

P95000029046

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

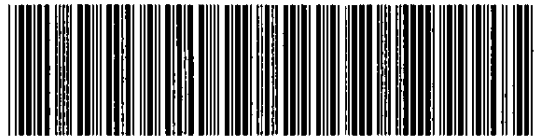
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

*Special Instructions to Filing Officer:

Office Use Only



300146410513

300146410513
03/23/09--01020--019 **280.00

04/02/09--01038--011 **80.00

FILED
09 APR -2 PM 4:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 24, 2009

MELANIE A. MCGAHEE, ESQ.
MCGAHEE & PEREZ, PL
417 WEST SUGARLAND HWY
CLEWISTON, FL 33440

SUBJECT: HATFIELD HOMES, INC.
Ref. Number: W09000013870

We have received your document for HATFIELD HOMES, INC. and your check(s) totaling \$280.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Because Chapters 607, 608, and 620, Florida Statutes, require the certificate of conversion and the documentation forming the resulting Florida business entity be filed simultaneously, the enclosed certificate of conversion cannot be filed. Our records reflect the documentation forming the resulting Florida business entity was previously filed with this office. Therefore, we are enclosing the form and instructions for filing a merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Regulatory Specialist II

Letter Number: 109A00009966

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Hatfield Homes, Inc.

(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Melanie A. McGahee, Esq.

(Contact Person)

McGahee & Perez, PL

(Firm/Company)

417 West Sugarland Hwy.

(Address)

Clewiston, FL 33440

(City, State and Zip Code)

For further information concerning this matter, please call:

Melanie A. McGahee, Esq. at (863) 983-1677

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

** Please provide 10 certified copies.*

Filing Fee: 60.00
Certified Copies: 300.00
\$360.00
Prv. Paid - 280.00
Enclosed \$80.00

FILED

09 APR -2 PM 4: 30

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Central Home Sales, LLC	Florida <u>LD7-47913</u>	Limited Liability Company
Hatfield Homes, Inc.	Florida	For Profit Corporation
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Hatfield Homes, Inc.	Florida <u>P95-29046</u>	For Profit Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:



a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Central Home Sales, LLC		Dwight C. Hatfield
Hatfield Homes, Inc.		Dwight C. Hatfield

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees:

For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

Certified Copy (optional): \$30.00

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Central Home Sales, LLC	Florida	Limited Liability Company
Hatfield Homes, Inc.	Florida	For Profit Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Hatfield Homes, Inc.	Florida	For Profit Corporation

THIRD: The terms and conditions of the merger are as follows:

Upon the effective date, Central Home Sales, LLC shall be merged with and into Hatfield Homes, Inc.
and the separate existence of Central Home Sales, LLC shall cease. Hatfield Homes, Inc.
(the Surviving Corporation) shall continue its existence under, and shall be governed by the laws of
the State of Florida and the directors and officers of Hatfield Homes, Inc. shall continue as the
directors and officers of the Surviving Corporation. The address of the principal office of the Surviving
Corporation in Florida is: 2180 W. Highway 27, Clewiston, Florida 33440. The Certificate
of Incorporation of Hatfield Homes, Inc. shall be the Certificate of Incorporation of the Surviving
Corporation.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Each issued and outstanding share of Hatfield Homes, Inc. common stock, par value \$1.00
per share, shall be and continue to be an issued and outstanding share of common stock, par value
\$1.00 per share, of the Surviving Corporation. Each issued and outstanding membership unit of
Central Home Sales, LLC, par value of \$1.00 per unit, shall be forthwith converted into
one fully paid and non-assessable share of authorized but previously unissued common stock,
par value \$1.00 per share, of the Surviving Corporation.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Each right to acquire the interests, shares, obligations or other securities of Hatfield
Homes, Inc. if any, shall continue pursuant to the Bylaws of Hatfield Homes, Inc. Each right
to acquire the interests, units, obligations or other securities of Central Home Sales, LLC
shall be converted into a similar right (equal in value) to acquire a similar interest, share,
obligation, or other security of Hatfield Homes, Inc.

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

09 APR -2 PM 4:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED