

Division of Corporations

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P96000070056

## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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Debbie Christie

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## MERGER OR SHARE EXCHANGE

CENTERLINE HOMES AT BOCA, INC.

Certificate of Status	0
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Estimated Charge	\$183.75

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CENTERLINE HOMES AT THE ARBORS, INC., a Florida corporation, document  
number P94000090788

CENTERLINE HOMES AT CORAL CREEK, INC., a Florida corporation,  
document number P95000008396

COLLIN WYNDHAM, INC., a Florida corporation, document number  
P95000019607

REMCON WYNDHAM, INC., a Florida corporation, document number  
P95000019843

INTO

**CENTERLINE HOMES AT BOCA, INC.,** a Florida entity, P96000070056

File date: October 7, 1999

Corporate Specialist: Karen Gibson

FAX AUDIT NUMBER: H990000252686

FILED  
99 OCT -7 PM 12:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
CENTERLINE HOMES AT THE ARBORS, INC., CENTERLINE HOMES AT CORAL  
CREEK, INC., COLLIN WYNDHAM, INC., REMCON WYNDHAM, INC.,  
ALL FLORIDA CORPORATIONS  
WITH AND INTO  
CENTERLINE HOMES AT BOCA, INC., A FLORIDA CORPORATION

ARTICLES OF MERGER between CENTERLINE HOMES AT THE ARBORS, INC.,  
CENTERLINE HOMES AT CORAL CREEK, INC., COLLIN WYNDHAM, INC., AND  
REMCON WYNDHAM, INC., all Florida corporations ("Arbors", "Coral Creek", "Collin  
Wyndham", and "Remcon Wyndham", respectively) and CENTERLINE HOMES AT BOCA,  
INC., a Florida corporation, ("Boca"), which corporation will be the surviving corporation.

Pursuant to Sections 607.1105 and 607.1106 of the Florida Business Corporation  
Act (the "Act"), Arbors, Coral Creek, Collin Wyndham, Remcon Wyndham and Boca adopt  
the following Articles of Merger.

1. The Plan of Merger is attached to these Articles as Exhibit "A" and  
incorporated by reference as if fully set forth herein.

2. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the  
effectiveness of the merger shall be on the date and time of filing of these Articles of  
Merger with the Secretary of State of the State of Florida.

3. The Plans of Merger dated October 1, 1999 setting forth the terms and  
conditions of the merger of Arbors, Coral Creek, Collin Wyndham and Remcon Wyndham  
with and into Boca was approved and adopted by all of the Shareholders and Directors of  
Arbors, Coral Creek, Collin Wyndham and Remcon Wyndham, respectively, by Written  
Consents dated September 1, 1999 and was approved and adopted by all of the  
Shareholders and Directors of Boca by Written Consent dated September 1, 1999.

IN WITNESS WHEREOF, the parties have set their hands as of the 1 day of  
September, 1999.

PREPARED BY: Peter Lindley  
ENGLISH, McCAUGHAN & O'BRYAN, P.A.  
100 Northeast Third Avenue  
Suite 1100  
Fort Lauderdale, FL 33301  
(305) 462-3300  
Florida Bar Number: 0144517

CENTERLINE HOMES AT THE ARBORS, INC.,  
a Florida corporation

By [Signature]  
LEWIS MOSCOVITCH, President

CENTERLINE HOMES AT CORAL CREEK, INC.,  
a Florida corporation

By [Signature]  
LEWIS MOSCOVITCH, President

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COLLIN WYNNDHAM, INC.,  
a Florida corporation

By   
CRAIG PERRY, President

REMCON WYNDHAM, INC.,  
a Florida corporation

By   
LEWIS MOSCOVITCH, President

CENTERLINE HOMES AT BOCA, INC., a Florida  
corporation

By   
LEWIS MOSCOVITCH, President

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EXHIBIT A

PLAN OF MERGER

This is a Plan of Merger dated as of October 1, 1999 (the "Plan"), by and between CENTERLINE HOMES AT THE ARBORS, INC. ("Arbors"), CENTERLINE HOMES AT CORAL CREEK, INC. ("Coral Creek"), COLLIN WYNDHAM, INC. ("Collin Wyndham") REMCON WYNDHAM, INC. ("Remcon Wyndham"), all Florida corporations and CENTERLINE HOMES AT BOCA, INC., a Florida corporation ("Boca").

WHEREAS

1. The Board of Directors and Shareholders of Arbors, Coral Creek, Collin Wyndham, Remcon Wyndham and Boca have resolved that Boca be merged with Arbors, Coral Creek, Collin Wyndham, Remcon Wyndham, pursuant to the Florida Business Corporation Act into a single corporation existing under the laws of the State of Florida, to wit, Centerline Homes at Boca Inc., which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code;

2. The authorized capital stock of Arbors consists of 10,000 shares of Common Stock without a par value ("Arbors Common Stock"), of which 100 shares are issued and outstanding, of Coral Creek consists of 10,000 shares of Common Stock with a \$1.00 par value ("Coral Creek Common Stock"), of which 100 shares are issued and outstanding, of Collin Wyndham consists of 7,500 shares of Common Stock with a \$1.00 par value ("Collin Wyndham Common Stock"), of which 100 shares are issued and outstanding, of Remcon Wyndham consists of 7,500 shares of Common Stock with a \$1.00 par value ("Remcon Wyndham Common Stock"), of which 100 shares are issued and outstanding;

3. The authorized capital stock of Boca consists of 1,000 shares of Common Stock with a \$1.00 par value ("Boca Common Stock"), of which 100 shares are issued and outstanding; and

4. The respective Boards of Directors and Shareholders of Arbors, Coral Creek, Collin Wyndham, Remcon Wyndham and Boca have approved the merger upon the terms and conditions hereinafter set forth and have approved this Plan;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained, the parties hereto hereby agree in accordance with the Florida Business Corporation Act that Arbors, Coral Creek, Collin Wyndham, and Remcon Wyndham shall be, on the Effective Date (as hereinafter defined), merged ("Merger") into a single corporation existing under the laws of the State of Florida, to wit, Centerline Homes at Boca, Inc., which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

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1. Written Consents: Filings: Effect of Merger.

1.1 Written Consents: Written Consents of the Boards of Directors and Shareholders of Arbors, Coral Creek, Collin Wyndham, Remcon Wyndham and Boca were duly executed on September, 1999, which adopted this Plan of Merger in accordance with the Florida Business Corporation Act.

*1. October*  
1.2 Filing of Articles of Merger: Effective Date. If (a) this Plan of Merger is adopted by the Shareholders and Directors of Arbors, Coral Creek, Collin Wyndham, Remcon Wyndham, and Boca in accordance with the laws of the State of Florida, respectively, (b) this Plan of Merger has been adopted by Lewis and Carla Moscovitch and Craig and Deborah Perry as the Officers, Directors and Shareholders of Arbors, Coral Creek, Collin Wyndham, Remcon Wyndham, and Boca, in accordance with the Florida Business Corporation Act, and (c) this Plan of Merger is not thereafter, and has not theretofore been terminated or abandoned as permitted by the provisions thereof, then Articles of Merger shall be filed and recorded in the State of Florida. The Merger shall become effective on the day of such filings in the State of Florida ("Effective Date").

1.3 Certain Effects of Merger. On the Effective Date, the separate existence of Arbors, Coral Creek, Collin Wyndham and Remcon Wyndham shall cease, and Arbors, Coral Creek, Collin Wyndham and Remcon Wyndham shall be merged into Centerline Homes of Boca, Inc., a Florida corporation, which, as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Arbors, Coral Creek, Collin Wyndham and Remcon Wyndham, and all singular, the rights, privileges, powers, and franchises of Arbors, Coral Creek, Collin Wyndham and Remcon Wyndham and all property, real, personal, and mixed, and all debts due Arbors, Coral Creek, Collin Wyndham and Remcon Wyndham on whatever account, as well for stock subscriptions and all other things in action or belonging to Arbors, Coral Creek, Collin Wyndham and Remcon Wyndham, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Arbors, Coral Creek, Collin Wyndham and Remcon Wyndham; and the title to any real estate vested by deed or otherwise, under the laws of Florida or any other jurisdiction, and shall not revert or be in any way impaired; but all rights of creditors, and all liens upon any property of Arbors, Coral Creek, Collin Wyndham and Remcon Wyndham shall be preserved unimpaired, and all debts, liabilities, and duties of Arbors, Coral Creek, Collin Wyndham and Remcon Wyndham shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Arbors, Coral Creek, Collin Wyndham and Remcon Wyndham or the corresponding officers of the Surviving Corporation, may, in the name of Arbors, Coral Creek, Collin Wyndham and Remcon Wyndham, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to

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vest, perfect, or confirm in the Surviving Corporation title to and possession of all Arbors, Coral Creek, Collin Wyndham and Remcon Wyndham's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Plan.

2. Name of Surviving Corporation; Articles of Incorporation; By-Laws:

2.1 Name of Surviving Corporation. The name of the surviving corporation from and after the Effective Date shall be Centerline Homes at Boca, Inc., a Florida corporation.

2.2 Articles of Incorporation. The Articles of Incorporation of Boca, as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3 By-Laws. The By-Laws of Boca, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities. The manner and basis of converting the shares of the capital stock of Arbors, Coral Creek, Collin Wyndham and Remcon Wyndham and the nature and amount of securities of Boca, which the holders of shares of Arbors Common Stock, Coral Creek Common Stock, Collin Wyndham Common Stock and Remcon Wyndham Common Stock are to receive in exchange for such shares, are as follows:

3.1 Arbors Common Stock, Coral Creek Common Stock, Collin Wyndham Common Stock and Remcon Wyndham Common Stock. Each one share of Arbors Common Stock, Coral Creek Common Stock, Collin Wyndham Common Stock and Remcon Wyndham Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled, and without any action on the part of the holder thereof, be converted into one fully paid share of Boca Common Stock.

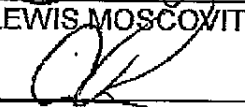
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IN WITNESS WHEREOF, this Plan of Merger has been executed by Lewis Moscovitch and Craig Perry all on the date first above written.

**CENTERLINE HOMES AT BOCA, INC., a**  
Florida corporation

By:   
LEWIS MOSCOVITCH, President

By:   
CRAIG PERRY, Secretary

**CENTERLINE HOMES AT THE ARBORS, INC.,**  
a Florida corporation

By:   
LEWIS MOSCOVITCH, President

By:   
CRAIG PERRY, Secretary

**CENTERLINE HOMES AT CORAL CREEK, INC., a Florida corporation**

By:   
LEWIS MOSCOVITCH, President

By:   
CRAIG PERRY, Secretary

**COLLIN WYNDHAM, INC., a**  
Florida corporation

By:   
CRAIG PERRY, President and  
Secretary

**REMCON WYNDHAM, INC., a**  
Florida corporation

By:   
LEWIS MOSCOVITCH, President  
and Secretary

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