

# PD7000134247

Florida Department of State  
Division of Corporations  
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**\*RE-SUBMIT\***  
Please retain original filing date of submission 12/31/07

## MERGER OR SHARE EXCHANGE

Oakcrest Properties, Inc.

Certificate of Status	0
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Page Count	118 19
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EFFECTIVE DATE

1/1/08

12/31/2007

*merge*

*SP 112*



December 31, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

OAKCREST PROPERTIES, INC.  
26079 FAWNWOOD COURT  
BONITA SPRINGS, FL 34134

SUBJECT: OAKCREST PROPERTIES, INC.  
REF: P07000134247

We have received your document for OAKCREST PROPERTIES, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to our records the name of one of the surviving corporations is NORMAN L. NORRIS P.C. There is no comma in the name. Please correct.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne  
Senior Section Administrator

FAX Aud. #: H07000308468  
Letter Number: 207A00072089

RECEIVED

2007 DEC 31 AM 8:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

FILED  
 07 DEC 31 PM 1:05  
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 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:

EFFECTIVE DATE

Name	Jurisdiction	Document Number (if known/ applicable)
Oakcrest Properties, Inc.	Florida	P07000184247

1/1/08

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (if known/ applicable)
Norman L. Norris, Ltd.	Pennsylvania	
Norman L. Norris, P.C.	Pennsylvania	

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 01 / 01 / 2008 (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 12/28/2007

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 12/28/2007

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

(Attach additional sheets if necessary)

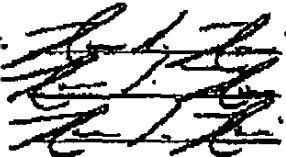
**Seventy: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Oakcrest Properties, Inc.



Norman L. Norris, President

Norman L. Norris, Ltd.

Norman L. Norris, President

Norman L. Norris, P.C.

Norman L. Norris, President

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**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

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

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>
_____	_____

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

The manner and basis of converting the shares of the subsidiary or parents 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:

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:



Oakcrest Properties, Inc.  
Articles of Merger

**EXHIBIT A**  
**Plan of Reorganization**  
**(Merger)**

1-986 P.009/019 P-608

610-428-4488

Dec-31-2007 09:12pm From:KACEL@08 HARVEY

**AGREEMENT AND PLAN OF REORGANIZATION**

By Merger of  
Norman L. Norris P.C.  
with and into  
Oakcrest Properties, Inc.  
and  
Norman L. Norris Ltd.  
with and into  
Oakcrest Properties, Inc.

**THIS AGREEMENT AND PLAN OF REORGANIZATION** (the "Agreement") is made this 28<sup>th</sup> day of December, 2007, by and between **DAKCREST PROPERTIES, INC.**, a Florida corporation, with its principal address at 28079 Fawnwood Court, Bonita Springs, FL 34134 (sometimes referred to as "Oakcrest" or "Surviving Corporation") and **NORMAN L. NORRIS, P.C.**, a Pennsylvania corporation (sometimes referred to as "Norris P.C."), and **NORMAN L. NORRIS, LTD.**, a Pennsylvania corporation (sometimes referred to as "Norris Ltd."). Oakcrest, Norris P.C., Norris Ltd. are hereinafter individually called "Constituent Corporation" and collectively called "Constituent Corporations". Norris P.C. and Norris Ltd. are hereinafter collectively called the "Acquired Corporations".

**RECITALS**

Oakcrest and the Acquired Corporations are engaged in the business of real estate development. The Board of Directors of each Constituent Corporation deems it advisable for the general welfare of each Constituent Corporation and its shareholders for the Constituent Corporations to combine their businesses and merge into a single corporation pursuant to this Agreement and the applicable laws of the State of Florida and the Commonwealth of Pennsylvania.

Oakcrest and the Acquired Corporations desire to adopt this Agreement and Plan of Reorganization and to consummate the merger contemplated hereunder in accordance with the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code").

NOW, THEREFORE, in order to consummate such plan of reorganization, the parties hereto, in consideration of the mutual agreements herein set forth, and intending to be legally bound hereby, the parties agree as follows:

ARTICLE 1

1.1 Plan of Reorganization. A Plan of Reorganization of Oakcrest and the Acquired Corporations, pursuant to the provisions of Title 15, Section 1921 et al of the Pennsylvania Business Corporation Law, Section 807.1101 et al of the Florida Statutes, and Section 366(a)(1)(A) of the Code, is adopted as follows:

(a) The Acquired Corporations shall be merged with and into Oakcrest, to exist and be governed by the laws of the State of Florida.

(b) The name of the surviving corporation shall be Oakcrest Properties, Inc.

(c) When this Agreement shall become effective, the separate existence of the Acquired Corporations shall cease and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of the Acquired Corporation and shall be subject to all the debts and liabilities of the Acquired Corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each Constituent Corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

(d) The Surviving Corporation will carry on its business with the assets of the Acquired Corporations, as well as the assets of Oakcrest.

(e) The shareholders of the Acquired Corporations will surrender all of their shares in the manner hereinafter set forth.

(f) In exchange for the shares of the Acquired Corporations surrendered by its shareholders, the Surviving Corporation will issue the shares of its common

stock and transfer to the shareholders of the Acquired Corporation on the basis set forth in Article 6, below.

(g) The Shareholders of Oakcrest will retain their shares as shares of the Surviving Corporation.

(h) The Articles of Incorporation of Oakcrest, as existing on the Effective Date (hereinafter defined) of the merger, shall continue in full force as the Articles of Incorporation of the Surviving Corporation until altered, amended, or repealed, as provided in the Articles or by law.

1.2 Effective Date. The effective date of the merger shall be the date specified in the Articles of Merger to be filed with the Department of State of the State of Florida and with the Department of State of the Commonwealth of Pennsylvania, namely, January 1, 2008 (the "Effective Date").

## ARTICLE 2

### 2.1 Capitalization of Acquired Corporations

(a) Norris P.C. has authorized capitalization consisting of One Hundred (100) shares of common stock, without par value, of which One Hundred (100) shares are issued and outstanding on the date hereof.

(b) Norris Ltd. has authorized capitalization consisting of One Thousand (1,000) shares of common stock, having One Dollar (\$1.00) par value, of which One Hundred (100) shares are issued and outstanding on the date hereof.

2.2 Capitalization of Surviving Corporation. Oakcrest has authorized capitalization consisting of One Thousand (1000) shares of common stock, without par value, of which Eight Hundred (800) shares are issued and outstanding on the date hereof.

## ARTICLE 3

3.1 Representations and Warranties. Each of the Constituent Corporations represents and warrants to each other as follows:

(a) The fair market value of the stock of Oakcrest received by each of the shareholders of the Acquired Corporations will be approximately equal to the fair market value of the stock of the Acquired Corporations surrendered in exchange.

(b) There is no plan or intention of the shareholders of the Acquired Corporations to sell, exchange, or otherwise dispose of a number of shares of Oakcrest received in the transaction that would reduce the shareholders of the Acquired Corporations' ownership of acquiring stock to a number of shares having a value, as of the date of transaction, of less than fifty percent (50%) of the value of all of the formerly outstanding stock of as of the same date.

(c) Oakcrest has no plan or intention to reacquire any of its stock issued in the transaction.

(d) Oakcrest has no plan or intention to sell or otherwise dispose of any of the assets of the Acquired Corporations acquired in the transaction, except for dispositions made in the ordinary course of business or transferred as described in Section 368(a)(2)(C) of the Code.

(e) Any liabilities of the Acquired Corporations assumed by Oakcrest and the liabilities to which the transferred assets of the Acquired Corporations are subject were incurred by the Acquired Corporations in the ordinary course of its business.

(f) Following the transaction, Oakcrest will continue the historic business of the Acquired Corporations or use a significant portion of the historic business assets of the Acquired Corporations in a business.

(g) The Acquired Corporations and the shareholders of the Acquired Corporations will pay their respective expenses, if any, incurred in connection with the transaction.

(h) There is no intercorporate indebtedness existing between Oakcrest and the Acquired Corporations that was issued, acquired or will be settled at a discount.

(i) No two parties to the transaction are investment companies as defined in Section 368(a)(2)(F)(iii) and (iv) of the Code.

(j) Neither the Acquired Corporations nor Oakcrest are under the jurisdiction of a court in a title 11 or similar case within the meaning of Section 368(a)(3)(A) of the Code.

#### ARTICLE 4

4.1 Registered Offices. The registered offices of the Constituent Corporations are as follows:

- (a) **Oakcrest Properties, Inc.:**  
28079 Fawnwood Court  
Bonita Springs, FL 34134
- (b) **Norman L. Norris, P.C.:**  
Box 29 Hollow Road  
Birchrunville, PA 19421
- (c) **Norman L. Norris, Ltd.:**  
Box 29 Hollow Road  
Birchrunville, PA 19421

#### ARTICLE 6

6.1 Purpose. This plan and the merger contemplated hereunder to merge the Acquired Corporations into Oakcrest is for the purpose of consolidating the assets, management, personnel and facilities of the Constituent Corporations, all for the following purposes:

(a) To centralize in a single entity all of the assets and operations of the Constituent Corporations, to decrease overall costs of operations, including accounting functions and record keeping requirements; and

(b) By means of the foregoing, to consolidate all logical and interrelated functions of the enterprises providing similar services into a single corporation and thereby increase the profitability and manageability of the combined businesses.

#### ARTICLE 6

6.1 Manner of Converting Shares of Norman L. Norris, P.C. The manner and basis of exchanging and converting the issued and outstanding stock of Norman L. Norris, P.C. shall be as follows:

(a) Each one (1) share of the issued and outstanding common stock of Norman L. Norris, P.C. shall be converted into one (1) share of common stock of Oakcrest Properties, Inc.

(b) At any time on or after the Effective Date, upon the surrender of certificates representing shares of Norman L. Norris, P.C. stock, by the registered holders thereof, properly endorsed and assigned full stock powers and privileges thereof to the Surviving Corporation, certificates for an equal value of shares of the common stock of the Surviving Corporation shall be issued in exchange by the Surviving Corporation as described in Section 6.1(a) above.

(c) The shares of the stock of Oakcrest Properties, Inc. which are issued and outstanding on the Effective Date shall not be converted or exchanged, but shall remain outstanding as shares of common stock of the Surviving Corporation.

6.2 Manner of Converting Shares of Norman L. Norris, Ltd. The manner and basis of exchanging and converting the issued and outstanding stock of Norman L. Norris, Ltd. shall be as follows:

(a) Each one (1) share of issued and outstanding common stock of Norman L. Norris, Ltd. shall be converted into one (1) share of common stock of Oakcrest Properties, Inc.

(b) At any time on or after the Effective Date, upon the surrender of certificates representing shares of Norman L. Norris, Ltd. stock, by the registered holders thereof, properly endorsed and assigned full stock powers and privileges thereof to the Surviving Corporation, certificates for an equal value of shares of the common stock of the Surviving Corporation shall be issued in exchange by the Surviving Corporation as described in Section 6.2(a) above.

(c) The shares of the stock of Oakcrest Properties, Inc. which are issued and outstanding on the Effective Date shall not be converted or exchanged, but shall remain outstanding as shares of common stock of the Surviving Corporation.

#### ARTICLE 7

##### 7.1 Board of Directors and Officers.

(a) Until the election and qualification of their successors, the members of the Board of Directors of the Surviving Corporation shall be the Board of Directors of Oakcrest in office on the Effective Date.

(b) The elected officers of the Surviving Corporation, who shall continue in office at the pleasure of the Board of Directors of the Surviving Corporation, shall be the elected officers of Oakcrest in office as of the Effective Date.

#### ARTICLE 8

8.1 By-Laws. The By-laws of Oakcrest, as existing on the Effective Date of the merger, shall continue in full force as the By-laws of the Surviving Corporation until altered, amended, or repealed as provided in the by-laws or as provided by law.

#### ARTICLE 9

8.1 Approval of all Shareholders. This Agreement and Plan of Reorganization is subject to the approval of the shareholders of the Constituent Corporations in accordance with the laws of the State of Florida and the Commonwealth of Pennsylvania. The Board of Directors of each Constituent Corporation is hereby authorized and directed to submit this plan to the



shareholders thereof for approval. Shareholder approval by either or both Constituent Corporations shall be either of the following methods:

(a) By the unanimous written consent of such shareholders expressly and specifically referring to this Agreement, incorporating the same by reference, and adopting the same as the action of such shareholders; or

(b) Upon the vote of a majority of such shareholders entitled to vote thereon, at a special meeting of such shareholders at which the requisite quorum is present, called for such purpose by the respective secretaries of the Constituent Corporations, by appropriate written notice given at such time and containing such information as may be required by the Pennsylvania Business Corporation Law and the Florida Business Corporation Act.

Either Constituent Corporation may terminate this Agreement and Plan of Reorganization by a majority vote of its Board of Directors, and upon written notice to the other Constituent Corporations, notwithstanding that the shareholders of such corporation shall already have approved and adopted this plan, and without any liability to the other Constituent Corporations for failure to consummate the transactions contemplated hereunder. Any such termination shall be effective if written notice thereof shall have been delivered to the other Constituent Corporations prior to the filing of the Articles of Merger with the Department of State of the State of Florida and the Department of State of the Commonwealth of Pennsylvania.

#### ARTICLE 10

10.1 Authority of Officers. Upon the approval and ratification of this Agreement by the shareholders of the Constituent Corporations, the presidents and secretaries of the Constituent Corporations, without any further actions by the Board of Directors of the Constituent Corporations, shall be and hereby are authorized and directed to:

(a) Prepare Articles of Merger, upon such forms as may be prescribed by law, containing the elements of this Agreement and such other provisions and information as

may be required by the Florida Business Corporation Act of the State of Florida and the Business Corporation Laws of the Commonwealth of Pennsylvania;

(b) Execute, in the names of the Constituent Corporations, said Articles of Merger, affixing thereto the duly adopted corporate seals of the Constituent Corporations, duly attested by the respective secretaries;

(c) File said Articles of Merger with the Departments of State of the State of Florida and Commonwealth of Pennsylvania and pay all prescribed filing fees therefor;

(d) Prepare, make, execute and file such returns, reports, applications for tax or corporate clearance, and such other documents as may be required by law or otherwise deemed appropriate or necessary by the officers of the Constituent Corporations, specifically including, without limitation, such affidavits, returns and reports as may be required pursuant to the regulations promulgated under Section 368 of the Code;

(e) Upon the proper endorsement and surrender of all issued and outstanding shares of the common stock of the Acquired Corporations, to issue to and in the name of the registered holders thereof a comparable value of shares of the common stock of the Surviving Corporation; and

(g) Execute such other documents and perform such other acts as may be required by law, recommended by counsel or otherwise deemed necessary or advisable by the said officers for the purposes of carrying this Agreement into effect, to the extent such acts are not inconsistent with this plan.

#### ARTICLE 11

11.1. Governing Law. This Agreement, and the Plan of Reorganization and Merger contemplated hereunder, shall be governed and carried into effect pursuant to the laws of the State of Florida.

11.2. Notices. Any notice or other communication required or permitted under this agreement shall be properly given when deposited in the United States Postal Service for

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Oakcrest Properties Inc. - Plan of Reorganization  
141618.52371

transmittal by certified registered mail, postage prepaid, addressed to the place of business of the Constituent Corporations set forth herein.

11.3 Entire Agreement; Counterparts. This instrument and the exhibits to this Agreement contain the entire agreement between the parties with respect to the contemplated transaction. The Agreement may be executed in any number of counterparts, all of which taken together shall be deemed one original.

IN WITNESS WHEREOF, all members of the Board of Directors of each Constituent Corporation have unanimously adopted and executed this Agreement and Plan of Reorganization as of the day and year first above written.

OAKCREST PROPERTIES, INC.

BY: [Signature]  
Norman L. Norris, President and Secretary  
and Shareholder

BY: [Signature]  
Nancy T. Norris, Vice President and Treasurer  
and Shareholder

NORMAN L. NORRIS P.C.

BY: [Signature]  
Norman L. Norris, President

BY: [Signature]  
Nancy T. Norris, Sole Shareholder

NORMAN L. NORRIS, LTD.

BY: [Signature]  
Norman L. Norris, President  
and Sole Shareholder