

P96000033810

(Requestor's Name)

(Address)

(Address)

CF -10.00

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

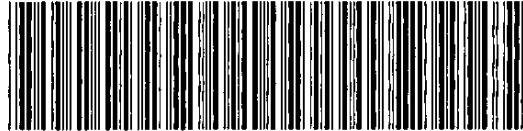
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900113262889

12/31/07--01001--003 **10.00

12/27/07--01005--008 **95.00

CORRECTION

EFFECTIVE DATE 12/31/07

B. KOHR

JAN 4 2008

EXAMINER

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2007 DEC 27 AM 10:41
07 DEC 27 PM 4:01
FILED
TO KNOWLEDGE
SUFFICIENT OF FILING
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



UCC FILING & SEARCH SERVICES, INC.
1574 Village Square Blvd Ste 100
Tallahassee, Florida 32309
(850) 681-6528

HOLD
FOR PICKUP BY
UCC SERVICES
OFFICE USE ONLY

EFFECTIVE DATE 12/31/07

December 27, 2007

CORPORATION NAME (S) AND DOCUMENT NUMBER(S):

Buenavante Homes, Inc. and Macon Custom Homes, LLC

Homes, LLC into Macon Inc. of Southwest Florida

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Retrieval Request

☐ Photocopy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

NEW FILINGS

☐ Profit

☐ Non Profit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of RA Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☒ Merger

OTHER FILINGS

☐ Annual Reports

☐ Fictitious Name

☐ Name Reservation

☐ Reinstatement

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Liability

☐ Reinstatement

☐ Trademark

☐ Other

EFFECTIVE DATE

12/31/07

FILED
07 DEC 27 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Merger
For
Florida Profit or Non-Profit Corporation

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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>
Buenavante Homes, Inc.	Florida	profit corporation
Macon Custom Homes, LLC	Florida	limited liability company
L 02000004734		

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>
Macon Inc. of Southwest Florida	Florida	Florida profit

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:

December 31, 2007

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:




N/A

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Macon Inc. of Southwest Florida		David Redshaw, President
Buenavante Homes, Inc.		David Redshaw, President
Macon Custom Homes, LLC		David Redshaw, Member

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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: \$35.00 Per Party

Certified Copy (optional): \$8.75

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>
Buenavante Homes, Inc.	Florida	profit corporation
Macon Custom Homes, LLC	Florida	limited liability company

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>
Macon Inc. of Southwest Florida	Florida	profit corporaiton

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

Buenavante Homes, Inc. and Macon Custom Homes, LLC, shall be merged with and into Macon Inc. of Southwest Florida. The existence of Buenavante Homes, Inc. and Macon Custom Homes, LLC, shall cease upon the Effective Date of the merger (as defined below) in accordance with the provisions of the laws of the State of Florida. The Articles of Incorporation of Macon, Inc. of Southwest Florida as now in force and effect shall be the Articles of Incorporation of Macon, Inc. of Southwest Florida as it survives after the merger. The merger shall become effective at such time as is specified in the Articles of Merger (the "Effective Date"). The Plan of Merger herein shall submitted to all of the shareholders of Macon Inc. of Southwest Florida, and of Buenavante Homes, Inc. and to all of the members of Macon Custom Homes, LLC, for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act and the Florida Limited Liability Company Act. *(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:

All shares of Buenavante Homes, Inc. and all membership interests of Macon Custom Homes, LLC
shall, upon the Effective Date, be converted into shares of Macon Inc. of Southwest Florida, such
that, after the Effective Date, the sole shareholder of Buenavante Homes, Inc. and the sole member
of Macon Custom Homes, LLC, shall continue to own one hundred percent (100%) of the shares
of Macon Inc. of Southwest Florida.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the 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:

There are no existing rights to acquire any interests, shares, obligations or other securities of
the survivor, in whole or in part, into cash or other property.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

N/A

(Attach additional sheet if necessary)

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

N/A

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

Macon Inc. of Southwest Florida, the surviving entity, shall be governed by By-Laws.

(Attach additional sheet if necessary)

an