Address.

The principal business office of the Surviving Corporation is located at 557 North Horseshoe Road, St. Augustine, Florida 32095.

The registered office of the Surviving Corporation is in the State of Florida is, and shall continue to be located at 228 Ponte Vedra Park Drive, Ponte Vedra Beach, Florida 32082. The agent at such address is James V. Walker, upon whom process against the Surviving Corporation may be serviced within the State of Florida.

Article X.

Effect of Merger.

On the Effective Date of the merger, Surviving Corporation shall possess all the rights, privileges, powers, franchises, and trust and fiduciary duties, powers and obligations, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of both of the merging corporations, and all and singular, the rights, privileges, powers, and franchises, and trust and fiduciary duties, powers, and obligations, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of both Surviving Corporation and Merged Corporation, and all and singular, the rights, privileges, powers, and franchises, and trust and fiduciary rights, powers, duties, and obligations, of both Surviving Corporation and Merged Corporation, and all property, real, personal, and mixed, and all debts due to either of the merging corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to both the Surviving Corporation and Merged Corporation shall be vested in Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of Surviving Corporation as they were of the respective singular corporation; and the title to any real estate, whether vested by deed or otherwise, in either Surviving Corporation or Merged Corporation or Surviving 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 either Surviving Corporation or Merged Corporation shall be preserved unimpaired and all debts, liabilities, and duties of the respective

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singular corporation shall thenceforth attach to Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by Surviving Corporation.

**Article XI.
Directors and Officers.**

The directors and officers in office of the Surviving Corporation on the Effective Date shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorship and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

**Article XII.
Right of Termination.**

This Agreement of Merger may be terminated and abandoned by action of the Board of Directors of Merged Corporation at any time prior to the Effective Date, whether before or after approval by the shareholders of the two corporate parties hereto.

**Article XII.
Undertaking**

These Articles and Plan of Merger constitute an undertaking by the Merged Corporation and the Surviving Corporation that the request for publication of a notice of filing these Articles and Plan of Merger and payment will be made therefor.

IN WITNESS WHEREOF, pursuant to authority duly granted by the shareholders of the respective corporations, the parties hereto have caused these Articles to be signed and sealed the day and year first above stated.

[Intentionally Executed at Succeeding Page(s)]

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RV INVESTMENTS OF ST. JOHNS
COUNTY, INC., a Surviving Corporation

By: 

Richard Harold James, President

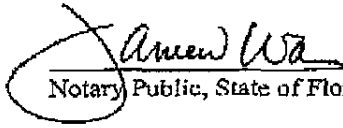
C. L. NEW CORPORATION,
a Merged Corporation

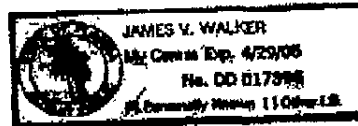
By: 

Richard Harold James, President

STATE OF FLORIDA)
COUNTY OF ST. JOHNS)

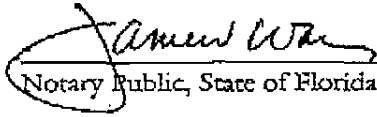
The foregoing instrument was acknowledged before me this 21 day of October 2004, by
Richard Harold James, the President of RV INVESTMENTS OF ST. JOHNS COUNTY, INC., a
Surviving Corporation, [x]who is personally known to me or []who has produced
_____ as identification.

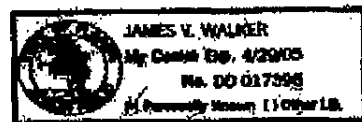

Notary Public, State of Florida



STATE OF FLORIDA)
COUNTY OF ST. JOHNS)

The foregoing instrument was acknowledged before me this 21 day of October 2004, by
Richard Harold James, the President of C. L. NEW CORPORATION, a Merged
Corporation, [x]who is personally known to me or []who has produced
_____ as identification.


Notary Public, State of Florida



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