

P9300004<sup>4</sup>569

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

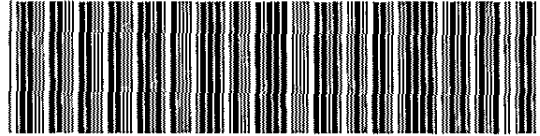
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
8/1/05

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05 JUL 29 PM 2:29

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

7/29/05  
Merger  
38



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Suite 1200  
106 East College Avenue  
Tallahassee, FL 32301  
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July 29, 2005

Annette Ramsey  
Corporate Filings  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

RE: Minto LaVogue, Inc. into Minto Communities, Inc.

Dear Ms. Ramsey,

Please find enclosed the original Articles of Merger and Agreement and Plan of Merger for the above referenced company along with one additional copy and a check for the filing fees and certified copy fee in the amount of \$78.75.

We would like to file the Articles of Merger at this time and request one certified copy. Please let me know if you require any additional information. Thank you for your assistance with this matter.

Very truly yours,



Felicia Leborgne Nowels

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 607.1108, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction of organization, and entity type of the merging entity is as follows:

**MINTO LAVOGUE INC.**, a Florida corporation  
Address: 4400 W. Sample Road, Suite 200  
Coconut Creek, FL 33073  
Document #: P04000145640

**SECOND:** The exact name, street address of its principal office, jurisdiction of organization, and entity type of the surviving entity is as follows:

**MINTO COMMUNITIES, INC.**, a Florida corporation  
Address: 4400 W. Sample Road, Suite 200  
Coconut Creek, FL 33073  
Document #: P93000044569

**THIRD:** The Agreement and Plan of Merger, attached hereto as Exhibit A, meets the requirements of section 607.1108, Florida Statutes, and was approved by each Minto LaVogue Inc. and Minto Communities, Inc. in accordance with Chapter 607, Florida Statutes.

**FOURTH:** The merger is permitted under the laws of the State of Florida and is not prohibited by the bylaws or articles of incorporation of Minto Communities, Inc.

**FIFTH:** The merger shall become effective as of August 1, 2005, 10:00 A.M. EST.

**SIXTH:** These Articles of Merger comply with and were executed in accordance with the laws of the State of Florida.

**SEVENTH:** Signatures for each party:

*[Signatures on next page.]*

EFFECTIVE DATE  
8/1/05  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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05 JUL 29 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MERGING ENTITY:**

**MINTO LAVOGUE INC.**

By: [Signature]  
Name: Richard J. Gordon  
Title: President

By: [Signature]  
Name: Philippe J. J. J. J.  
Title: Senior Vice President

**SURVIVING ENTITY:**

**MINTO COMMUNITIES, INC.**

By: [Signature]  
Name: Richard J. Gordon  
Title: President

By: [Signature]  
Name: Philippe J. J. J. J.  
Title: Senior Vice President

STEPS 18, 19, 23

**Exhibit A**  
**Agreement and Plan of Merger**

## **AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (this "Plan") has been adopted as of the 29 day of July, 2005 by **MINTO COMMUNITIES, INC.**, a Florida corporation ("MCI") and **MINTO LAVOGUE INC.**, a Florida corporation ("CORPORATION").

### **RECITALS**

The Board of Directors and the sole shareholder of MCI and the Board of Directors and sole shareholder of CORPORATION have determined that it is advisable and in the best interest of each of MCI and CORPORATION that CORPORATION be merged with and into MCI on the terms and subject to the conditions set forth herein (the "Merger").

### **ARTICLE I**

#### **The Merger**

On the Effective Date (as defined in Article V hereof), CORPORATION shall merge with and into MCI in accordance with the Florida Business Corporation Act and the separate existence of CORPORATION shall cease and MCI shall thereafter continue as the surviving corporation (the "Surviving Entity") under the laws of the State of Florida.

### **ARTICLE II**

#### **The Surviving Entity**

On the Effective Date, the Articles of Incorporation of MCI, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Entity.

On the Effective Date, the bylaws of MCI, as in effect immediately prior to the Effective Date, shall be the bylaws of the Surviving Entity, until thereafter altered, amended or repealed.

On the Effective Date, the officers of MCI shall be the officers of the Surviving Entity until their successors are elected and qualified, and management of the Surviving Entity shall continue to be vested in its Board of Directors and officers.

### **ARTICLE III**

#### **Manner and Basis of Converting Shares**

On the Effective Date, each issued and outstanding share of common stock, par value \$1.00 per share, of CORPORATION, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

#### ARTICLE IV

##### Effect of Merger

On the Effective Date, all property, rights, privileges, powers and franchises of CORPORATION shall vest in the Surviving Entity, and all liabilities and obligations of CORPORATION shall become liabilities and obligations of the Surviving Entity.

#### ARTICLE V

##### Effective Date

As used in this Agreement, the term "Effective Date" shall mean August 1, 2005, 10:00 A.M. EST.

#### ARTICLE VI

##### Amendment, Modification and Termination; Counterparts

The sole shareholder of MCI, the Board of Directors of MCI, the sole shareholder of CORPORATION and/or the Board of Directors of CORPORATION may amend, terminate and/or abandon the Merger at any time prior to the Effective Date. This Plan may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were on the same instrument.

#### ARTICLE VII

##### Management

The Surviving Entity is managed by its Board of Directors. The names and addresses of each Director on the Board of Directors are:

Michael Greenberg	4400 W. Sample Rd., Ste. 200, Coconut Creek, FL 33073
Philippe Joannis	4400 W. Sample Rd., Ste. 200, Coconut Creek, FL 33073
Roger Greenberg	4400 W. Sample Rd., Ste. 200, Coconut Creek, FL 33073

*[Signatures on next page.]*

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger on the date first set forth above.

MCI:

MINTO COMMUNITIES, INC.

By: [Signature]  
Name: Michael J. Gendry  
Title: President

By: [Signature]  
Name: Philippe Tarnisse  
Title: Senior Vice President

CORPORATION:

MINTO LAVOUGE INC.

By: [Signature]  
Name: Michael J. Gendry  
Title: President

By: [Signature]  
Name: Philippe Tarnisse  
Title: Senior Vice President