

P95000010535

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

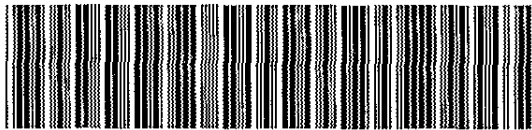
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

RECEIVED
03 FEB 27 PM 2:06
DIVISION OF CORPORATION



100013020241

Morgan

EFFECTIVE DATE
2/28/03

02/27/03--01041 -022 **227.50

FILED
03 FEB 27 PM 3:05
TALLAHASSEE, FLORIDA

For
2/28/03

ARTICLES OF MERGER
Merger Sheet

MERGING:

ADRO CONST., INC., a Florida corporation J90205

ADLER REALTY CO., a Florida corporation P95000068212

TAP ACQUISITION CO., a Florida corporation P95000018353

INTO

THE ADLER COMPANIES, INC., a Florida entity, P95000010535

File date: February 27, 2003, effective February 28, 2003

Corporate Specialist: Annette Ramsey

c/o
Kathleen Shaw Greenberg
Requester's Name
101 E. College Avenue
Address
Tallahassee, FL 425-8547
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ADRO Const., Inc; Adler Realty Co., Inc; TAP *Request was to*
(Corporation Name) (Document #) *into The Adler*
companies,
Inc
2. The Adler companies, Inc into FORTSA Homes, Inc
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☒ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name


REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

GREENBERG
ATTORNEYS AT LAW
TRAUBIG

Memorandum

To: A. June Vickers
From: David A. Barkus 
Date: February 26, 2003
Re: Technical Olympic USA, Inc. – Tallahassee Filings

Pursuant to my e-mail to you of yesterday, enclosed please find the following documents to be filed, in the sequence listed below, with the Florida Department of State tomorrow, February 27th:

1. **FIRST FILING:** Articles of Merger of ADRO Const., Inc., Adler Realty Co., Inc., TAP Acquisition Co. into The Adler Companies, Inc.
2. **SECOND FILING:** Articles of Merger of The Adler Companies, Inc. into TOUSA Homes, Inc.

Also enclosed is GT's check no. 023436 payable to the Department of State in the amount of \$227.50 to cover filing fees and the cost of certified copies.

Please do not hesitate to call me (305-579-0724) if you have any questions with regard to the foregoing.

Thank you for your assistance in this matter. It is greatly appreciated.

Encs.

EFFECTIVE DATE
2/28/03

ARTICLES OF MERGER
OF

FILED

ADRO CONST., INC., a Florida corporation
ADLER REALTY CO., a Florida corporation
TAP ACQUISITION CO., a Florida corporation
INTO
THE ADLER COMPANIES, INC., a Florida corporation

03 FEB 27 PM 3:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §§607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"), ADRO Const., Inc., Adler Realty Co., TAP Acquisition Co., each a Florida corporation (together the "Subsidiaries") and The Adler Companies, Inc., a Florida corporation (the "Survivor") adopt the following Articles of Merger for the purpose of merging the Subsidiaries with and into the Survivor. All of the outstanding shares of capital stock of the Subsidiaries are held by the Survivor.

FIRST: The Plan of Merger is attached hereto as Exhibit A.

SECOND: The Plan of Merger was adopted by the board of directors of the Survivor by unanimous written consent in accordance with the provisions of Section 607.1104 of the Act as of February 28, 2003. Pursuant to §607.1104 of the Act shareholder approval was not required.

THIRD: These Articles of Merger shall be effective as of February 28, 2003.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 25 day of February, 2003.

ADRO CONST., INC., a Florida corporation
ADLER REALTY CO., a Florida corporation
TAP ACQUISITION CO., a Florida corporation

By: 

Name: Tommy L. McAden
Title: President

THE ADLER COMPANIES, INC., a Florida corporation

By: 

Name: Tommy L. McAden
Title: President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated February 25, 2003, among ADRO Const., Inc., Adler Realty Co., TAP Acquisition Co., each a Florida corporation (together, the "Subsidiaries"), and The Adler Companies, Inc., a Florida corporation ("Surviving Corporation" and together with the Subsidiaries, the "Constituent Corporations").

WHEREAS, all of the outstanding shares of capital stock of the Subsidiaries are held by the Surviving Corporation;

WHEREAS, the board of directors of Surviving Corporation has determined that it is advisable and in the best interests of the Subsidiaries, Surviving Corporation and the shareholder of Surviving Corporation that the Subsidiaries be merged into Surviving Corporation, with Surviving Corporation being the surviving corporation, on the terms and conditions set forth in this Plan (the "Merger"); and

NOW THEREFORE BE IT RESOLVED, that in accordance with the applicable statutes of the State of Florida, the Subsidiaries shall be merged with and into Surviving Corporation, with Surviving Corporation being the surviving corporation, and that the terms and conditions of the Merger and the mode of carrying into effect the Merger shall be as follows:

1. **The Merger.** Upon the terms and conditions hereinafter set forth and in accordance with the Florida Business Corporation Act, at the Effective Time, the Subsidiaries shall be merged with and into Surviving Corporation and thereupon the separate existence of the Subsidiaries shall cease, and Surviving Corporation, as the surviving corporation, shall continue to exist under and be governed by the Florida Business Corporation Act.

2. **Filing.** The Subsidiaries and Surviving Corporation will cause Articles of Merger, in compliance with the provisions of applicable law to be executed and filed with the Secretary of State of the State of Florida, in the form attached as Exhibit A hereto (the "Articles of Merger").

3. **Effective Date and Time of Merger.** The Merger shall become effective on February 28, 2003 (such time is referred to as the "Effective Time").

4. **Articles of Incorporation and Bylaws.** Upon the effectiveness of the Merger, the Articles of Incorporation of Surviving Corporation shall be the Articles of Incorporation of the surviving corporation. The Bylaws of Surviving Corporation shall be the Bylaws of the surviving corporation.

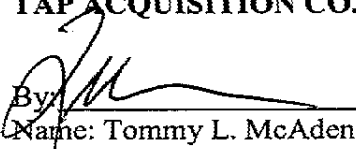
5. **Directors and Officers.** The directors and officers of Surviving Corporation at the Effective Time shall remain the directors and officers of the surviving corporation; in each case, such directors and officers to serve until their successors have been duly elected and qualified in accordance with the Articles of Incorporation and Bylaws of Surviving Corporation.

6. **Conversion of Shares.** Upon the Effective Time, by virtue of the Merger and without any action on the part of Surviving Corporation or any Subsidiary (i) each share of common stock of the Subsidiaries outstanding at the Effective Time shall be cancelled and no consideration shall be delivered in exchange therefor, and (ii) each share of Surviving Corporation common stock outstanding at the Effective Time shall remain outstanding.

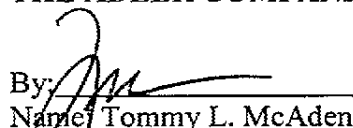
7. **Effect of Merger.** Upon the Effective Time, Surviving Corporation shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of each of the Constituent Corporations, and all obligations belonging to or due to the Constituent Corporations, all of which shall be vested in Surviving Corporation without further act or deed. Surviving Corporation shall be liable for all the obligations of the Constituent Corporations; any claim existing, or action or proceeding pending, by or against the Constituent Corporations, may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or Surviving Corporation may be substituted in its place; and all the rights of creditors of the Constituent Corporations shall be preserved unimpaired.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Plan of Merger to be signed in its corporate name and on its behalf by an authorized officer, on this 25 day of February 2003.

ADRO CONST., INC., a Florida corporation
ADLER REALTY CO., a Florida corporation
TAP ACQUISITION CO., a Florida corporation

By: 
Name: Tommy L. McAden
Title: President

THE ADLER COMPANIES, INC., a Florida corporation

By: 
Name: Tommy L. McAden
Title: President

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