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Merger

6 Conventions JAN 9 2 2006

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** FIRST AMERICAN AFFILIATES, INC.  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

EDITH L. ESCALONA, ESQ.  
(Contact Person)

FIRST AMERICAN TITLE INSURANCE COMPANY  
(Firm/Company)

2075 CENTRE POINTE BLVD.  
(Address)

TALLAHASSEE, FL 32308  
(City/State and Zip Code)

For further information concerning this matter, please call:

Same At (850) 402-4101  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**(Profit Corporations)**

**First:** The name and jurisdiction of the surviving corporation:

**Second:** The name and jurisdiction of each merging corporation:

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TALLAHASSEE, FLORIDA

*(Attach additional sheets if necessary)*

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

FIRST AMERICAN AFFILIATES, INC.

X 

MIKE CONWAY, DIRECTOR

TITLE PARTNERS OF AMERICA

X

MIKE CONWAY, DIRECTOR

# PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
FIRST AMERICAN AFFILIATES, INC.	FLORIDA

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
TITLE PARTNERS OF AMERICA, INC.	FLORIDA

**Third:** The terms and conditions of the merger are as follows:

On the effective date of this merger:

a. Merging corporation (Title Partners of America, Inc.) merges into the surviving corporation (First American Affiliates, Inc.) and the separate existence of every party to the merger except the surviving corporation shall cease.

b. The title to all real estate and other property owned by each other corporation party to the merger is transferred to and vested in the surviving corporation without reversion or impairment; and the transfer to and vesting in the surviving corporation shall be deemed to occur by operation of law, and no consent or approval of any other person shall be required in connection with any transfer or vesting unless consent or approval is specifically required in the event of merger by law or by the express provision in any contract, agreement, decree, order, or other instrument to which any of the corporations so merged is a party or by which it is bound.

c. The surviving corporation has all the liabilities of each corporation party to the merger.

d. A proceeding pending against any corporation party to the merger may be continued as if the merger did not occur or the surviving corporation may be substituted in the proceeding for the corporation whose existence ceased.

e. The articles of incorporation of the surviving corporation shall continue in full force and effect and are not changed or amended by this plan of merger.

f. The shares merging corporation are to be converted into shares, obligations, or other securities of the surviving corporation or into money or other property are converted, and the former holders of the shares are entitled only to the rights provided in the articles of merger or to their rights under the dissenters' rights statutes.

**Effective Date.** The merger shall be effective on **December 29, 2006.**

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property an the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

On the effective date of this merger each of the issued and outstanding shares of capital stock in the nonsurviving corporation shall be converted into 200 shares of capital stock in the surviving corporation, whether surrendered for conversion and exchange or not. All shares of capital stock of the nonsurviving corporation shall be called in for cancellation and exchanged for shares in the surviving corporation.]

The nonsurviving corporation agrees that from time to time and as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all the deeds and instruments, assignments, assurances in the law, or take action, as the surviving corporation may deem necessary or desirable to vest in and confirm to the surviving corporation title to and possession of any property of the nonsurviving corporation acquired or to be acquired by reason of the merger provided for in this plan, and its proper officers and directors shall and will execute and do all acts and things and execute any papers and documents that are necessary or proper to carry out the purposes of this merger.