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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger + N.C.

C. Goulette MAY 24 2007

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: RIVERBANK REALTY, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Glen E. Hitt
(Contact Person)

RIVERBANK REALTY, Inc.
(Firm/Company)

4328 Brandon Glenn Court
(Address)

Jacksonville, FL 32258-1295
(City/State and Zip Code)

For further information concerning this matter, please call:

Glen E. Hitt At (904) 537-6474
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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)
RIVERBANK REALTY, Inc.	FLORIDA	P03000105790

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
NOCATEE REALTY, Inc.	FLORIDA	P06000014024

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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 05/16/2007

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 _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 05/16/2007 and shareholder approval was not required.

(Attach additional sheets if necessary)

GLEN E. HITT

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Riverbank Realty, Inc.</u>	<u>FLORIDA</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>NOCATEE REALTY, Inc.</u>	<u>FLORIDA</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows:

1. The Articles of Incorporation of RIVERBANK REALTY, Inc., all assets, liabilities, and means of identification, shall survive this merger, except as amended in this document.
2. As indicated below in Article 1 of the "amendments to the articles of incorporation of the surviving corporation" the name of the surviving RIVERBANK REALTY, Inc. shall be changed to NOCATEE REALTY, Inc.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

Article I: The name of the surviving corporation is: NOCATEE REALTY, Inc.

Article IV: The total number of shares of stock of the surviving corporation shall be one million five thousand (1,005,000).

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

In reference to item fourth above:

1. The assimilated NOCATEE RELATY, Inc. has no assets or liabilities.
2. The one million (1,000,000) shares of stock of the assimilated NOCATEE REALTY, Inc. having no value shall be added to the total number of shares of stock of RIVERBANK REALTY Inc.