

PO6000097858

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

14 JAN -9 PM 4:26

APPROVED
AND
FILED

C. Lewis
1-15-2014



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 7, 2014

WILLIAM C. HAIDIN JR ATTORNEY AT LAW
3075 SW 53RD STREET
OCALA, FL 34474 US

SUBJECT: DB USA HOLDINGS, INC.
Ref. Number: P06000097858

We have received your document for DB USA HOLDINGS, INC. and your check(s) totaling \$175.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 014A00000373

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: DB USA Holdings, Inc.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

William C. Haldin, Jr., attorney at law

Contact Person

William C; Haldin, Jr., P.A.

Firm/Company

3075 SW 53rd Street

Address

Ocala, FL 34474

City/State and Zip Code

sandifort@livinusa.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

William C. Haldin, Jr.

Name of Contact Person

At (352)

425-8550

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>DB USA Holdings, Inc.</u>	<u>Florida</u>	<u>PO600097858</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>DB USA Finance, Inc.</u>	<u>Florida</u>	<u>PO600097816</u>
<u>DB Real Estate Services, Inc.</u>	<u>Florida</u>	<u>PO6000108836</u>
<u>DB Homeshare Corporation</u>	<u>Florida</u>	<u>PO2000003424</u>
<u>Lakeside Eagle Point, Inc.</u>	<u>Florida</u>	<u>PO6000097855</u>
_____	_____	_____

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 ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on

December 16, 2013 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on

December 16, 2013 and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

[illegible]

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PLAN OF MERGER
(Merger of subsidiary corporation(s))

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>DB USA Holdings, Inc.</u>	<u>Florida</u>

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>DB USA Finance, Inc.</u>	<u>Florida</u>
<u>DB Real Estate Services, Inc.</u>	<u>Florida</u>
<u>DB Homeshare Corporation</u>	<u>Florida</u>
<u>Lakeside Eagle Point, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each issued and outstanding share of each subsidiary corporation shall be converted to one share of the parent corporation. No rights to acquire shares of any subsidiary corporation shall survive this merger unless the share or shares of the subsidiary corporation shall have been issued prior to the effective date of this merger.

(Attach additional sheets if necessary)