

Division of Corporations

Page 1 of 2

PO 3000036096

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000098368 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)205-0380

From:

Account Name : KIRK PINKERTON, A PROFESSIONAL ASSOCIATION  
Account Number : 071670002600  
Phone : (941)364-2409  
Fax Number : (941)364-2490

RECEIVED  
03 APR -1 PM 1:37  
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

LIPIZZAN PROPERTIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

Merger  
OK  
4/1/03

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

MYAKKA PROPERTIES, INC., a Florida corporation, document number F35325

INTO

**LIPIZZAN PROPERTIES, INC.**, a Florida entity, P03000036096

File date: April 1, 2003

Corporate Specialist: Karen Gibson

FAX AUDIT # H03-98368

ARTICLES OF MERGER  
OF  
MYAKKA PROPERTIES, INC.  
INTO  
LIPIZZAN PROPERTIES, INC.

Pursuant to the provisions of Florida Statutes Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"), the undersigned corporations adopt the following Articles of Merger for the purpose of merging Myakka Properties, Inc., a Florida corporation ("Merged Corporation"), into Lipizzan Properties, Inc., a Florida corporation ("Surviving Corporation"):

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Myakka Properties, Inc.	Florida
Lipizzan Properties, Inc.	Florida

2. The laws of the State of Florida permit this Merger.

3. The name of the Surviving Corporation is Lipizzan Properties, Inc., and it is to be governed by the laws of the State of Florida.

4. The Plan of Merger and Reorganization is attached hereto as Exhibit "A" and incorporated herein by reference (the "Plan").

5. The President and Secretary of Surviving Corporation hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Surviving Corporation on March 31, 2003. The Plan was submitted to the Shareholders of Surviving Corporation. 100 shares of the common stock, representing all of the issued and outstanding shares of stock in the Surviving Corporation, were entitled to vote on the Plan. 100 shares of the common stock, representing all of the issued and outstanding shares of stock in the Surviving Corporation, voted to approve the Plan on March 31, 2003. The number of votes cast for the Plan was sufficient for approval. All such voting was conducted in accordance with the Florida Act. No shares voted against the Plan.

Prepared by: Teresa L. Rajala, Esq.  
Kirk Pinkerton  
720 South Orange Avenue  
Sarasota, Florida 34236  
(941) 364-2493  
Atty Bar #0154180

FAX AUDIT #H03-98368

FAX AUDIT #H03-98368

6. The President and Secretary of Merged Corporation hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Merged Corporation, on March 31, 2003. The Plan was submitted to the Shareholders of Merged Corporation. 100 shares of the common stock, representing all of the issued and outstanding shares of stock in Merged Corporation, were entitled to vote on the Plan. 100 shares of the common stock, representing all of the issued and outstanding shares of stock in Merged Corporation, voted to approve the Plan on March 31, 2003. The number of votes cast for the Plan was sufficient for approval. All such voting was conducted in accordance with the Florida Act. No shares voted against the Plan.

7. This merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed and acknowledged by the President and Secretary of Surviving Corporation and the President and Secretary of Merged Corporation.

Attest:

SURVIVING CORPORATION:

LIPIZZAN PROPERTIES, INC., a Florida corporation

Gabriella Lester  
GABRIELLA LESTER, Secretary

By: Ottomar Herrmann  
OTTOMAR HERRMANN, JR., President

MERGED CORPORATION:

MYAKKA PROPERTIES, INC., a Florida corporation

Gabriella Lester  
GABRIELLA LESTER, Secretary

By: Ottomar Herrmann  
OTTOMAR HERRMANN, JR., President

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of MARCH, 2003, by OTTOMAR HERRMANN, JR., as President of Lipizzan Properties, Inc., a Florida corporation; and as President of Myakka Properties, Inc., a Florida corporation; who ☒ is personally known to me, or ☐ has produced identification on behalf of said

FAX AUDIT # H03-98368

corporations, and who acknowledged before me that the execution thereof are his free acts and deeds.



David W Payne  
My Commission DD063726  
Expires February 03, 2008

Signature of Notary Public

David W. Payne

Print Name of Notary Public and Affix Seal

My Commission Expires: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of MARCH, 2003, by GABRIELLA LESTER, as Secretary of Lipizzan Properties, Inc., a Florida corporation, and as Secretary of Myakka Properties, Inc., a Florida corporation, who ☒ is personally known to me, or [ ] has produced identification on behalf of said corporations, and who acknowledged before me that the execution thereof are her free acts and deeds.



David W Payne  
My Commission DD063726  
Expires February 03, 2008

Signature of Notary Public

David W. Payne

Print Name of Notary Public and Affix Seal

My Commission Expires: \_\_\_\_\_

Q:\DOCUMENTS\MS\Corporation Documents\myakka.txt

EXHIBIT A

FAX AUDIT #H03-98368

PLAN OF MERGER AND REORGANIZATION

This Plan of Merger and Reorganization is made and entered into this 31st day of March, 2003, by and between Lipizzan Properties, Inc., a Florida corporation (hereinafter sometimes called the "Surviving Corporation"), and Myakka Properties, Inc., a Florida corporation (hereinafter sometimes called the "Merged Corporation"). Surviving Corporation and Merged Corporation are collectively referred to herein as the "Constituent Corporations".

WITNESSETH:

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on March 31, 2003, with an authorized capital stock of 1,000 shares of common stock, par value \$0.10 per share, of which 100 shares are issued and outstanding and owned by Ottomar Herrmann, Jr.

WHEREAS, Merged Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed May 12, 1981, with an authorized capital stock of 1,000 shares of common stock, par value \$0.10 per share, of which 100 shares are issued and outstanding and owned 100% by Ottomar Herrmann, Jr.

WHEREAS, the Board of Directors and Shareholders of Surviving Corporation and the Board of Directors and Shareholders of Merged Corporation have by resolutions established that it is advisable for the general welfare and advantage of each of the Constituent Corporations that Merged Corporation be merged into Surviving Corporation (Surviving Corporation's corporate existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger), in a transaction intended to qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the above premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the President and Secretary of each of Surviving Corporation and Merged Corporation, in accordance with the provisions of the Florida Business Corporation Act ("Florida Act"), hereby execute this Plan of Merger and Reorganization for the purposes of complying therewith.

1. Names of Corporations Proposing to Merge.  
that are parties to the merger are as follows:

The names of the corporations

- (a) LIPIZZAN PROPERTIES, INC., a Florida corporation.
- (b) MYAKKA PROPERTIES, INC., a Florida corporation.

FAX AUDIT #H03-98368

FAX AUDIT #H03-98368

2. Name of Surviving Corporation. The Surviving Corporation shall be Lipizzan Properties, Inc., a Florida corporation.

3. Terms and Conditions. Upon the merger becoming effective:

(a) The separate existence of the Merged Corporation shall cease and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

(b) The Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to, or due to each of the corporations merging herein, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this merger.

(c) Henceforth, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of the Merged Corporation; and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this merger.

4. Conversion of Shares. The manner of converting or otherwise dealing with the stock of the Constituent Corporations shall be that on the effective date of the merger, all shares of Merged Corporation shall be deemed canceled, and no additional shares of stock in Surviving Corporation shall be issued.

5. No Changes in Bylaws. The Bylaws of the Surviving Corporation in effect at the time the merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same are altered, amended, or repealed.

6. No Changes in Articles of Incorporation. The merger will not effect any change in the Articles of Incorporation of the Surviving Corporation.

7. Directors and Officers. The Officers and Directors of the Surviving Corporation in office at the time the merger becomes effective shall be and remain the Officers and Directors of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified.

FAX AUDIT # H03-98368

8. Effective Date of the Merger. The merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State.

9. Further Assurances. At any time, or from time to time after the effective date of this merger, the last acting officers of Merged Corporation and the appropriate officers of Surviving Corporation shall execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in Surviving Corporation title to and possession of all of Merged Corporation's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Plan of Merger and Reorganization.

IN WITNESS WHEREOF, this Plan of Merger and Reorganization has been executed and acknowledged by the President and Secretary of Surviving Corporation and the President and Secretary of Merged Corporation.

Attest:

SURVIVING CORPORATION:

LIPIZZAN PROPERTIES, INC., a Florida corporation

  
GABRIELLA LESTER, Secretary

By:   
OTTOMAR HERRMANN, JR., President

MERGED CORPORATION:

MYAKKA PROPERTIES, INC., a Florida corporation

  
GABRIELLA LESTER, Secretary

By:   
OTTOMAR HERRMANN, JR., President

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of MARCH, 2003, by OTTOMAR HERRMANN, JR., as President of Myakka Properties, Inc., a Florida corporation, and as President of Lipizzan Properties, Inc., a Florida corporation; who ☒ is personally known to me, or [ ] has produced identification on behalf of said



FAX AUDIT # H03-98368

corporations, and who acknowledged before me that the execution thereof are his free acts and deeds.



David W Payne  
My Commission DD083726  
Expires February 03, 2006

Signature of Notary Public

David W. Payne

Print Name of Notary Public and Affix Seal

My Commission Expires:

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of MARCH, 2003, by GABRIELLA LESTER, as Secretary of Myakka Properties, Inc., a Florida corporation, and as Secretary of Lipizzan Properties, Inc., a Florida corporation, who ☒ is personally known to me, or ☐ has produced identification on behalf of said corporations, and who acknowledged before me that the execution thereof are her free acts and deeds.



David W Payne  
My Commission DD083726  
Expires February 03, 2006

Signature of Notary Public

David W. Payne

Print Name of Notary Public and Affix Seal

My Commission Expires:

G:\DOCUMENT\DMSC\Corporation Documents\myakka.pln