

PO3000014641

Division of Corporations

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MERGER OR SHARE EXCHANGE

Casto-Oakbridge Corporation

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ARTICLES OF MERGER (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Casto-Oakbridge Corporation</u>	<u>Florida</u>	<u>P03000014641</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Casto-Zenith Corporation</u>	<u>Florida</u>	<u>P02000132187</u>
<u>June Eighth Corporation</u>	<u>Florida</u>	<u>P95000044300</u>
<u>Casto Winter Park Corporation</u>	<u>Ohio</u>	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 08/03/06

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

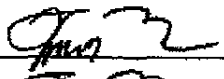

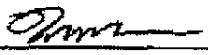

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 08/03/06

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>Casto-Oakbridge Corporation</u>		<u>Frank S. Benson, III, Vice President</u>
<u>Casto-Zenith Corporation</u>		<u>Frank S. Benson, III, Secretary/Treasurer</u>
<u>June Eighth Corporation</u>		<u>Frank S. Benson, III, Vice President</u>
<u>Casto Winter Park Corporation</u>		<u>Frank S. Benson, III, Vice President</u>
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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Merger Agreement") is dated as of August 3, 2006, by and among Casto-Zenith Corporation, a Florida corporation, June Eighth Corporation, a Florida corporation, Casto Winter Park Corporation, an Ohio corporation (collectively, the "Merging Corporations"), and Casto-Oakbridge Corporation, a Florida corporation (the "Surviving Corporation").

RECITALS

A. All of the outstanding capital stock of the Surviving Corporation and of each of the Merging Corporations is owned by Casto Lifestyle Properties, L.P., an Ohio limited partnership.

B. The boards of directors and the sole shareholder of the Surviving Corporation and the Merging Corporations have determined that it is advisable and in the best interests of each of such corporations for the Merging Corporations to merge with and into the Surviving Corporation upon the terms and subject to the conditions herein provided.

C. The board of directors and the sole shareholder of the Surviving Corporation have duly adopted and approved this Merger Agreement and directed that it be executed by the undersigned officer.

D. The board of directors and the sole shareholder of each of the Merging Corporations have duly adopted and approved this Merger Agreement and directed that it be executed by the undersigned officer.

AGREEMENT

In consideration of the mutual agreements herein contained, the parties agree that the Merging Corporations shall be merged with and into the Surviving Corporation and that the terms and conditions of the merger, the mode of carrying the merger into effect, the manner of converting the shares of the Merging Corporations and certain other provisions relating thereto, shall be as hereinafter set forth.

Section 1. Merger. Subject to the terms and provisions of this Agreement, and in accordance with the Ohio General Corporation Law ("OGCL") and the Florida Business Corporation Act ("FBCA"), at the Effective Time (as defined in Section 7 hereof), the Merging Corporations shall be merged with and into the Surviving Corporation (the "Merger"). The Surviving Corporation shall be the surviving corporation in the Merger, shall continue its corporate existence under the laws of the State of Florida, and shall operate under the name "CLP Holding Corporation" following the consummation of the Merger. At the Effective Time, the separate corporate existence of the Merging Corporations shall cease.

Section 2. Effect of the Merger. At the Effective Time, the Merger shall have the effects provided for herein and in §1701.82 of the OGCL and §607.1106 of the FBCA.

Section 3. Conversion of Shares. At the Effective Time, each share of common stock of the Merging Corporations, issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled, retired, and shall cease to exist, and no common stock of the Surviving Corporation will be issued in respect thereof.

Section 4. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall continue to be the Articles of Incorporation of the Surviving Corporation following the Effective Time until thereafter duly altered, amended, or repealed in accordance with the provisions thereof and applicable law, except that Article I shall be amended to read as follows:

ARTICLE I. NAME

The name of the corporation shall be CLP Holding Corporation.

Section 5. Bylaws. The Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall continue to be the Bylaws of the Surviving Corporation following the Effective Time until thereafter duly altered, amended, or repealed in accordance with the provisions of such Bylaws, the Articles of Incorporation of the Surviving Corporation, and applicable law.

Section 6. Directors. At the Effective Time, each person who is a director of the Merging Corporations immediately prior to the Effective Time shall cease his tenure as a director of the Merging Corporations. Each person who is a director of the Surviving Corporation immediately prior to the Effective Time shall continue to serve as a director of the Surviving Corporation following the Effective Time until the next annual meeting of the Surviving Corporation and until their successors are elected and qualified.

Section 7. Officers. At the Effective Time, each person who is an officer of the Merging Corporations immediately prior to the Effective Time shall cease his tenure as an officer of the Merging Corporations. Each person who is an officer of the Surviving Corporation immediately prior to the Effective Time shall continue to serve as an officer of the Surviving Corporation following the Effective Time until the next annual meeting of the Surviving Corporation and until their successors are elected and qualified.

Section 8. Effective Time. The Merger shall be effective on the later date of the following: (i) the date the Articles of Merger are filed with the Florida Secretary of State, or (ii) the date the Certificate of Merger is filed with the Ohio Secretary of State (the "Effective Time").

Section 9. Additional Actions. If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, title to and possession of any property or right of the Merging Corporations acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purpose of this Merger Agreement, the Merging Corporations and their proper officers and directors shall be deemed to have granted hereby to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds,

assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and the possession of such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Merger Agreement; and the proper officers and directors of the Surviving Corporation are hereby fully authorized in the name of the Merging Corporations or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first above written.



CASTO-OAKBRIDGE CORPORATION

By: 
Frank S. Benson, III, Vice President

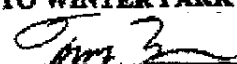
CASTO-ZENITH CORPORATION

By: 
Frank S. Benson, III, Secretary/Treasurer

JUNE EIGHTH CORPORATION

By: 
Frank S. Benson, III, Vice President

CASTO WINTER PARK CORPORATION

By: 
Frank S. Benson, III, Vice President