

P95000004091

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

1311 Executive Center Drive, Ste. 200

Address

Tallahassee, FL 32301 (904) 656-8220  
City State Zip Phone

1.000001 1991 1 76  
01-17/91-01076-001  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

The Preserve At Lake Thomas, Inc

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 17 PM 1:18

☒ Profit - Articles  
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership  
☐ Reinstatement

☐ Annual Report  
☐ Resurrection

☐ Other  
☐ Change of R.A.  
☐ Fictitious Name  
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Verifier
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W.P. Verifier

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**ARTICLES OF INCORPORATION OF  
THE PRESERVE AT LAKE THOMAS, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I  
NAME

The name of the Corporation is The Preserve At Lake Thomas, Inc.

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 21305 Aaron Court, Lutz, Florida 33549 and the mailing address of the Corporation is 21305 Aaron Court, Lutz, Florida 33549.

ARTICLE III  
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV  
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, One Cent (\$.01) par value per share.

ARTICLE V  
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Michael T. Trocke	101 East Kennedy Boulevard Suite 2500 Tampa, Florida 33602

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

The Corporation shall have initially three directors to hold office until the first annual meeting of shareholders and until their successors shall have been elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either

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STATE  
SECRETARY OF CORPORATIONS  
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increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are:

<u>Name</u>	<u>Address</u>
Robert H. Pinson	21305 Aaron Court Lutz, Florida 33549
Roger D. Copenhaver	18754 Wimbledon Circle Lutz, Florida 33549

ARTICLE VII  
INCORPORATOR

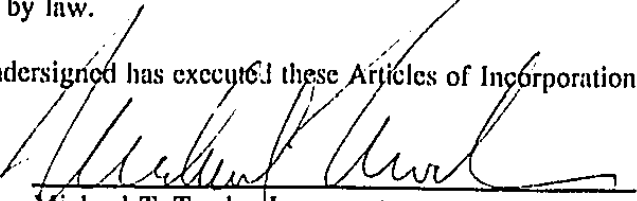
The name and address of the person signing these Articles as Incorporator are:

<u>Name</u>	<u>Address</u>
Michael T. Trocke	101 East Kennedy Boulevard, Suite 2500 Tampa, Florida 33602

ARTICLE VIII  
INDEMNIFICATION

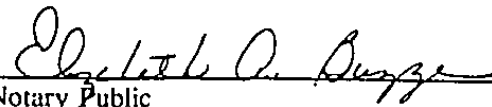
The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of January, 1995.

  
Michael T. Trocke, Incorporator

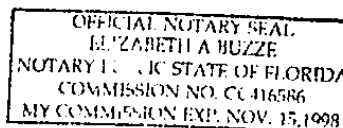
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 16th day of January, 1995, by Michael T. Trocke, an individual who is personally known to me and did not take an oath.

  
Notary Public

Print Name: Elizabeth A. Bozze

My Commission Expires:



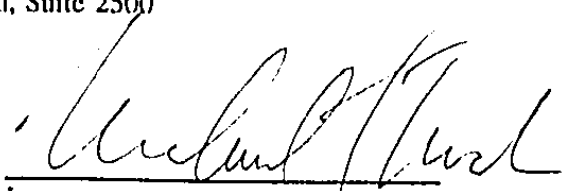
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is The Preserve At Lake Thomas, Inc.
2. The name and address of the registered agent and office is:

Michael T. Trocke  
101 East Kennedy Boulevard, Suite 2500  
Tampa, Florida 33602

SIGNATURE:  
TITLE:

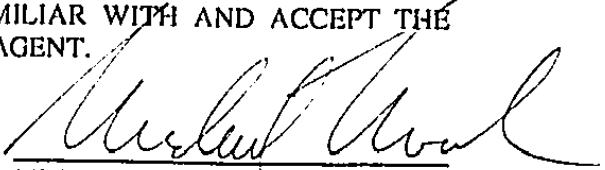
  
Incorporator

DATE:

1-16-95

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:

  
Michael T. Trocke

DATE:

1-14-95

CONTACT

**P95000004A91**  
**RUSH**

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES

(Requestor's Name)

526 EAST PARK AVENUE SUITE 200

(Address)

TALLAHASSEE FL 32301

(904) 681-6528

(City, State, Zip)

(Phone #)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

300002127403--7  
-03/28/97--01098--003  
\*\*\*\*157.50 \*\*\*\*157.50

1 The Preserve at Lake Thomas II, Inc., and The Preserve at  
(Corporation Name) (Document #)

2 Lake Thomas III, Inc into The Preserve at Lake Thomas Inc  
(Corporation Name) (Document #)

3 \_\_\_\_\_  
(Corporation Name) (Document #)

4 \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk In

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☐ Certificate of Status

☐ Will Wait

☐ Certificate of Good Standing

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☐ ARTICLES ONLY

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

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97 MAR 21 PM 3:50  
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TALLAHASSEE FLORIDA  
RECEIVED  
97 MAR 20 PM 3:05  
DIVISION OF CORPORATIONS

3/21  
JON  
Morgan  
CC

P95000004091

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

THE PRESERVE AT LAKE THOMAS II, INC., a Florida corporation,  
P95000024275

THE PRESERVE AT LAKE THOMAS III, INC., a Florida corporation,  
P95000089597

INTO

THE PRESERVE AT LAKE THOMAS, INC., a Florida corporation,  
P95000004091

File date: March 21, 1997

Corporate Specialist: Joy Moon-French



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 20, 1997

UCC FILING & SEARCH SERVICES

TALLAHASSEE, FL

SUBJECT: THE PRESERVE AT LAKE THOMAS, INC.  
Ref. Number: P95000004091

*Corrected  
3-21-97*

We have received your document for THE PRESERVE AT LAKE THOMAS, INC. and check(s) totaling \$157.50. However, your check(s) and document are being returned for the following:

The last sentence of the paragraph titled "First" appear incomplete -- please correct your document accordingly.

The document must include original signatures.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 097A00014250

*Corrected  
3/21/97*

**NEED TODAY**

**RECEIVED  
97 MAR 21 PM 3:05  
DIVISION OF CORPORATIONS**

ARTICLES OF MERGER

OF

THE PRESERVE AT LAKE THOMAS II, INC.,  
a Florida corporation, and  
THE PRESERVE AT LAKE THOMAS III, INC.,  
a Florida corporation

INTO

THE PRESERVE AT LAKE THOMAS, INC.,  
a Florida corporation

The undersigned Florida domestic corporations, pursuant to Sections 607.1101 and 607.1105 of the Florida Business Corporation Act (the "FBCA") hereby execute the following Articles of Merger:

**FIRST:** The names of the corporations proposing to merge are The Preserve at Lake Thomas II, Inc. and The Preserve at Lake Thomas III, Inc. (the "Merger Corporations") and The Preserve at Lake Thomas, Inc. (the "Surviving Entity").

**SECOND:** The effective date and time of the merger shall be the date of filing these Articles of Merger with the Florida Secretary of State.

**THIRD:** The Agreement and Plan of Merger was adopted by the Board of Directors and the shareholders of the Surviving Entity and the Merger Corporations on March 17, 1997. The Agreement and Plan of Merger is attached hereto as Exhibit "A".

Signed this 19th day of March, 1997.

THE PRESERVE AT LAKE THOMAS II, INC.

By Roger D. Copenhaver  
Roger D. Copenhaver, President

THE PRESERVE AT LAKE THOMAS III,  
INC.

By Roger D. Copenhaver  
Roger D. Copenhaver, President

THE PRESERVE AT LAKE THOMAS, INC.

By Roger D. Copenhaver  
Roger D. Copenhaver, President



## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement") is made and entered into as of March 17, 1997 by and among THE PRESERVE AT LAKE THOMAS II, INC., a Florida corporation, and THE PRESERVE AT LAKE THOMAS III, INC., a Florida corporation (the "Merger Corporations") and THE PRESERVE AT LAKE THOMAS, INC., a Florida corporation (the "Surviving Corporation"). In consideration of the covenants and conditions contained herein and for other good and valuable consideration, the parties, intending to be legally bound, agree as follows:

1. Background and Purpose. The Surviving Corporation and the Merger Corporations have determined that it is in the corporations' best interest and the best interest of their shareholders to merge the Merger Corporations with and into the Surviving Corporation.

2. The Merger. Upon the terms and subject to the satisfaction of the conditions precedent contained in this Agreement, at the Effective Time (as defined below) the Merger Corporations shall be merged (the "Merger") with and into the Surviving Corporation pursuant to the provisions of Section 607.1101 of the Florida Business Corporation Act, as amended (the "FBCA"). The Merger shall be pursuant to Section 368 (a)(1)(A) of the Internal Revenue Code of 1986, as amended, entitled "Statutory Merger or Consolidation" so that no gain or loss will be recognized by the constituent corporation for federal income tax purposes. Upon the Merger, the Surviving Corporation's corporate existence shall continue unaffected by the Merger and the corporate existence of the Merger Corporations shall cease and thereupon the Merger Corporations and the Surviving Corporation shall become a single corporation.

3. Conversion of Shares. At the Effective Time (as hereinafter defined), the rights of the shareholders of the constituent corporations and the conversion of their shares shall be as follows:

- a. The 785 outstanding common shares, with par value of \$.01 per share, of The Preserve at Lake Thomas II, Inc. shall be cancelled and extinguished.
- b. The 100 outstanding common shares, with par value of \$.01 per share, of The Preserve at Lake Thomas III, Inc. shall be cancelled and extinguished.
- b. The 785 outstanding common shares, with par value of \$.01 per share, of the Surviving Corporation shall remain issued and outstanding.



4. Name. The name of the Surviving Corporation shall be "The Preserve at Lake Thomas, Inc."

5. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation in effect at and as of the Effective Time will remain the Articles of Incorporation of the Surviving Corporation without any modification or amendment in the Merger.

6. By-laws. At the Effective Time, the By-laws of the Surviving Corporation shall remain the Bylaws of the Surviving Corporation.

7. Authorized Shares. The Surviving Corporation shall be authorized to issue up to 10,000 shares of voting, common stock with par value of \$.01 per share.

8. Directors. On and after the Effective Time, the Directors of the Surviving Corporation shall be Robert H. Pinson and Roger D. Copenhaver who shall hold office until the next annual meeting of the shareholders of the Surviving Corporation and until their successors are elected or until their earlier resignation, removal from office or death.

9. Corporate Officers. On and after the Effective Time the corporate officers of the Surviving Corporation shall be as follows:

President	- Roger D. Copenhaver
Vice President	- Robert H. Pinson
Treasurer	- Roger D. Copenhaver
Secretary	- Roger D. Copenhaver

These officers shall hold office until the next annual meeting of the directors of the Surviving Corporation and until their successors are elected or until their earlier resignation, removal from office or death.

10. Submission to Stockholders. This Agreement shall be submitted for adoption and approval by the shareholder and directors of the Merger Corporations and the directors of the Surviving Corporation in conformity with the laws of the state of Florida. Upon the adoption and approval of this Agreement by the constituent corporations, the Agreement shall be signed by the duly authorized officers of each of the constituent corporations.

11. Articles of Merger. Following the approval and execution of this Agreement, Articles of Merger shall be executed by the officers of the Surviving Corporation and the Merger Corporations and shall be filed with the Office of the

Secretary of State of Florida in the manner required by Section 607.1105 of the FBCA.

12. Effective Time. Unless state law dictates otherwise, the effective time of the Merger (the "Effective Time") contemplated by this Agreement shall be such time as the Articles of Merger is deemed to be effective under state law in Florida.

13. Binding Effect. This Agreement shall be binding upon and inure to the benefit to the parties hereto and their respective successors and assigns.

14. Amendments. No amendment or variation of the terms and conditions of this Agreement shall be valid unless the same is in writing and signed by all of the parties to this Agreement.

15. Headings. The section headings contained herein are for convenience only and shall not in any way affect the interpretation or enforceability of any provision of this Agreement.

16. Governing Law. This Agreement shall be construed and enforced pursuant to the laws of the State of Florida.

17. Entire Agreement. This Agreement contains the entire agreement between the parties hereto with respect to the transactions contemplated in this Agreement.

IN WITNESS WHEREOF, the duly authorized officers of the parties to this Agreement have executed this Agreement as of the date indicated above.

THE PRESERVE AT LAKE THOMAS II, INC.

By Roger D. Copenhagen  
Roger D. Copenhagen, President

THE PRESERVE AT LAKE THOMAS III, INC.

By Roger D. Copenhagen  
Roger D. Copenhagen, President

THE PRESERVE AT LAKE THOMAS, INC.

By Roger D. Copenhagen  
Roger D. Copenhagen, President