

10-JUL-12

12:16PM

FROM: Gary, Dytrych & Ryan, P.A.

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Dexter Realty, Inc.

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Merge

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dexter Realty, 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:

Alys Nagler Daniels, Esq.

Contact Person

Gary, Dytrych & Ryan, P.A.

Firm/Company

701 U.S. Hwy. One, Ste. 402

Address

N. Palm Beach, FL 33408

City/State and Zip Code

jcb@jcbills.com

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

For further information concerning this matter, please call:

Alys Nagler Daniels, Esq.

Name of Contact Person

At (561)

844-3700

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>Dexter Realty, Inc.</u>	<u>Florida</u>	<u>P93000035416</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Dexter Resales Realty, Inc.</u>	<u>Florida</u>	<u>P95000012950</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 June 30, 2010

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 June 30, 2010

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)

SECRETARY OF STATE
 10 JUL 12 PM 3:58
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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Dexter Resales Realty, Inc.

John Clark Bills, President

Dexter Realty, Inc.

John Clark Bills, President

PLAN OF MERGER
(Merger of subsidiary corporations)

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.

Section 1. Parent and Subsidiaries. The name and jurisdiction of the parent corporation owning 100% of the outstanding shares of each class of the below described subsidiary corporations is:

<u>Name</u>	<u>Jurisdiction</u>
Dexter Development Company	Florida

The name and jurisdiction of each subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Dexter Realty, Inc.	Florida

Dexter Resales Realty, Inc.	Florida
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Section 2. Approval. The Board of Directors and Shareholders of Dexter Development Company ("Parent Company"), Dexter Realty, Inc. ("Surviving Corporation") and Dexter Resales Realty, Inc. ("Merging Corporation") deem it desirable and in the best business interests of the entities and their shareholders that Merging Corporation be merged into Surviving Corporation pursuant to the provisions of Sections 607.1104 of the Florida General Corporation Act.

Section 3. Plan and Merger. Terms and Conditions of Merger.

(a) Plan Adopted. A plan of merger of Merging Corporation and Surviving Corporation pursuant to Sections 607.1104, et seq., of the Florida Statutes, is adopted as follows:

(b) Merging Corporation shall be merged with and into Surviving Corporation, to exist and be governed by the laws of the State of Florida.

(c) The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Dexter Realty, Inc.	Florida

(d) The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Dexter Resales Realty, Inc.	Florida

(e) The manner and basis of converting the shares of the Merging Corporation into shares, obligations, or other securities of the Surviving 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 Corporation, or, in whole or in part, into cash or other property are as follows:

The issued shares of the Merging Corporation shall, upon the Effective Date of merger, be surrendered and cancelled and no new shares of ownership interest in the Surviving Corporation shall be issued due to the fact that Parent Company owns 100% of the Merging Corporation and Parent Company owns 100% of the Surviving Corporation. The total of issued shares of Surviving Corporation shall continue to represent 100% of the ownership interest in the Surviving Corporation.

(f) On the effective date of the merger, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Merging Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

(g) The Surviving Corporation will carry on business with the assets of the Merging Corporation, as well as with the assets of Surviving Corporation.

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

(i) The officers and directors of the Surviving Corporation upon the Effective Date (as defined below), shall continue to be the officers and directors of the Surviving Corporation, whom shall hold their position until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance the Bylaws of the Surviving Corporation.

(j) Effective Date. The effective date of the merger ("Effective Date") shall be the date the Articles of Merger are filed with the Secretary of State.

Section 4. Dissenting Shareholders. If applicable, shareholders of the Surviving Corporation and Merging Corporation, 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.

Section 5. Termination.

5.01 - Termination or Abandonment of Merger. This plan of merger may be abandoned by action of the Board of Directors of the Parent Company, Surviving Corporation or Merging Corporation at any time prior to the Effective Date:

Section 6. Miscellaneous.

6.01 Entire Agreement. This Agreement, together with Exhibits annexed hereto, constitutes the entire agreement and supersedes all prior agreements and understandings both written and oral, among the parties hereto with respect to the subject matter hereof, and no party shall be liable or bound to the other in any manner, except as specifically set forth herein.

6.02 Modifications. Any purported amendment, change or modification of this Agreement shall be void unless in writing and signed by all the parties hereto.

6.03 Governing Law and Venue. This Agreement shall be governed, construed and enforced in accordance with the laws of Florida. Venue shall be Palm Beach County, Florida, in connection with any litigation arising from this Agreement.

In witness whereof, each of the undersigned entities has caused this Plan of Merger to be signed in their names by their duly authorized officer as of this 30th day of June, 2010.

Surviving Corporation:
Dexter Realty, Inc., a Florida corporation

BY: 
John Clark Bills, President

Merging Corporation:
Dexter Resales Realty, Inc., a Florida corporation

BY: 
John Clark Bills, President

Parent Company:
Dexter Development Company, a Florida corporation

BY: 
John Clark Bills, President