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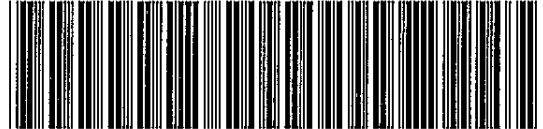
(Business Entity Name)

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Stone Harbor Properties, Inc.

pls
file
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Name _____

Date _____

Time _____

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____ Art of Inc. File _____
____ LTD Partnership File _____
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____ L.C. File _____
____ Fictitious Name File _____
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✓ _____ Merger File _____
____ Art. of Amend. File _____
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____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
✓ _____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

**ARTICLES OF MERGER
OF
STONE COTTAGE PROPERTIES OF GEORGIA, INC.
INTO
STONE HARBOR PROPERTIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between STONE COTTAGE PROPERTIES OF GEORGIA, INC., a Georgia corporation, and STONE HARBOR PROPERTIES, INC., a Florida Corporation.

Pursuant to Section 607.1105 of the Florida Business Corporation Act, STONE COTTAGE PROPERTIES OF GEORGIA, INC. and STONE HARBOR PROPERTIES, INC., do each hereby adopt the following Articles of Merger:

1. A Copy of the Plan of Merger is attached as Exhibit A.
2. The Effective Date of Merger shall be the date of filing of these Articles of Merger with the Florida Department of State.
3. The Plan of Merger was adopted by the Shareholders and the Boards of Directors of the corporations on November 29, 2004.

STONE COTTAGE PROPERTIES
OF GEORGIA, INC.

By: Robert B. Jardine
Robert B. Jardine, President

STONE HARBOR PROPERTIES, INC.

By: Robert B. Jardine
Robert B. Jardine, President

ATTEST:

Kimberly J. Hedrick
Kimberly J. Hedrick, Secretary

ATTEST:

Kimberly J. Hedrick
Kimberly J. Hedrick, Secretary

PLAN OF MERGER

This Plan of Merger between STONE HARBOR PROPERTIES, INC., a Florida corporation ("Surviving Corporation"), and STONE COTTAGE PROPERTIES OF GEORGIA, INC., a Georgia corporation, (the "Disappearing Corporation"), with both Corporations referred to as the "Constituent Corporations" is hereby adopted in accordance with the Florida Business Corporation Act (the "Florida Act") and the Georgia Business Corporation Code (Georgia Code).

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, as in effect immediately before the Effective Date of the Merger (the "Effective Date") shall be the Articles of Incorporation of the Surviving Corporation, from and after the Effective Date, until further amended as permitted by law, without any changes.

2. Distribution to Shareholders of the Constituent Corporations. The shareholders of each of the Constituent Corporations are the same, to-wit: Robert B. Jardine and Kimberly J. Hedrick, each with 50% of the issued and outstanding capital stock of each Corporation. Accordingly, upon the Effective Date, each share of each of the Disappearing Corporation's common stock shall be canceled, without the need for issuance of additional shares to the shareholders thereof. Each share of Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corporation's stock.

3. Effect of Merger. On the Effective Date, the separate existence of the Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as may be more particularly set forth in the Florida Act and in the Georgia Code.

4. Supplemental Action. If at any time after the Effective Date, Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or of the Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

5. Filings with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corporation and Surviving Corporation shall cause their respective President (or Vice President) to execute Articles of Merger in the forms attached to this Agreement and upon such execution this Plan shall be deemed incorporated by referenced into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Secretary of State

and to the Georgia Secretary of State. The Articles of Merger shall specify the "Effective Date," which shall be the date of filing thereof.

6. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of the Constituent Corporations, notwithstanding, favorable action by the shareholders of the respective Constituent Corporations.

STONE HARBOR PROPERTIES, INC.
a Florida Corporation

Robert B. Jardine
By: Robert B. Jardine, President

11/29/04
Date

STONE COTTAGE PROPERTIES OF GEORGIA, INC.,
a Georgia corporation

Robert B. Jardine
By: Robert B. Jardine, President

11/29/04
Date