

P03000129980

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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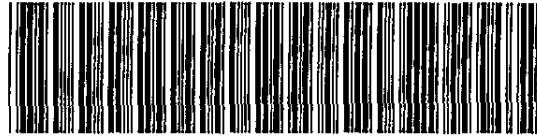
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6/30/05

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05 JUN - 7 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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6/9/05

# PORTER WRIGHT MORRIS & ARTHUR LLP

Attorneys & Counselors at Law

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June 6, 2005

## VIA UPS OVERNIGHT

Amendment Section - Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

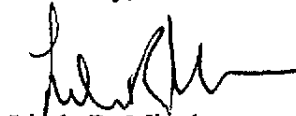
Re: J & M Scott Builders, Inc.  
Document No: P03000129980

To Whom It May Concern:

Enclosed are Articles of Merger, Agreement and Plan of Merger, and filing fees in order to merge J.C. Scott & Associates, Inc., a Virginia Corporation into J & M Scott Builders, Inc., a Florida Corporation, the Florida Corporation being the survivor. Please return all correspondence and filed receipt concerning this matter to me.

If you have any questions or need more information, please call me.

Sincerely,



Linda R. Minck

LRM:ld  
Enclosures

## ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 607.1105, Florida Statutes and pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving corporation are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
J & M Scott Builders, Inc. 533 Tigertail Court Marco Island, Florida 34145 Florida Document Number: P03000129980	Florida	Corporation

EFFECTIVE DATE  
6/30/05

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging corporation are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
J. C. Scott & Associates, Inc. 533 Tigertail Court Marco Island, Florida 34145 Corporate ID: 0142191-6	Virginia	Corporation
J & M Scott Builders, Inc. 533 Tigertail Court Marco Island, Florida 34145 Florida Document Number: P03000129980	Florida	Corporation

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**THIRD:** The attached Plan of Merger meets the requirements of Section 607.1101, Florida Statutes and Title 13.1-722, Virginia Statutes, and was approved by each corporation that is a party to the merger in accordance with Florida and Virginia Statutes.

**FOURTH:** The attached Plan of Merger was approved by J. C. Scott & Associates, Inc., in accordance with the laws of Virginia and by J & M Scott Builders, Inc., in accordance with the laws of Florida.

**FIFTH:** The merger is permitted under the respective laws of all applicable jurisdictions.

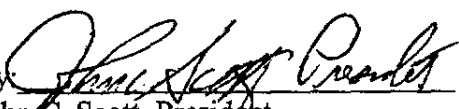
**SIXTH:** The merger shall be effective as of June 30, 2005.

**SEVENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

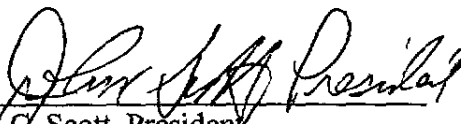
**EIGHTH:** The Articles of Merger and Agreement and Plan of Merger were unanimously approved by all of the shareholders and directors of both corporations which are merging on the 2nd day of June, 2005.

The undersigned President of each corporation declare that the facts herein stated are true as of June 2, 2005.

J & M Scott Builders, Inc.,  
a Florida Corporation

By:   
John C. Scott, President

J. C. Scott & Associates, Inc.,  
a Virginia Corporation

By:   
John C. Scott, President

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Merger Agreement"), is dated as of the 2<sup>nd</sup> day of June, 2005, by and between: (a) J. C. Scott & Associates, Inc., a Virginia Corporation (hereinafter referred to as "Virginia Corporation"), and J & M Scott Builders, Inc., (hereinafter referred to as "Florida Corporation").

### WITNESSETH:

**WHEREAS**, Virginia Corporation and Florida Corporation desire to effect a merger of Virginia Corporation with and into Florida Corporation pursuant to, and in compliance with the provisions of Section 607.1105, Florida Statutes and Title 13.1, Chapter 9, Article 12 Code of Virginia;

**WHEREAS**, Virginia Corporation and Florida Corporation desire this Merger Agreement to comply with the provisions and requirements of Florida Statutes and Virginia Statutes; and

**NOW, THEREFORE**, in consideration of the mutual agreements herein contained, the parties agree that Virginia Corporation shall be merged with and into Florida Corporation and that the terms and conditions of the merger, the mode of carrying the merger into effect and certain other provisions relating thereto shall be as hereinafter set forth.

### ARTICLE I THE MERGER

**Section 1.01. Surviving Corporation.** Subject to the terms and provisions of this Merger Agreement, and in accordance with the laws of the State of Florida and the State of Virginia, Virginia Corporation shall be merged with and into Florida Corporation (the "Merger"). J & M Scott Builders, Inc., a Florida Corporation shall be the surviving corporation (hereinafter sometimes called the "Surviving Corporation") of the Merger and shall continue its existence under the laws of the State of Florida.

**Section 1.02. Effects of the Merger.** At the Effective Date, as defined herein, the Merger shall have the effects provided for herein and in Florida Statutes and Virginia Statutes. As of the Effective Date, as defined herein, the separate existence of Virginia Corporation shall cease and shall be extinguished. Without limiting the generality of the foregoing, and subject thereto, on the Effective Date: the separate existence of the Virginia Corporation shall cease; all assets and property (real, personal and mixed, tangible and intangible, choses in action, rights, and credits) then owned by each corporation, or which would inure to either of them, shall immediately by operation of law and without any conveyance, transfer, or further action, become the assets and property of the Surviving Corporation. All rights and obligations of the corporations shall remain unimpaired and the Surviving Corporation shall succeed to all such rights and obligations.

**Section 1.03. Conversion of Stock Interest.** On the Effective Date, all of the stock interests in the Virginia Corporation that are issued and outstanding immediately prior to such date, shall be converted into stock interests in the Florida Corporation on the basis of .55 share of common stock in the Florida Corporation for each 1 share of common stock in the Virginia Corporation. On the Effective Date, all stock interests in the Virginia Corporation issued and outstanding immediately prior to the Effective Date shall be cancelled.

**Section 1.04. Effective Date.** The merger shall be effective on June 30, 2005 (the "Effective Date").

**Section 1.05. Articles of Merger.** Upon approval of the Agreement and Plan of Merger, the Surviving Corporation shall file Articles of Merger with the Florida Department of State and the Virginia Corporation shall file Articles of Merger with the Virginia Clerk of the State Corporation Commission.

**Section 1.06. Additional Actions.** If, at any time after the Effective Date, the Surviving Corporation shall consider or be advised that any further deeds, 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 Virginia Corporation acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purposes of this Merger Agreement, Virginia Corporation and its shareholders 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 and 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 of the Surviving Corporation are hereby fully authorized in the name of Virginia Corporation or otherwise to take any and all such action.

## **ARTICLE II**

### **APPROVAL; AMENDMENT; TERMINATION; MISCELLANEOUS**

**Section 2.01. Approval.** Pursuant to Florida Statutes and Virginia Statutes, this Merger Agreement shall be submitted for approval by all the directors and shareholders of Virginia Corporation and Florida Corporation.

**Section 2.02. Amendment.** Subject to applicable law, this Merger Agreement may be amended, modified or abandoned by written agreement of all the shareholders of Virginia Corporation and Florida Corporation, at any time prior to the date the Merger takes effect.

**Section 2.03. Counterparts.** This Merger Agreement may be executed in one or more counterparts, each of which shall be deemed to be a duplicate original, but all of which, taken together, shall be deemed to constitute a single instrument.

**Section 2.04. Registered Agent in Florida.** The Surviving Corporation has named John C. Scott, 533 Tigertail Court, City of Marco Island, County of Collier, State of Florida 34145, as its Agent to accept service of process within the State of Florida.

**Section 2.05. Registered Agent in Virginia.** Pursuant to Virginia Statutes, the Surviving Corporation agrees that it may be served with process in the State of Virginia in any action, suit or proceeding for the enforcement of any obligation of Virginia Corporation and irrevocably appoints the Virginia Clerk of the State Corporation Commission as its agent to accept service of process in any such action, suit or proceeding. A copy of such process shall be mailed to the Surviving Corporation by the Virginia Clerk of the State Corporation Commission to John C. Scott, 533 Tigertail Court, Marco Island, Florida 34145.

**Section 2.06. Miscellaneous:**

a. A copy of this Merger Agreement is on file at a place of business of the Surviving Corporation located at 533 Tigertail Court, Marco Island, Florida 34145.

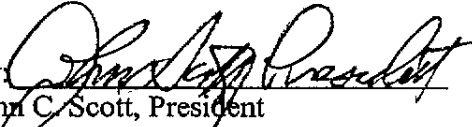
b. A copy of this Merger Agreement shall be furnished by the Surviving Corporation, on request and without cost, to any shareholder of any corporation or any person holding an interest in any other business entity which is to merge or consolidate.


c. The address of the Surviving Corporation's chief executive office shall be: 533 Tigertail Court, Marco Island, Florida 34145.

IN WITNESS WHEREOF, the undersigned have executed this Merger Agreement as of the date first above written.

J & M Scott Builders, Inc.,  
a Florida Corporation

J. C. Scott & Associates, Inc.,  
a Virginia Corporation

By:   
John C. Scott, President

By:   
John C. Scott, President