

CONTACT:

P95000004A9  
RUSH

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UCC FILING & SEARCH SERVICES

(Requestor's Name)

526 EAST PARK AVENUE SUITE 200

(Address)

TALLAHASSEE FL 32301

(904) 681-6528

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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 #)

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☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

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

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

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

FILED  
97 MAR 21 PM 3:50  
RECEIVED  
97 MAR 20 PM 2:05  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

3/21  
JON  
F. MORGAN  
CC

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UCC SERVICES

Examiner's Initials

P95000004091

ARTICLES OF MERGER  
Merger Sheet

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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 19<sup>th</sup> day of March, 1997.

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

FILED

97 MAR 21 PM 3:50

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## 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. 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