

P04000163573

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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2

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DR  
2/10/05

RECEIVED  
05 FEB 10 PM 8 04  
DIVISION OF CORPORATION

FILED  
05 FEB 10 AM 8:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Tom Larson  
Requester's Name

\_\_\_\_\_  
Address

\_\_\_\_\_  
City/State/Zip

668-6111  
Phone #

\_\_\_\_\_  
Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Hallmark Beach Properties, Inc (V31271)  
(Corporation Name) (Document #)
2. Merging into  
(Corporation Name) (Document #)
3. Hallmark Costa Rica, Inc (P04000163573)  
(Corporation Name) (Document #) <sup>Surviving corp.</sup>
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time 2 ☒ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

**Examiner's Initials**

## ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105 of the Florida Statutes.

- First:** The name, jurisdiction and document number of the surviving corporation are:  
Hallmark Costa Rica, Inc.  
Florida  
P04000163573
- Second:** The name, jurisdiction and document number of the merging corporation are:  
Hallmark Beach Properties, Inc.  
Florida  
V31271
- Third:** The Plan of Merger is attached.
- Fourth:** The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.
- Fifth:** The Plan of Merger was adopted by the shareholders of the surviving corporation as of January 25, 2005.
- Sixth:** The Plan of Merger was adopted by the sole shareholder of the merging corporation as of January 25, 2005.

**Seventh:** **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Name and Title

Hallmark Beach Properties, Inc.



Roger E. Hall, President

Hallmark Costa Rica, Inc.



Roger E. Hall, President

## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement"), is made and entered into as of January 26, 2005, by and between HALLMARK BEACH PROPERTIES, INC., a Florida corporation ("HBP"), and HALLMARK COSTA RICA, INC., a Florida corporation ("HCR" and, together with HBP, the "Constituent Corporations").

### WITNESSETH:

WHEREAS, the sole director of each Constituent Corporation deems it advisable and in the best interests of each Constituent Corporation and its respective shareholders that HBP be merged with and into HCR (the "Merger") in accordance with Section 607.1101 of the Florida Statutes; and

WHEREAS, the shareholders of each Constituent Corporation have approved and adopted the terms of this Agreement;

NOW, THEREFORE, the Constituent Corporations hereby agree as follows:

1. The Merger shall become effective at such time as the Articles of Merger are duly filed in accordance with Section 607.1109 of the Florida Statutes (the "Effective Time"). At the Effective Time, HBP shall be merged with and into HCR and the separate corporate existence of HBP shall thereupon cease. HCR shall be the surviving corporation in the Merger (the "Surviving Corporation") and the separate corporate existence of HCR with all its purposes, objects, rights, privileges, powers and franchises, shall continue unaffected and unimpaired by the Merger.

2. The Surviving Corporation shall possess all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as of a private nature, of the Constituent Corporations, and all obligations belonging to or due to each of the Constituent Corporations, all of which shall be vested in the Surviving Corporation without further act or deed, and title to any real estate or any interest therein vested in the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

3. The Surviving Corporation shall be liable for all obligations of the Constituent Corporations, including any claim existing, or action or proceeding pending, by or against the Constituent Corporations, which may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place. All the rights of creditors of the Constituent Corporations shall be preserved unimpaired, and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, on only the property affected by such liens immediately prior to the Effective Time.

4. The Articles of Incorporation of HCR in effect at the Effective Time shall be the Articles of Incorporation of the Surviving Corporation.

5. The Bylaws of HCR in effect at the Effective Time shall be the Bylaws of the Surviving Corporation.

6. Until their successors are elected and qualified, the officers and directors of HCR in office immediately prior to the Effective Time shall remain in office as officers and directors of the Surviving Corporation.

7. Upon the Merger, (a) all shares of HBP's capital stock issued and outstanding immediately prior to the Effective Time shall convert to shares of the Surviving Corporation at the rate of 0.31 shares of the Surviving Corporation per one share of HBP; (b) all shares of HCR's capital stock issued to HBP immediately prior to the Effective Time shall be cancelled and extinguished; and (c) all other shares of HCR's capital stock issued and outstanding immediately prior to the Effective Time shall remain outstanding and shall not be affected by the Merger. The par value of the Surviving Company's capital stock shall be \$0.01 per share, as reflected in the Articles of Incorporation of HCR. The ownership structure of the Surviving Company immediately following the Merger shall be as follows:

Shareholder Name	Shares
Roger E. Hall	8,782
Roger Evans Hall Grantor Retained Annuity Trust #3	1,218

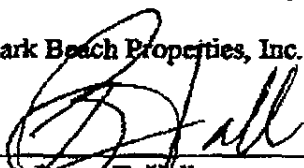
8. It is intended that the Merger qualify as a tax-free reorganization under the provisions of Section 368(a) of the Internal Revenue Code of 1986, as amended.

9. If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any conveyance, assignment, transfer, deed or other instrument or act is necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of the Constituent Corporations acquired or to be acquired by the Surviving Corporation as a result of or in connection with the Merger or to otherwise carry out this Agreement, the officers and directors of the Surviving Corporation shall be authorized to execute, acknowledge and deliver, in the name and on behalf of the Constituent Corporations or otherwise, all such instruments and to do such acts.

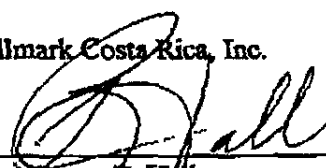
10. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, HBP and HCR have executed this Agreement and Plan of Merger as of the date first written above.

Hallmark Beach Properties, Inc.

  
\_\_\_\_\_  
Roger E. Hall  
President

Hallmark Costa Rica, Inc.

  
\_\_\_\_\_  
Roger E. Hall  
President