

P04000168908

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

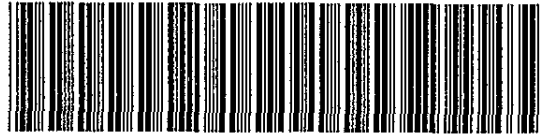
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Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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Merger
@ 1/5/05



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12/28/04--01053--004 **70.00

FILED
04 DEC 28 PM 2:05
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12.31.04

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: R.P.M. COMMUNITIES, INC., A FLORIDA CORPORATION
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOHN PAULICH, III

(Name of person)

JOHN PAULICH, III

(Name of firm/company)

5147 CASTELLO DRIVE

(Address)

NAPLES, FL 34103

(City/state and zip code)

FILED
04 DEC 28 PM 2:05
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

JOHN PAULICH, III

(Name of person)

at (239) 261-0544

(Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER
(Profit Corporations)

EFFECTIVE DATE

12.31.04

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
R.P.M. COMMUNITIES, INC.	FLORIDA	P04000168908

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
R.P.M. MANAGEMENT, INC.	OHIO	F01000003763

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 12/31/04 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 12/27/04.

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 12/27/04.

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

EFFECTIVE DATE

(Attach additional sheets if necessary)

12.31.04

[illegible]

**ARTICLES OF MERGER OF
CORPORATIONS INTO
R.P.M. COMMUNITIES, INC.**

FILED
04 DEC 28 PM 2:05
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1101 of the Florida Statutes, the undersigned Florida corporations adapt the following articles of merger for the purpose of merging them into one of such corporations:

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

R.P.M. MANAGEMENT, INC., an Ohio corporation (the "disappearing corporation");
and

R.P.M. COMMUNITIES, INC., a Florida corporation (the "surviving corporation").

2. The name of the surviving corporation is R.P.M. COMMUNITIES, INC. and it is to be governed by the laws of the State of Florida.

3. The Plan of Merger, a copy of which is attached hereto and incorporated herein, was approved by the shareholders of the undersigned disappearing corporation and surviving corporation in the manner prescribed by the Florida General Corporation Act.

4. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such plan, are as follows:

Name of Corporation	Number of Shares Outstanding
R.P.M. MANAGEMENT, INC., an Ohio corporation	500
R.P.M. COMMUNITIES, INC., a Florida corporation	200

5. As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such plan, respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against
R.P.M. MANAGEMENT, INC., an Ohio corporation	500	0
R.P.M. COMMUNITIES, INC, a Florida corporation	200	0

Dated: December 27, 2004

R.P.M. MANAGEMENT, INC., an Ohio corporation

By: [Signature] President
D. Randall Morris, its President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 27th day of December, 2004, by D. Randall Morris, as president of R.P.M. Management, Inc., who is personally known by me or X has produced the following identification drivers license.

[Signature]
NOTARY PUBLIC
My Commission Expires:

SEAL



Dated: December 27, 2004

R.P.M. COMMUNITIES, INC., a Florida corporation

By: [Signature] President
D. Randall Morris, its President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this Dec. 27, 2004 by D. Randall Morris, as president of R.P.M. COMMUNITIES, INC., who is personally known by me or X has produced the following identification drivers license.

[Signature]
NOTARY PUBLIC
My Commission Expires:

SEAL



PLAN OF MERGER

R.P.M. COMMUNITIES, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1207 3RD Street S., Naples, Florida 34102.

R.P.M. COMMUNITIES, INC. has a capitalization of one thousand (5000) authorized shares of One Dollar (\$1.00) par value stock, of which one hundred (200) shares are issued and outstanding.

R.P.M. MANAGEMENT, INC. is a corporation organized and existing under the laws of the State of Ohio, with its principal office at 679 Scott Drive, Mansfield, OH 44906

R.P.M. MANAGEMENT, INC. has a capitalization of five hundred (500) authorized shares of One Dollar (\$1.00) par value common stock, of which 500 (500) shares are issued and outstanding.

The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that R.P.M. MANAGEMENT, INC. be merged into R.P.M. COMMUNITIES, INC. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Statutes in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereafter set forth, the constituent corporations agree as follows:

1. Merger. R.P.M. MANAGEMENT, INC. shall merge with and into R.P.M. COMMUNITIES, INC., which shall be the surviving corporation.

2. Terms and Conditions. On the effective date of the merger, the separate existence of the disappearing corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the disappearing corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the disappearing corporation, and neither the rights of creditors nor any liens on the property of the disappearing corporation shall be impaired by the merger.

3. Conversion of Shares. The manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation is as follows:

(a) Each share of the One Dollar (\$1.00) par value common stock of R.P.M. MANAGEMENT, INC. issued and outstanding on the effective date of the merger shall be converted into one (1) share of One Dollar (\$1.00) par value common stock of R.P.M. COMMUNITIES, INC., which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder

of the common stock of the disappearing corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the disappearing corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the disappearing corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such shareholders of the certificate for his or her shares in the surviving corporation.

4. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

5. Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

6. Directors and Officers. The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. Prohibited Transactions. Neither of the constituent corporations shall prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the constituent corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

8. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before December 30, 2004, or at such other time as to which the boards of directors of the constituent corporations may agree.

9. Effective Date of Merger. The effective date of this merger shall be December 31, 2004.

10. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the disappearing corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the disappearing corporation on or before December 30, 2004; or

(b) If, in the judgment of the board of directors of either the surviving or the disappearing corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

Executed on behalf of the parties by their officers, sealed with their corporate seal, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors.

Dated: December 27, 2004.

R.P.M. COMMUNITIES, INC.

By: D. Randall Morris, President
D. Randall Morris, its President

Attested to By: Patricia D. Morris, Secretary
Patricia D. Morris, its Secretary

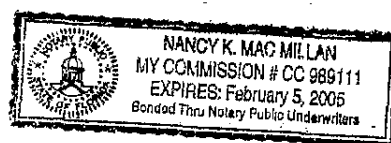
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 27 day of December, 2004 by D. Randall Morris, as president of R.P.M. COMMUNITIES, Inc., who is personally known by me or X has produced the following identification Drivers License.

Nancy K. MacMillan
NOTARY PUBLIC

My Commission Expires:

SEAL — — —



Dated: December 27, 2004.

R.P.M. MANAGEMENT, INC.

By: D. F. Morris President
D. Randall Morris, its President

Attested to By: Patricia D. Morris Secretary
Patricia D. Morris, its Secretary

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 27 day of December, 2004
by D Randall Morris, as president of R.P.M. Management, Inc., who is personally known by
me or X has produced the following identification Drivers License

Nancy K. MacMillan

NOTARY PUBLIC

My Commission Expires:

SEAL

