

P1100000 93220

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S. TALLENT

JUL 25 2017

*Morgan*

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17 JUL 26 PM 4:46  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 13, 2017

TIMOTHY DECARLO  
D & G PROPERTIES OF FL, INC.  
P. O. BOX 753  
ELFERS, FL 34680

SUBJECT: HICKORY CREST APARTMENTS 2, INC.  
Ref. Number: P11000093220

We have received your document and check(s) totaling \$148.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

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) 245-6050.

Susan Tallent  
Regulatory Specialist II

Letter Number: 217A00014219

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17 JUL 24 PM 3:24  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** HICKORY CREST APARTMENTS 2, 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:

Timothy DeCarlo

\_\_\_\_\_  
Contact Person

D & G Properties of FL, Inc.

\_\_\_\_\_  
Firm/Company

P.O. Box 753

\_\_\_\_\_  
Address

Elfers, Florida 34680

\_\_\_\_\_  
City/State and Zip Code

Tim@DeCarlo.com

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

For further information concerning this matter, please call:

Timothy DeCarlo

\_\_\_\_\_  
Name of Contact Person

At ( 727 ) 365-5219

\_\_\_\_\_  
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**

(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)
HICKORY CREST APARTMENTS 2, INC.	FL	P11000093220 ✓

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
PALM GARDENS OF NEW PORT RICHEY, INC.	FL	P15000024544 ✓
VILLAS OF OAKDALE APARTMENTS, INC.	FL	P15000052795 ✓
MAINBROOK OF HERNANDO, INC.	FL	P15000052798 ✓

**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** 07 / 01 / 2017 (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.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 06/18/2017

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 06/18/2017

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)

FILED  
JUL 24 PM 4:48  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or  
Director

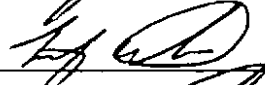
Typed or Printed Name of Individual & Title

HICKORY CREST APARTME



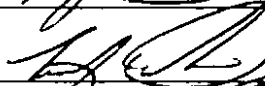
Timothy DeCarlo -- President

PALM GARDENS OF NEW PC



Timothy DeCarlo -- President

VILLAS OF OAKDALE APAR



Timothy DeCarlo -- President

MAINBROOK OF HERNAND



Timothy DeCarlo -- President

HICKORY CREST APARTME



Jake Geigle -- Vice President

PALM GARDENS OF NEW PC



Jake Geigle -- Vice President

VILLAS OF OAKDALE APAR



Jake Geigle -- Vice President

MAINBROOK OF HERNAND



Jake Geigle -- Vice President

## PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

<u>Name</u>	<u>Jurisdiction</u>
HICKORY CREST APARTMENTS 2, INC.	FL

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

<u>Name</u>	<u>Jurisdiction</u>
PALM GARDENS OF NEW PORT RICHEY, INC.	FL
VILLAS OF OAKDALE APARTMENTS, INC.	FL
MAINBROOK OF HERNANDO, INC.	FL

**Third:** The terms and conditions of the merger are as follows:

PALM GARDENS OF NEW PORT RICHEY, INC., VILLAS OF OAKDALE APARTMENTS, INC., and MAINBROOK OF HERNANDO, INC. shall merge with and into HICKORY CREST APARTMENTS 2, INC., effective as of the date of the filing of the Florida Articles of Merger.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See Attached Page 1  
(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A

Attached Page 1

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other Securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Due to the ownership and shareholder stakes of the merging corporations being the same as the current ownership and shareholder stakes of the surviving corporation, the shares of the merging corporations will be divided equally amongst the current shareholders of the surviving corporation. All officers of the surviving corporation shall have the right to acquire shares, if and when shares become available, at a price that is agreed upon by all shareholders. End result should leave the following shareholders and shareholder stakes for the surviving corporation:

Timothy DeCarlo - PRESIDENT, SECRETARY, DIRECTOR -- 50% Shareholder

Jake Geigle - VP, TREASURER, DIRECTOR -- 50% Shareholder