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08/01/009

Division of Corporations

Page 1 of 1

P93000003087

Florida Department of State  
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## MERGER OR SHARE EXCHANGE

Quality Homes of Ft. Charlotte, Inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 01      |
| Estimated Charge      | \$96.25 |

\$80.00

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002/009

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**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

| <u>Name</u>                 | <u>Jurisdiction</u> | <u>Form/Entity Type</u>   |
|-----------------------------|---------------------|---------------------------|
| MANCHESTER ENTERPRISES, LLC | FLORIDA             | LIMITED LIABILITY COMPANY |

#60/000022081

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

| <u>Name</u>                          | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|--------------------------------------|---------------------|-------------------------|
| QUALITY HOMES OF FT. CHARLOTTE, INC. | FLORIDA             | CORPORATION             |

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**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

1 of 6

H070002150953

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DIVISION OF CORPORATIONS  
07 AUG 27 AM 8:36

08/27/2007 16:20 FAX 19412555483

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003/009

H070002150953

**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:

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Mailing address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

2 of 6


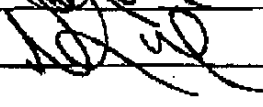
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07 AUG 27 AM 8:36

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

| Name of Entity/Organization:         | Signature(s):   | Typed or Printed Name of Individual: |
|--------------------------------------|---|--------------------------------------|
| MANCHESTER ENTERPRISES, LLC          |  | DEAN R. DEGROSS                      |
| QUALITY HOMES OF FT. CHARLOTTE, INC. |  | DEAN R. DEGROSS                      |
|                                      |   |                                      |
|                                      |   |                                      |

**Corporations:**

Chairman, Vice Chairman, President or Officer  
(If no directors selected, signature of incorporator.)

**General partnerships:**

Signature of a general partner or authorized person

**Florida Limited Partnerships:**

Signatures of all general partners

**Non-Florida Limited Partnerships:**

Signature of a general partner

**Limited Liability Companies:**

Signature of a member or authorized representative

**Fees:** For each Limited Liability Company: \$25.00  
 For each Corporation: \$35.00  
 For each Limited Partnership: \$52.50  
 For each General Partnership: \$25.00  
 For each Other Business Entity: \$25.00

**Certified Copy (optional):** \$30.00

3 of 6

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 07 AUG 27 AM 8:36

H070002150953

08/27/2007 16:20 FAX 19412555483

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008/008

H070002150953

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

At the Effective Time, each percentage of interest in Manchester Enterprises, LLC outstanding immediately prior to

the Effective Time will, by virtue of the merger and without further action on the part of any Member of

of Manchester Enterprises, LLC, be converted into 1 share of fully paid and nonassessable Common Stock,

par value \$1.00 per share, of Quality Homes of Pt. Charlotte, Inc. Promptly following the Effective Time,

Quality Homes of Pt. Charlotte, Inc. shall issue stock certificates representing the acquired stock to the holder of

the interests in Manchester Enterprises, LLC converted by virtue of the merger.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

There are no rights to acquire interest in the merged party or rights to acquire shares, obligations or other securities of the surviving entity.

*(Attach additional sheet if necessary)*

5 of 6

H070002150953

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08/27/2007 16:21 FAX 19412555483

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007/008

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**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

NONE.

*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

NONE.

*(Attach additional sheet if necessary)*

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07 AUG 27 AM 8:36

08/27/2007 16:21 FAX 18412555483

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AGREEMENT AND PLAN OF MERGER OF  
MANCHESTER ENTERPRISES, LLC  
WITH AND INTO QUALITY HOME OF PT. CHARLOTTE, INC.

This Agreement and Plan of Merger (this "AGREEMENT") is dated as of August 27, 2007, by and between MANCHESTER ENTERPRISES, LLC, a Florida limited liability company, ("TARGET"), and QUALITY HOMES OF PT. CHARLOTTE, INC., a Florida corporation ("ACQUIRER").

1. Merger, Effective Time. Upon the terms and subject to the conditions hereof, in accordance with the Florida Business Corporation Act (the "FBCA") and the Florida Limited Liability Company Act (the "FLLCA"), Target will be merged with and into Acquirer (the "MERGER"). Acquirer will be the surviving corporation (hereinafter referred to sometimes as the "SURVIVING CORPORATION") of the Merger, and the separate existence of Target shall cease. The Merger will be effective as of the date and at such time as this Agreement and any other documents necessary to effect the Merger in accordance with the FBCA and FLLCA are duly filed with the Secretary of State of the State of Florida (the time the Merger becomes effective being referred to herein as the "EFFECTIVE TIME").

2. Effects of Merger. At the Effective Time, the effect of the Merger shall be as provided in the provisions of applicable law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all of the property, rights, privileges, and powers of Target shall vest in the Surviving Corporation, and all debts, liabilities and duties of the Target shall become the debts, liabilities and duties of the Surviving Corporation.

3. Exchange of Securities.

(a) Conversion of Limited Liability Company Interests. At the Effective Time, each percentage of interest (the "INTEREST") in Target immediately prior to the Effective Time will, by virtue of the Merger and without further action on the part of any Member, be converted into 1 share of fully paid and nonassessable Common Stock, par value \$1.00 per share, of Acquirer ("ACQUIRER STOCK"). At the Effective Time, the Interests held by the sole Member shall constitute 100% of the outstanding Interests in Target.

(b) Securities of Acquirer Outstanding. Immediately prior to the Effective Time, there are 500 shares of common stock of Acquirer having a par value of \$1.00 per share issued and outstanding.

(c) Issuance of Stock Certificates. The Interests are not represented by certificates. Promptly following the Effective Time, Acquirer shall issue stock certificates representing the Acquirer Stock to the holders of the Interests that were converted by virtue of the Merger.

(d) Rights to Acquire Interest. There are no existing or outstanding rights to acquire interest of Target and no existing or outstanding rights to acquire interest of shares, obligation or securities of Acquirer.

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08/27/2007 18:21 FAX 19412555483

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009/009  
07 AUG 27 AM 8:36  
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4. Governing Documents. At the Effective Time, the Articles of Incorporation of Acquirer in effect immediately prior to the Effective Time shall become the Articles of Incorporation of the Surviving Corporation and the Bylaws of Acquirer in effect immediately prior to the Effective Time shall become the Bylaws of the Surviving Corporation.

5. Directors and Officers. At the Effective Time, the directors and officers of Acquirer immediately prior to the Effective Time shall be and become the directors and officers (holding the same titles and positions) of the Surviving Corporation, and after the Effective Time shall serve in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

6. Further Assurances. After the Effective Time, Acquirer and its officers and directors may execute and deliver such deeds, assignments, assurances and other documents and do all other things necessary or desirable to vest, perfect or confirm title to Target's property or rights in Acquirer and otherwise to carry out the purposes of the Merger in the name of Target or otherwise.

7. Approval of Merger. The Merger has been approved by the holders of 100% of the outstanding Interests in Target.

8. Abandonment. At any time before the Effective Time, this Agreement may be terminated and the Merger abandoned by the Management Committee of Target or the Board of Directors of Acquirer, notwithstanding approval of this Agreement by the holders of the outstanding Interests in Target and such Management Committee and such Board of Directors.

9. Amendment. At any time before the Effective Time, this Agreement may be amended, modified or supplemented by the Manager of Target and the Board of Directors of Acquirer, notwithstanding approval of this Agreement by the holders of the outstanding Interests in Target; provided, however, that no such amendment, modification or supplement not approved by the holders of the outstanding Interests in Target may materially adversely affect the benefits intended under this Agreement for the holders of the outstanding Interests in Target.

10. Governing Law. This Agreement will be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date and year first above written.

QUALITY HOME OF FT. CHARLOTTE, INC.,  
a Florida corporation

BY:   
DEAN R. DEGROSS, Director and President

MANCHESTER ENTERPRISES, LLC,  
a Florida limited liability company

BY:   
DEAN R. DEGROSS, Manager

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