P09000055635

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CAPITAL LAND MANAGEMENT CORPORATION
Name of Surviving Party

Please return all correspondence concerning this matter to:

DAVID J. MURPHY, ESQUIRE
Contact Person

GREENFELDER MANDER
Firm/Company

14217 THIRD STREET
Address

DADE CITY, FLORIDA 33523
City, State and Zip Code

dmurphy@greenfeldermander.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David J. Murphy at (352) 567-0411
Name of Contact Person — Area Code and Daytime Telephone Number

☐ Certified Copy (optional) $8.75

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ARTICLES OF MERGER
(Profit Corporation)

The following Articles of Merger are submitted to merge the following Florida Profit Corporations in accordance with the Section 607.1109 or 617.0302, Florida Statutes:

First: The exact name, form/entity type, and jurisdiction of each ***merging*** party:

Name	***Jurisdiction***	***Document Number***
Capital Land Management Corporation	***Florida***	***P09000055635***
Pro-Green Lawn & Landscape Management, Inc.	***Florida***	***P05000087848***

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Second: The exact name, form/entity type, and jurisdiction of the ***surviving*** party:

Name	***Jurisdiction***	***Document Number***
Capital Land Management Corporation	***Florida***	***P09000055635***

Third: The attached Plan of Merger was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

Fourth: The attached Plan of Merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

Fifth: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

January 1, 2012

Sixth: The surviving party is formed and incorporated under the laws of Florida.

~~**Sixth:**~~ Adoption of Merger by ***merging*** corporation. – ***(COMPLETE ONLY ONE STATEMENT)***

The Plan of Merger was adopted by the shareholders of the merging corporation on 12/23, 2011.

~~*The Plan of Merger was adopted by the board of directors of the merging corporation on _________________, 2011, and shareholder approval was not required.*~~

Seventh: Signatures for each corporation.

Name of Corporation	***Signature***	***Printed Name & Title***
Pro-Green Lawn & Landscape Management, Inc.	[signature]	***Joshua D. Burton, President***
Capital Land Management Corporation	[signature]	***Steven R. Bruce, CFO***

PLAN OF MERGER

Plan of Merger dated this 23rd day of December, 2011, between ***Capital Land Management Corporation, a Florida corporation ("Capital")*** and ***Pro-Green Lawn & Landscape Management, Inc., a Florida corporation ("Pro-Green").***

SECTION ONE

Terms and Conditions. On the effective date of the merger, the separate existence of ***Capital*** and ***Pro-Green*** shall cease, and ***Capital Land Management Corporation*** shall succeed to all the property, real, personal, and mixed of the ***"Merged Corporations", Capital*** and ***Pro-Green*** without the necessity for any separate transfer. The ***"Surviving Corporation", Capital Land Management Corporation,*** shall thereafter be responsible and liable for all liabilities and obligations of the ***Merged Corporations***, ***Capital*** and ***Pro-Green***, and neither the rights of creditors nor any liens on the property of the ***Merged Corporations*** shall be impaired by the merger.

SECTION TWO

Conversion of Shares. The manner and basis of converting the shares of the ***Merged Corporations*** unto shares of the ***Surviving Corporation*** is that ***Capital Land Management Corporation*** shall purchase ***100%*** of the stock of ***Pro-Green Lawn & Landscape Management, Inc.***, from the sole owner of the stock, ***Joshua D. Burton***. Consideration for the purchase of ***Mr. Burton's*** stock in ***Pro-Green*** will be the issuance of ***33%*** of the stock of ***Capital Land Management Corporation*** to ***Joshua D. Burton***.

SECTION THREE

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.

SECTION FOUR

Changes in By-Laws. The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the effective date of the merger.

SECTION FIVE

Directors and Officers. The Directors of the Surviving Corporation on the effective date of the merger shall continue as the Directors of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected and appointed. The officers of the Surviving Corporation on the effective date of the merger shall be as follows:

Name	***Office***
Jarrett B. Myers	CEO
Steven R. Bruce	CFO

And shall serve until their successors have been elected or appointed and qualified.

SECTION SIX

Prohibited Transactions. None 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 Merger and Surviving Corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

SECTION SEVEN

Approval by Shareholders. This Plan of Merger shall be submitted for the approval of the Shareholders of the constituent corporations by written consent in the manner provided by the applicable laws of the State of Florida.

SECTION EIGHT

Effective Date of Merger. The effective date of this merger shall be Jan. 1st, 2012, and the merger shall be filed with the Florida Department of State.

SECTION NINE

Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the undersigned parties have hereunto set their hands and seals as of the day and year first above written.

Pro-Green Lawn & Landscape Management, Inc.

BY: ______________________
Joshua D. Burton, President

ATTEST: ______________________
Secretary

Capital Land Management Corporation

BY: ______________________
Joshua D. Burton, President

ATTEST: ______________________
Secretary