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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE  
TOLL FL GP CORP.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## 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)
Toll FL GP Corp.	Florida	P94000082800

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Toll FL GP II Corp.	Florida	P07000092456

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 October 27, 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 October 27, 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)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

**Toll FL GP Corp.**

**Mark J. Wernhauer, Vice President**

**Toll FL GP II Corp.**

**Mark J. Warshawer, Vice President**

## **PLAN AND AGREEMENT OF MERGER**

**THIS PLAN AND AGREEMENT OF MERGER** is dated the 27<sup>th</sup> day of October, 2011 by and among Toll FL GP Corp., a Florida corporation (the "Survivor"), and Toll FL GP II Corp., a Florida corporation (the "Merging Corporation"). The Survivor and the Merging Corporation are sometimes collectively referred to herein as the "Constituent Entities".

### **Background of Agreement**

The Survivor is a corporation organized under the laws of the State of Florida by its Articles of Incorporation, which were filed on November 10, 1994.

The Merging Corporation is a corporation organized under the laws of the State of Florida by its Articles of Incorporation, which were filed on August 16, 2007.

The shareholders of each of the Constituent Entities have resolved that a merger of the Merging Corporation into the Survivor in the manner and upon the terms and conditions hereinafter set forth is in the best interests of each of the parties hereto.

NOW THEREFORE, the parties hereto, intending to be legally bound hereby and in consideration of the mutual covenants herein contained, agree as follows:

#### **1. MERGER**

The Survivor and the Merging Corporation shall be merged into a single corporation in accordance with the applicable provisions of the Florida Business Corporation Act by the Merging Corporation merging into the Survivor. The separate existence of the Merging Corporation shall cease upon the "Effective Date" (as hereinafter defined) of the merger, the shares of the Merging Corporation shall be cancelled and the Survivor shall thereafter possess all rights, privileges, immunities, powers, licenses, permits and franchises, both of a public and private nature, all of the property (real, personal, and fixed), all debts due on any account, and all stock subscriptions and other choses in action belonging to or inuring to the Merging Corporation. Each and every asset of the Merging Corporation as of the Effective Date shall be vested, or continue to be vested, in the Survivor without further act or deed. The title to any property (real, personal or fixed) vested in the Merging Corporation, whether by deed or otherwise, shall not revert or be in any way impaired by reason hereof. All of the rights of creditors and all liens upon the respective properties of the Merging Corporation shall be preserved unimpaired and the Merging Corporation shall be deemed to continue in existence to preserve the same. All debts, liabilities, restrictions and duties of the Merging Corporation shall attach to the Survivor and be enforced against it to the same extent as if they had been incurred or contracted by it.

#### **2. CHARTER, BYLAWS AND SHAREHOLDERS**

2.1 The Charter and the Bylaws of the Survivor shall continue in full force and effect unless and until subsequently amended.

(PL Merger - Corps.)

2.2 The shareholders of the Survivor on the Effective Date of the merger shall continue as the shareholders of the Survivor, and the percentage interests of the shareholders shall remain unchanged.

### 3. MERGER PROCEDURE

3.1 Approval of Plan and Agreement of Merger. The Plan and Agreement of Merger shall be submitted to the shareholders of the Constituent Entities for their approval.

3.2 Filing. Forthwith upon the approval by the shareholders of the Constituent Entities to the merger as provided in Section 3.1 hereof, if the Plan and Agreement of Merger has not then been terminated pursuant to Section 5 hereof, there shall be filed Articles of Merger with the Florida Department of State duly executed by the officers of the Constituent Entities.

3.3 Effective Date. The merger provided herein shall become effective upon the filing of the Articles of Merger with the Florida Department of State (herein called the "Effective Date").

### 4. ADDITIONAL DOCUMENTS

The Merging Corporation hereby agrees, from time to time and at any time, before or after the Effective Date, as and when requested by the Survivor or its successors or assigns, to execute and deliver, or cause to be executed and delivered, all such deeds, instruments and other documents, and to take or cause to be taken all such further acts, as the Survivor may deem necessary or desirable to vest in and to confirm to the Survivor title to and possession of any property of the Merging Corporation acquired or to be acquired or adopted by reason of, or as a result of, the merger provided for herein, and otherwise to carry out the intent and purposes hereof.

### 5. TERMINATION

This Plan and Agreement of Merger and the merger provided for herein may be terminated and abandoned at any time prior to the Effective Date by the consent of the directors and the shareholders of the Constituent Entities.

[SIGNATURES ON THE FOLLOWING PAGE]

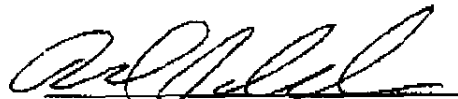
(FL Merger - Corps.)

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

**SURVIVOR:**

TOLL FL GP CORP.

By:

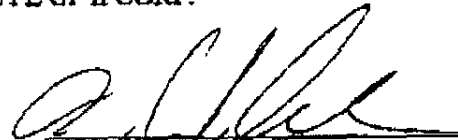


Mark J. Warshawer  
Vice President

**MERGING CORPORATION:**

TOLL FL GP II CORP.

By:



Mark J. Warshawer  
Vice President