

P11000106447

(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

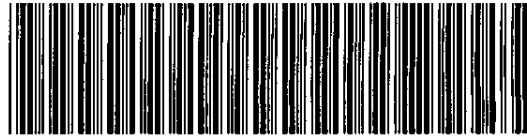
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1-13-12

COVER LETTER

TO: *Amendment Section
Division of Corporations

SUBJECT: 486 Properties 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:

Eric D. Abel, Esq.

Contact Person

Citrus Hills Holdings, LLC

Firm/Company

2476 N. Essex Ave.

Address

Hernando, Florida 34442

City/State and Zip Code

eabel@citrushills.com

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

For further information concerning this matter, please call:

Eric D. Abel, Esq.

Name of Contact Person

At (352)

746-6060

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)
<u>486 Properties Holdings, Inc.</u>	<u>Florida</u>	<u>P11000106447</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Canterbury Lakes Holdings, Inc.</u>	<u>Florida</u>	<u>P11000106452</u>
<u>Citrus Hills Golf and Country Club Holdings, Inc.</u>	<u>Florida</u>	<u>P11000106443</u>
<u>Florida Showcase Properties Holdings, Inc.</u>	<u>Florida</u>	<u>P11000106442</u>
<u>Manatee Title Company Holdings, Inc.</u>	<u>Florida</u>	<u>P11000106449</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 December 30, 2011.

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 December 30, 2011.

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)

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TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

486 Properties Holdings, Inc.

Director _____
Sophia A. Tami

Stephen A. Tamposi, President

Canterbury Lakes Holdings

Robert A. Lane

Stephen A. Tamposi, President

Citrus Hills Golf and Country

John A. Tamm

Stephen A. Tamposi, President

Florida Showcase Properties

Kashya A. Tamer

Stephen A. Tamposi, President

Manatee Title Company Hold

Stephen D. Day

Stephen A. Tamposi, President

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DOI: 10.1002/for

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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>
<u>486 Properties Holdings, Inc.</u>	<u>Florida</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Canterbury Lakes Holdings, Inc.</u>	<u>Florida</u>
<u>Citrus Hills Golf and Country Club Holdings, Inc.</u>	<u>Florida</u>
<u>Florida Showcase Properties Holdings, Inc.</u>	<u>Florida</u>
<u>Manatee Title Company Holdings, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>

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

Effective the last business day of 2011, all of the shareholders of the surviving and the merging corporations have authorized this merger as part of an overall consolidation plan. Each of the shareholders of the merging corporations contribute their interests into the surviving corporation, and are therefore issued an ownership interest in the surviving corporation commensurate to their pro rata contribution to the surviving corporation of their interest in the merging corporations. There is no change in the value of equity ownership between such shareholders before and after this merger. The valuations were performed within the previous thirty days and determined acceptable by all the necessary parties.

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:

The value of the contributed shares are recognized as a percentage of the total value of the surviving corporation post-merger. Shares of the surviving corporation are issued accordingly. See above "Third" section.

(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. The articles of incorporation of the surviving corporation are not amended as a result of this merger.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: