

RICHARD C. JANS, P.A.  
380 WEST ALBION STREET  
P.O. BOX 1070  
TALLAHASSEE, FLORIDA 32314  
(352) 742-1060  
FAX (352) 742-1060

996000030819

FILED

96 APR -3 AM 11:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 2, 1996

EFFECTIVE DATE  
4-1-96

VIA UPS NEXT DAY DELIVERY

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32314

300001758373  
-04/03/96--01093--002  
\*\*\*\*122.50 \*\*\*\*122.50

Re: **Development Corporation of RC, Inc.**

Gentlemen:

Enclosed is our firm's check in the amount of \$122.50, to cover the following fees of your office.

Filing Fee	\$35.00
Certified Copy of Articles	52.50
Registered Agent Designation	35.00

Enclosed are an executed original and one copy of the Articles of Incorporation of this proposed corporation, with executed registered agent form. Please file stamp the Articles of Incorporation, certify the same and return the certified copy of the Articles of Incorporation to our office.

Thank you for your attention to this matter.

Very truly yours,

Richard C. Jans

RCJ:smd  
Enclosures

cc: Roy Trantham

4-9-96  
TD

**ARTICLES OF INCORPORATION**

**OF**

**DEVELOPMENT CORPORATION OF RC, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of this corporation is Development Corporation of RC, Inc.

**ARTICLE II. PRINCIPLE OFFICE OR MAILING  
ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is: 4812 SW 61st Drive,  
Palm City, Florida 34990.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have  
outstanding at any one time is:

10,000 shares of common stock all of one class, having a nominal or  
par value of ONE DOLLAR (\$1.00) per share.

**ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 380 West  
Alfred Street, Tavares, Florida 32778, and the name of the initial registered agent of this  
corporation at that address is Richard C. Jans.

**ARTICLES V. INCORPORATOR**

The name and address of the incorporator is Richard C. Jans, 380 West Alfred  
Street, Tavares, Florida 32778.

FILED  
MAR 22 1982  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
4-1-82

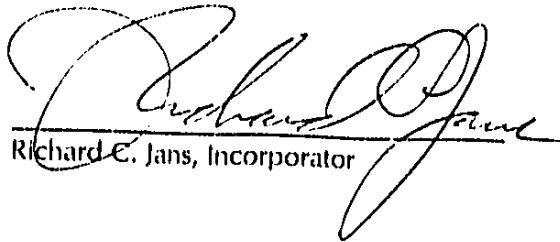
#### ARTICLE VI. INDEMNIFICATION

The corporation shall indemnify any person to the fullest extent permitted by the Florida Business Corporation Act.

#### ARTICLE VII. EFFECTIVE DATE

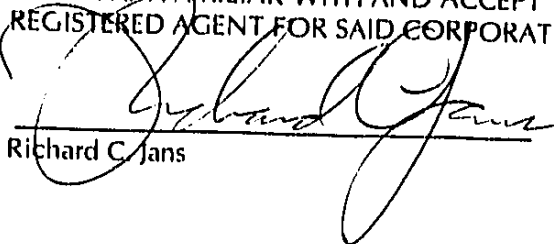
The effective date of the corporation's existence shall be April 1, 1996.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of April, 1996.

  
Richard C. Jans, Incorporator

#### ACCEPTANCE BY REGISTERED AGENT:

I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

  
Richard C. Jans

FILED  
96 APR -3 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**P96 0000 30819**  
RICHARD C. JANS, P.A.  
380 WEST ALFRED STREET  
P.O. Box 1070  
TALLAHASSEE, FLORIDA 32314-1070  
(904) 742-1060  
FAX (904) 742-1060

**FILED**

96 MAY 24 AM 10:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 22, 1996

via UPS Next Day

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32314

000001856060  
-06/07796--01074--015  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: Articles of Merger

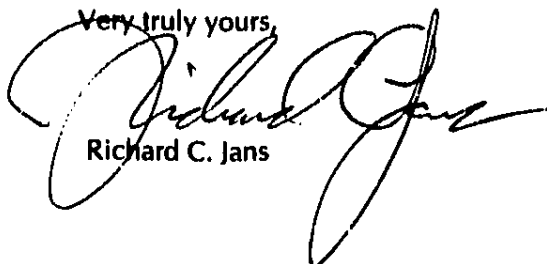
Gentlemen:

Enclosed is our firm's check in the amount of \$87.50 to cover the following fees of your office:

Filing fee	35.00
Certified copy of Articles of Merger	52.50

Enclosed are an executed original and one copy of the Articles of Merger of RC Development Inc., a US Virgin Islands corporation, and Development Corporation of RC, Inc., a Florida corporation. Please file stamp the Articles of Merger and return a certified copy to our office. Thank you for your attention to this matter.

Very truly yours,

  
Richard C. Jans

RCJ/smd  
cc: Roy M. Trantham

N. HENDRICKS JUN - 3 1996

DIVISION OF CORPORATIONS

96 MAY 24 AM 10:47

RECEIVED

*merger*

**ARTICLES OF MERGER**  
**Merger Sheet**

.....  
**MERGING:**

**RC DEVELOPMENT INC., A NON QUALIFIED VIRGIN ISLANDS  
CORPORATION.**

**INTO**

**DEVELOPMENT CORPORATION OF RC, INC., a Florida corporation,**  
**P96000030819**

**File date: May 24, 1996**

**Corporate Specialist: Nancy Hendricks**

FILED

ARTICLES OF MERGER

96 MAY 24 AM 10:54

Pursuant to the provisions of Section 607.1105 of the Florida Statutes and Sections 251 and 252, Title 13, of the U.S. Virgin Islands Code, Development Corporation of RC, Inc., a Florida corporation, and RC Development, Inc., a U.S. Virgin Islands corporation, have adopted a Plan of Merger.

1. The Plan of Merger is attached hereto as Exhibit A and incorporated herein by this reference.

2. The effective date of the merger of RC Development Inc. into Development Corporation of RC, Inc. is the date of filing of these Articles of Merger in the office of the Secretary of State of Florida or in the office of the Lieutenant Governor of the U.S. Virgin Islands, whichever is later.

3. Development Corporation of RC, Inc. and RC Development Inc. each approved the Plan of Merger on May 1, 1996, by a vote of the shareholders as required by Section 607.1103 of the Florida Statutes and Title 13, Section 251 of the U.S. Virgin Islands Code.

Development Corporation of RC, Inc.

BY: 

Roy M. Trantham, President

Attest: 

Lucia C.M. Trantham, Secretary

(Corporate Seal)

RC Development Inc.

By: 

Roy M. Trantham, President

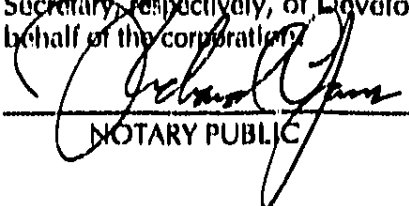
Attest: 

Lucia C.M. Trantham, Secretary

(Corporate Seal)

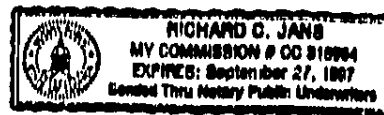
State of Florida  
County of Lake

The foregoing instrument was acknowledged before me this 1st day of May, 1996, by Roy M. Trantham and Lucia C.M. Trantham, known to me to be the President and Secretary, respectively, of Development Corporation of RC, Inc., a Florida corporation, on behalf of the corporation.

  
\_\_\_\_\_  
NOTARY PUBLIC

[NOTARY SEAL]

\_\_\_\_\_  
Print Name of Notary Public



\_\_\_\_\_  
Commission expires

Personally Known ☒

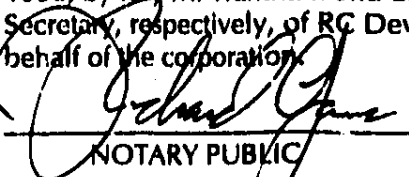
or

Produced Identification \_\_\_\_\_

Type of Identification Produced: \_\_\_\_\_

State of Florida  
County of Lake

The foregoing instrument was acknowledge before me this 1st day of May, 1996, by Roy M. Trantham and Lucia C.M. Trantham, known to me to be the President and Secretary, respectively, of RC Development Inc., a U.S. Virgin Islands corporation, on behalf of the corporation.

  
\_\_\_\_\_  
NOTARY PUBLIC

[NOTARY SEAL]

\_\_\_\_\_  
Print Name of Notary Public



\_\_\_\_\_  
Commission expires

Personally Known ☒

or

Produced Identification \_\_\_\_\_

Type of Identification Produced: \_\_\_\_\_

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is dated as of May 1, 1996, between Development Corporation of RC, Inc., a Florida corporation ("DCRC"), and RC Development, Inc., a U.S. Virgin Islands corporation ("Development"). DCRC and Development are sometimes referred to herein as the "Constituent Corporations."

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable for the general welfare of its Constituent Corporation and its shareholders that the Constituent Corporations merge into a single corporation pursuant to this Agreement and applicable laws of the State of Florida and the U.S. Virgin Islands; and

WHEREAS, the Constituent Corporations desire to adopt this Agreement as a plan of reorganization and to consummate the merger in accordance with the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986;

NOW, THEREFORE, the Constituent Corporations agree that Development shall merge into and with DCRC as the surviving corporation in accordance with the applicable laws of the State of Florida and the U.S. Virgin Islands, that the name of the surviving corporation shall continue to be Development Corporation of RC, Inc. (which in its capacity as surviving corporation is hereinafter called the "Surviving Corporation"), and that the terms and conditions of the merger shall be as followed:

1. **Effective Date.** The merger provided for in this Agreement shall be effective as of the date ("the Effective Date") of the filing of the Articles of Merger with the Secretary of State of the State of Florida or the filing of the Articles of Merger with the Office of the Lieutenant Governor of the U.S. Virgin Islands, whichever is later.
2. **Articles of Incorporation.** The articles of incorporation of DCRC shall be the articles of incorporation of the Surviving Corporation from and after the effective date, subject to the right of Surviving Corporation to amend its articles of incorporation in accordance with the laws of the State of Florida.
3. **Bylaws.** The bylaws of the Surviving Corporation shall be the bylaws of DCRC in effect on the Effective Date.
4. **Manner of converting shares.** The mode of carrying the merger into effect in the manner of converting the shares of Development into the shares of the Surviving Corporation is as follows:



a. Each share of common stock of Development that is issued and outstanding on the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into one share of common stock of DCRC.

b. Each certificate evidencing ownership of shares of DCRC common stock issued and outstanding on the Effective Date shall continue to evidence ownership of the same number of shares of DCRC common stock.

As promptly as practicable after the Effective Date, each holder of an outstanding certificate or certificates thereto for representing shares of Development common stock shall surrender the same to DCRC and shall receive in exchange a certificate or certificates representing the number of full shares of DCRC common stock into which the shares of Development common stock represented by the certificate or certificates so surrendered shall have been converted. Fractional shares of DCRC common stock shall not be issued, but in lieu thereof, DCRC shall make arrangements to purchase fractional shares for cash at the value of such fractional shares as determined by reference to the conversion set forth above.

5. **Board of Directors and Officers.** Until the election and qualification of their successors, the members of the Board of Directors of the Surviving Corporation shall be the Board of Directors of DCRC in office on the Effective Date. The elected officers of the Surviving Corporation, who shall continue in office at the pleasure of the Board of Directors of the Surviving Corporation, shall be the elected officers of DCRC on the Effective Date.

6. **Effect of Merger.** On the Effective Date, the separate existence of Development shall cease (except in so far as continue by applicable law), and Development shall be merged with and into the Surviving Corporation. All of the property, real, personal and mixed, of all of the Constituent Corporations, and all debts due to the Constituent Corporations shall be transferred to and vested in the Surviving Corporation, without further act or deed. The Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of each of the Constituent Corporations and any claim or judgment against any Constituent Corporation may be enforced against the Surviving Corporation.

7. **Approval of Shareholders.** This Agreement shall be submitted to the shareholders of the Constituent Corporations as provided by applicable Florida and U.S. Virgin Islands laws.

8. **Service of Process.** As required by Section 252, Title 13, U.S. Virgin Islands Code, the Surviving Corporation hereby appoint the Lieutenant Governor of the U.S. Virgin Islands as its agent for service of process in the U.S. Virgin Islands.

9. **General Provisions.**

9.1 **Entire Agreement.** This Agreement constitutes the entire agreement between the parties and supersedes any other agreement, representations or communication, whether verbal or written, among the parties hereto relating to the transaction contemplated herein or the subject matter hereof.

9.2 **Headings.** The section and subsection headings in this Agreement are inserted for convenience only and shall not affect in any way the meaning or interpretation of this Agreement.

9.3 **Further Assurance.** At any time, and from time to time, after the Effective Date, each party shall execute such additional instruments and take such action as may be responsibly requested by the other party to confirm or perfect title to any property transferred here under or to otherwise carry out the intent and purpose of this Agreement.

9.4 **Governing Law.** Except as required by U.S. Virgin Islands law, this agreement shall be governed by, and construed in accordance with, the laws of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement effective as of the date first written above.

Development Corporation of RC, Inc.

By: 

Roy M. Trantham, President

Attest: 

Lucia C.M. Trantham, Secretary

(Corporate Seal)

RC Development Inc.

By: 

Roy M. Trantham, President

Attest: 

Lucia C.M. Trantham, Secretary

(Corporate Seal)

#### Certificate

The undersigned, as Secretary of Development Corporation of RC, Inc., hereby certifies that the above Agreement and Plan of Merger was approved by the directors and 100% of the shareholders of Development Corporation of RC, Inc. as of May 15, 1996.

By: 

Lucia C.M. Trantham, Secretary

The undersigned, as Secretary of RC Development Inc., hereby certifies that the above Agreement and Plan of Merger was approved by the directors and 100% of the shareholders of RC Development Inc. as of May 15, 1996.

By: 

Lucia C.M. Trantham, Secretary