

AUG. 12, 2004 5:40PM THE ST. JOE COMPANY No. 710 P. 128 1 of 1

P98000020667

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

ARVIDA WEST FLORIDA CONTRACTING, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Art. of Merger

08/18/04

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04 AUG 18 AM 11:28
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

1 File 1st

August 13, 2004

ARVIDA WEST FLORIDA CONTRACTING, INC.
245 RIVERSIDE AVENUE, SUITE 500
ATTN. LEGAL DEPARTMENT
JACKSONVILLE, FL 32202US

SUBJECT: ARVIDA WEST FLORIDA CONTRACTING, INC.
REF: P98000020667

slb 607.1105

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

ARTICLES OF MERGER BETWEEN TWO OR MORE DOMESTIC PROFIT CORPORATIONS ARE FILED PURSUANT TO SECTION 607.1105, FLORIDA STATUTES. PLEASE REMOVE THE FLORIDA STATUTE NUMBER 607.1109 AND CORRECT YOUR DOCUMENT ACCORDINGLY.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

FAX Aud. #: E04000166264
Letter Number: 804A00050260

State has
to do with
Articles of
Merger - this
is applicable.

has to do w/ Amendment
before issuance of shares

2 shares previously
issued for both
entities

this statute not applicable
to merger

AUG. 18. 2004 11:08AM

STJOE COMPANY

NO. 743 P. 2

H040001662643

ARTICLES OF MERGER OF

ARVIDA CAPITAL CONTRACTING, INC.,
a Florida corporation
(Corporate Charter Number P00000022691)

INTO

ARVIDA WEST FLORIDA CONTRACTING, INC.,
a Florida corporation
(Corporate Charter Number P98000020667)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

EFFECTIVE DATE
08/30/04

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act (the "FLBCA"), the undersigned business entities hereby certify as follows:

1. The names of the entities which are parties to the merger are Arvida West Florida Contracting, Inc., a Florida corporation (the "Surviving Company"), and Arvida Capital Contracting, Inc., a Florida corporation (the "Merging Company"). The Surviving Company is the surviving business entity in the merger and the Merging Company is the merging entity, whose separate business existence shall cease.
2. A copy of the Plan and Agreement of Merger (the "Plan") is attached hereto and made a part hereof.
3. The Plan was approved by joint unanimous written consent of the board of directors and the sole shareholder of the Surviving Company, pursuant to the bylaws of the Surviving Company and the applicable provisions of Chapter 607 of the FLBCA. The Plan was approved by joint unanimous written consent of the board of directors and the sole shareholder of the Merging Company, pursuant to the bylaws of the Surviving Company and the applicable provisions of Chapter 607 of the FLBCA.
4. The merger is permitted under the laws of all applicable jurisdictions and is not prohibited by the regulations or articles of incorporation of any company that is a party to the merger.

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5. The merger shall be effective: August 30, 2004.

6. The parties may execute these Articles of Merger in counterparts. Each executed counterpart will be considered an original document, and all executed counterparts, together, will constitute the same agreement. Facsimile transmission of these Articles of Merger and retransmission of any signed facsimile transmission shall be the same as delivery of an original. At the request of any party, the parties shall confirm facsimile transmitted signatures by signing an original document.

IN WITNESS WHEREOF, the Companies have each caused these Articles of Merger to be executed by its authorized representative, as of the 12th day of August, 2004.


The Surviving Company

ARVIDA WEST FLORIDA CONTRACTING, INC.,
a Florida corporation

Witnesses:


Susan G. Whitlatch

[Print or Type Name]


LYNNE LEWIS

[Print or Type Name]

By: THE ST. JOE COMPANY,
a Florida corporation, its sole shareholder

By: 
Name: Michael N. Regan
Title: Senior Vice President

The Merging Company

ARVIDA CAPTIAL CONTRACTING, INC.
a Florida corporation

Witnesses:


Susan G. Whitlatch

[Print or Type Name]


LYNNE LEWIS

[Print or Type Name]

By: THE ST. JOE COMPANY, a Florida
corporation, its sole shareholder

By: 
Name: Michael N. Regan
Title: Senior Vice President

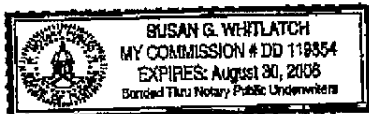
H040001662643

STATE OF FLORIDA)
) ss
 COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 12th day of August, 2004, by Michael N. Regan, Senior Vice President of The St. Joe Company, a Florida corporation, the sole shareholder of Arvida West Florida Contracting, Inc., a Florida corporation, on behalf of the corporation acting on behalf of the company, who (notary must check applicable box):

- ☒ is/are personally known to me.
☐ produced a current Florida driver's license as identification.
☐ produced _____ as identification.

{Notary Seal must be affixed}



Susan G. Whitlatch
 Signature of Notary

Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): _____

My Commission Expires (if not legible on seal): _____

STATE OF FLORIDA)
) ss
 COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 12th day of August, 2004, by Michael N. Regan, Senior Vice President of The St. Joe Company, a Florida corporation, the sole shareholder of Arvida Capital Contracting, Inc., a Florida corporation, on behalf of the corporation acting on behalf of the company, who: (notary must check applicable box):

- ☒ is/are personally known to me.
☐ produced a current Florida driver's license as identification.
☐ produced _____ as identification.

{Notary Seal must be affixed}



Susan G. Whitlatch
 Signature of Notary

Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): _____

My Commission Expires (if not legible on seal): _____

H040001662643

PLAN AND AGREEMENT OF MERGER

This Agreement, dated as of August 12th 2004, between Arvida West Florida Contracting, Inc., a Florida corporation (the "Surviving Company") and Arvida Capital Contracting, Inc., a Florida corporation (the "Merging Company").

WITNESSETH:

WHEREAS, the Merging Company and the Surviving Company deem it advisable, upon the terms and subject to the conditions set forth herein, that the Merging Company be merged with and into the Surviving Company, and that the Surviving Company be the surviving business entity; and

WHEREAS, The St. Joe Company, a Florida corporation ("St. Joe"), owns all of the shares in the Merging Company and Surviving Company;

NOW, THEREFORE, it is agreed as follows:

Section 1**Terms**

1.1 On the effective date of the merger (as hereinafter defined), the Merging Company shall be merged with and into the Surviving Company, with the Surviving Company as the surviving business entity.

1.2 Upon the effective date of the merger, all currently issued and outstanding shares in the Merging Company shall, by virtue of the merger and without any action on the part of the holders thereof, be cancelled and retired and shall cease to exist and no consideration shall be delivered or deliverable in exchange therefor.

1.3 The sole shareholder of the Surviving Company whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

Section 2**Effective Date**

2.1 The merger shall become effective on the time and date specified in the Articles of Merger filed with the Secretary of State of the State of Florida, herein sometimes referred to as the "effective date of the merger."

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Section 3
Organizational Documents

3.1 The Articles of Incorporation of the Surviving Company as in effect at the effective date of the merger shall continue to be the Articles of Incorporation of the Surviving Company until further amended and changed pursuant to the provisions of the Florida Business Corporation Act (the "FLBCA"). The present bylaws of the Surviving Company shall be the bylaws of the Surviving Company and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the FLBCA.

Section 4
Effect of Merger

4.1 At the effective time of the merger, the effect of the merger shall be as provided in the applicable provisions of the FLBCA. Without limiting the generality of such provisions, at the effective time of the merger, all the property, interests, assets, rights, privileges, immunities, powers and franchises of the Merging Company shall vest in the Surviving Company, and all debts, liabilities, duties and obligations of the Merging Company shall become the debts, liabilities, duties and obligations of the Surviving Company.

Section 5
Amendment and Termination

5.1 At any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida, this Agreement may be amended by the Surviving Company and the Merging Company to the extent permitted by Florida law.

5.2 At any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida, this Agreement may be terminated and abandoned by the Surviving Company and the Merging Company.

Section 6
Covenants and Agreements

6.1 The parties hereto shall each use reasonable best efforts to take all such action as may be necessary or appropriate to effectuate the merger under the FLBCA. If, at any time after the effective time of the merger, any further action is necessary or desirable to carry out the purposes of this Agreement and to vest the Surviving Company with full right, title and possession to all properties, interests, assets, rights, privileges, immunities, powers and franchises of the Merging Company, the appropriate officers of the Surviving Company are fully authorized, in the name of the Merging Company or otherwise, to take all such lawful and necessary action.

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Section 7
Execution and Effectiveness

7.1 The parties may execute this Agreement in counterparts. Each executed counterpart will be considered an original document, and all executed counterparts, together, will constitute the same agreement. Facsimile transmission of this Agreement and retransmission of any signed facsimile transmission shall be the same as delivery of an original. At the request of any party, the parties shall confirm facsimile transmitted signatures by signing an original document.

Section 8
Management of Surviving Company

8.1 The management of the Surviving Company is vested in its board of directors. The names and business addresses of the directors are:

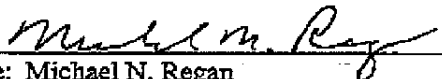
<u>Name</u>	<u>Business Address</u>
Michael N. Regan	245 Riverside Avenue, Suite 500 Jacksonville, FL 32202
Wm. Britton Greene	245 Riverside Avenue, Suite 500 Jacksonville, FL 32202

IN WITNESS WHEREOF, the Surviving Company and the Merging Company have each caused this Agreement to be executed by its authorized representative, all as of the date first above written.

The Surviving Company:

ARVIDA WEST FLORIDA CONTRACTING, INC.
a Florida corporation

By: THE ST. JOE COMPANY,
a Florida corporation, its sole shareholder

By: 
Name: Michael N. Regan
Title: Senior Vice President

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AUG. 18. 2004 11:10AM

STJOE COMPANY

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The Merging Company:

ARVIDA CAPITAL CONTRACTING, INC.

a Florida corporation

By: THE ST. JOE COMPANY, a Florida
corporation, its sole shareholder

By: Michael N. Regan

Name: Michael N. Regan

Title: Senior Vice President

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