

Division of Corporations

Page 1 of 1

P97000104433

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H13000150714 3)))



H130001507143ABCW

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

RECEIVED
13 JUL -3 AM 8:55
FILED

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

MERGER OR SHARE EXCHANGE
ESI ORMESA HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

C. LEWIS
JUL 5 2013
EXAMINER

RECEIVED
13 JUL -3 AM 8:09
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
13 JUL -3 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to sections 607.1105 and 607.1109, Florida Statutes.

FIRST: The name, jurisdiction, and document number of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
ESI Ormesa Holdings, Inc.	Florida	P97000104433

SECOND: The name, jurisdiction, and document number of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
CH Ormesa LP, Inc.	Florida	V21695

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the board of directors of the surviving corporation on July 3, 2013 and shareholder approval was not required.

SIXTH: Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the board of directors of the merging corporation on July 3, 2013 and by the sole shareholder of the merging corporation on July 3, 2013.

SEVENTH: The Plan of Merger was approved by each domestic corporation that is a party to the merger in accordance with all applicable laws. The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

EIGHTH: Signatures for Each Merging Corporation

[SIGNATURES APPEAR ON FOLLOWING PAGE]

(3/7)
FILED
13 JUL -3 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed these Articles of
Merger as of July 3, 2013.

CH ORMESA LP, INC.

By: Charles S. Schultz
Charles S. Schultz
Secretary

ESI ORMESA HOLDINGS, INC.

By: Charles S. Schultz
Charles S. Schultz
Secretary

7/3/2013 15:11:14 From: To: 8506176380

(4/7)

FILED

13 JUL -3 AM 8:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

of

CH ORMESA LP, INC.
a Florida corporation

with and into

ESI ORMESA HOLDINGS, INC.
a Florida corporation

(5/7)
FILED

13 JUL -3 AM 8:56

This Agreement and Plan of Merger (the "Agreement") is entered into this July day of July, 2013 between CH Ormesa LP, Inc. ("CH Ormesa"), a Florida corporation, and ESI Ormesa Holdings, Inc. ("ESI Ormesa"), a Florida corporation.

RECITALS

A. The Florida Business Corporation Act, the Articles of Incorporation and the Bylaws of CH Ormesa permit the merger of CH Ormesa with and into ESI Ormesa.

B. The sole shareholder of CH Ormesa deems it advisable and in the best interest of CH Ormesa to merge CH Ormesa with and into ESI Ormesa

C. This Agreement was approved by the unanimous written consent of the Boards of Directors of each of CH Ormesa and ESI Ormesa and the sole shareholders of each of CH Ormesa and ESI Ormesa.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties, intending to be legally bound, agree as follows:

PLAN OF MERGER

1. **Merger and Surviving Company.** Subject to the terms and conditions of this Agreement and in accordance with the Florida Business Corporation Act (the "Florida Act"), at the Effective Time (as defined below), CH Ormesa shall be merged (the "Merger") with and into ESI Ormesa. ESI Ormesa shall be the surviving company. ESI Ormesa shall continue to be governed by the laws of the State of Florida (including, without limitation, the Florida Act). ESI Ormesa is located at 700 Universe Boulevard, Juno Beach, FL 33408.

2. **Effective Time.** The Merger shall become effective on the date that the Articles of Merger are filed with the Secretary of State of the State of Florida.

3. **Corporate Bylaws.** The Bylaws of ESI Ormesa ("ESI Ormesa's Bylaws") as in effect immediately prior to the Effective Time of the Merger shall continue in full force and effect as ESI Ormesa's Bylaws with no changes thereto. ESI Ormesa's Bylaws may thereafter continue to be amended and/or restated as provided therein and by the Florida Act.

4. **Corporate Governance after the Merger.** At the Effective Time, the officers and directors of ESI Ormesa will continue to serve as officers and directors of ESI Ormesa, and no officers or directors of CH Ormesa will become officers or directors of ESI Ormesa.

5. Rights and Liabilities of Surviving Company. At the Effective Time, all of the properties, rights, privileges, powers and franchises of CH Ormesa will vest in ESI Ormesa, and all debts, liabilities and duties of CH Ormesa will become the debts, liabilities and duties of ESI Ormesa.

6. Consideration for Shares. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, (a) the 100 outstanding shares of CH Ormesa common stock, par value \$0.01 per share (the "CH Ormesa Common Stock"), shall be acquired by ESI Ormesa for \$0.01 per share, which the parties' boards of directors and shareholders have agreed is fair and adequate consideration; and (b) each share of CH Ormesa Common Stock issued and outstanding immediately prior to the Effective Time and acquired by ESI Ormesa shall be cancelled.

7. Representations and Warranties of CH Ormesa. CH Ormesa represents and warrants that it is a corporation duly formed, validly existing and in good standing under the laws of the State of Florida, and that it has the requisite power and authority to enter into this Agreement and the transactions contemplated by this Agreement.

8. Representations and Warranties of ESI Ormesa. ESI Ormesa represents and warrants that it is a corporation duly formed, validly existing and in good standing under the laws of the State of Florida, and that it has the requisite power and authority to enter into this Agreement and the transactions contemplated by this Agreement.

9. Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Florida, without regard to conflicts of law principles.

10. Counterparts. This Agreement may be executed in one or more counterparts, each of which when executed shall be deemed to be an original but all of which taken together shall constitute one and the same agreement.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first written above.

CH ORMESA LP, INC.
a Florida corporation

By:


TJ Fuscai
President

ESI ORMESA HOLDINGS, INC.
a Florida corporation

By:


TJ Fuscai
President

FILED

13 JUL -3 AM 8:56

FILED