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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts FEB 12 2008

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Preferred Home Insurance, Inc., a South Carolina Corporation
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Debbie Cruz

(Contact Person)

Mercedes Homes, Inc.

(Firm/Company)

6905 N. Wickham Rd., Suite 501

(Address)

Melbourne, FL 32940

(City/State and Zip Code)

For further information concerning this matter, please call:

Debbie Cruz

(Name of Contact Person)

At (321) 751-8197

(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

Corporate Administration Services Inc, a Florida Corporation
into

Preferred Home Insurance, Inc., a South Carolina Corporation

FILED
08 FEB -8 AM 11:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. The surviving corporation is Preferred Home Insurance, Inc., a South Carolina corporation.
2. The merging corporation is Corporate Administration Services Inc, a Florida corporation, Document No.: P05000091964
3. The Plan of Merger is attached hereto as Exhibit "A".
4. The Merger shall become effective at 11:59 p.m. EST on January 31, 2008.
5. The Plan of Merger was adopted by the board of directors and the sole shareholder of the surviving corporation on January 29, 2008.
6. The Plan of Merger was adopted by the board of directors and the sole shareholder of the merging corporation on January 30, 2008.

CORPORATE ADMINISTRATION SERVICES INC,
a Florida corporation

By: Mercedes Homes, Inc., a Florida Corporation
Its: Sole Shareholder

By: Kirk Burkhardt
Title: President Corporate Operations

PREFERRED HOME INSURANCE, INC.,
a South Carolina corporation

By: Mercedes Homes, Inc., a Florida Corporation
Its: Sole Shareholder

By: Kirk Burkhardt
Title: President Corporate Operations

PLAN AND AGREEMENT OF MERGER

by and between

**CORPORATE ADMINISTRATION SERVICES INC,
a Florida corporation**

with and into

**PREFERRED HOME INSURANCE, INC.
a South Carolina corporation**

THIS PLAN AND AGREEMENT OF MERGER (this "*Agreement*") is made pursuant to Section 607.1101 of the Florida Business Corporation Law (the "*FL*") and Section 33-11-103 of the South Carolina Code of Laws (the "*SCCL*"), and is intended to effectuate a merger (the "*Merger*") between Preferred Home Insurance, Inc., a South Carolina corporation ("*Preferred Home*" or the "*Surviving Corporation*") and Corporate Administration Services Inc, a Florida corporation ("*CAS*"), with Preferred Home as the surviving corporation (together, CAS and Preferred Home are sometimes referred to herein as the "*Constituent Entities*").

BACKGROUND

Immediately prior to the Effective Time of the Merger (as defined in Section 1.1):

1. Preferred Home will be a corporation duly organized and existing under the laws of the State of South Carolina and maintaining its registered office in the State of South Carolina at 151 Meeting Street, Suite 301, Charleston, South Carolina, 29401.
2. CAS will be a corporation duly organized and existing under the laws of the State of Florida and maintaining its registered office in the State of Florida at 6905 N Wickham Road, Suite 501, Melbourne, Florida 32940.

3. Mercedes Homes, Inc., a Florida corporation ("*Mercedes Homes*"), will own all of the issued and outstanding shares of common stock of both CAS and Preferred Home. There are no other classes of stock or ownership interest in either CAS or Preferred Home.

AGREEMENT

NOW, THEREFORE, it is agreed as follows:

PLAN OF MERGER

1. TERMS

The following terms shall apply with respect to the Merger:

1.1 The Merger shall be effective upon the filing of the Articles of Merger in the form of Exhibit A with the Secretary of State of South Carolina and the filing of the Articles of Merger in the form of Exhibit B with the Secretary of State of Florida, which filings are to be effective at 11:59 p.m. EST on January 31, 2008 (the "*Effective Time of the Merger*").

1.2 The Constituent Entities intend that the Merger qualify for federal tax non-recognition treatment as a tax-free reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended.

1.3 At the Effective Time of the Merger, CAS shall be merged with and into Preferred Home, thereby forming a single corporation, and such corporation, the surviving entity of the Constituent Entities and the Surviving Corporation, shall be Preferred Home.

1.4 At the Effective Time of the Merger, the separate existence of CAS shall cease.

1.5 At the Effective Time of the Merger, the outstanding common stock of the Surviving Corporation shall not be converted, exchanged or altered in any manner as a result of

the Merger and shall remain outstanding as shares of common stock of the Surviving Corporation. At the Effective Time of the Merger, the issued and outstanding common stock of CAS shall be cancelled, automatically and without any action by the holder thereof.

1.6 At and after the Effective Time of the Merger, Preferred Home shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the SCCL.

1.7 At and after the Effective Time of the Merger, Preferred Home shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of the Constituent Entities to the Merger. All property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, all other choses in action and all and every other interest of or belonging to or due either of the Constituent Entities shall be taken and deemed to be transferred to and vested in Preferred Home without further act or deed; and the title to any real estate, or any interest therein, vested in either of the Constituent Entities shall not revert or be in any way impaired by reason of such Merger.

1.8 At and after the Effective Time of the Merger, Preferred Home shall be responsible and liable for all the liabilities and obligations of each Constituent Entity, and any claim existing or action or proceeding pending by or against either Constituent Entities may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in the place of such Constituent Entity. Neither the right of creditors nor any liens upon the property of either Constituent Entity shall be impaired by such Merger.

2. ARTICLES OF INCORPORATION, BYLAWS, BOARD OF DIRECTORS, AND OFFICERS.

2.1 The Articles of Incorporation and the Bylaws of Preferred Home in effect at the Effective Time of the Merger shall be the Articles of Incorporation and the Bylaws of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and of applicable law.

2.2 The directors and officers of Preferred Home holding office at the Effective Time of the Merger shall be the directors and officers of the Surviving Corporation.

3. **AMENDMENT AND ABANDONMENT.**

3.1 At any time prior to the Effective Time of the Merger, this Agreement may be amended by the Board of Directors of Mercedes Homes, acting as the sole shareholder of CAS and Preferred Home, to the extent permitted by the laws of each of the States of Florida and South Carolina.

3.2 At any time prior to the Effective Time of the Merger, this Agreement may be abandoned by the Board of Directors of Mercedes Homes, acting as the sole shareholder of CAS and Preferred Home, to the extent permitted by the laws of each of the States of Florida and South Carolina.

4. **MISCELLANEOUS.**

4.1 With respect to all leases and other agreements, instruments or obligations under which either of the Constituent Entities are obligated to obtain a consent prior to the merger herein contemplated or in order to comply with the conditions thereof, or to vest the respective interest therein in the Surviving Corporation, the Constituent Entities shall each exercise all reasonable efforts to obtain such consent prior to Effective Time of the Merger.

4.2 Any representation and warranties of the Constituent Entities contained herein or in any document furnished pursuant hereto shall not survive the Merger, and neither of the Constituent Entities, nor their respective shareholders, directors or officers, shall have any liability to the other after the Effective Time of the Merger on account of any breach or failure or the incorrectness of any of the representations and warranties.

4.3 Except as otherwise provided in this Agreement, nothing contained herein is intended, nor shall be construed, to confer upon or give any person, firm or corporation, other than the Constituent Entities and their respective shareholders, any rights or remedies under or by reason of this Agreement.

*****Remainder of the Page Intentionally Left Blank*****

[Signature Page to Follow]

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IN WITNESS WHEREOF, each of the Constituent Entities has caused this Agreement to be executed by its duly authorized officer as of January 31, 2008.

CORPORATE ADMINISTRATION SERVICES INC,
a Florida Corporation

By: Mercedes Homes, Inc.
a Florida corporation
Its: Sole Shareholder

By: Keith Bunker
Title: President Corporate Operations

PREFERRED HOME INSURANCE, INC.
a South Carolina corporation

By: Mercedes Homes, Inc.
a Florida corporation
Its: Sole Shareholder

By: Keith Bunker
Title: President Corporate Operations