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**MERGER OR SHARE EXCHANGE
MASTERCRAFT CARPENTRY CONTRACTORS, INC.**

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**ARTICLES AND PLAN OF MERGER
OF
HOLMES CONSTRUCTION, L.L.C.
INTO
MASTERCRAFT CARPENTRY CONTRACTORS, INC.**

Pursuant to the provisions of Section 607.1109 and 608.4382, Florida Statutes, the undersigned corporation and limited liability company adopt the following Articles of Merger:

1. The following Plan of Merger was recommended by the directors and unanimously approved in writing by the stockholders on April 29, 2004 at a joint meeting of the directors and stockholders of Mastercraft Carpentry Contractors, Inc., a Florida corporation, (hereinafter referred to as the "Surviving Corporation") whose principal place of business is 2087 Cortez, Jacksonville, Florida 32246, and whose Florida document number is P99000040579. In addition, the Plan of Merger was approved by the Surviving Corporation in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

2. The following Plan of Merger was unanimously approved in writing on April 29, 2004 by all of the Members of Holmes Construction, L.L.C., a Florida limited liability company (hereinafter referred to as the "Absorbed Company") whose principal place of business is 2087 Cortez, Jacksonville, Florida 32246, and whose Florida document number is L01000008858. In addition, the Plan of Merger was approved by the Absorbed Company in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

PLAN OF MERGER

Section One. Merger. Mastercraft Carpentry Contractors, Inc., a Florida corporation, the Surviving Corporation shall merge with and into Holmes Construction, L.L.C. a Florida limited liability company, the Absorbed Company.

Section Two. Terms and Conditions. On the Effective Date of the merger, the separate existence of the Absorbed Company shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Company, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Company, and neither the rights of creditors nor any liens on the property of the Absorbed Company shall be impaired by the merger.

Section Three. Conversion of Membership Units into Shares. The manner and basis of converting the Membership Units of the Absorbed Company into shares, rights, obligations and other securities of the Surviving Corporation is as follows:

(a) One hundred (100%) percent of the Membership Interest of Holmes Construction, L.L.C. owned by the Members on the Effective Date of the merger shall be converted into one (100) hundred shares of the One (\$1.00) Dollar par value common stock of Mastercraft Carpentry Contractors, Inc., so that each one (1%) percent Membership Interest of Holmes Construction, L.L.C. owned by a Member on the Effective Date of the merger shall be converted into one (1) share of the One (\$1.00) Dollar par value common stock of Mastercraft Carpentry Contractors, Inc.

(b) The conversion shall be effected as follows: On the Effective Date of the merger, the owners of the entire one hundred (100%) percent Membership Interests of the Absorbed

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Company shall surrender such Membership Interests to the Surviving Corporation, or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such Membership Interests, the Surviving Corporation shall issue one hundred (100) shares of the One (\$1.00) Dollar par value common stock of the Surviving Corporation in proportion to the percentage of Membership Interests each Member owned in the Absorbed Company.

Section Four. Changes in Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the Effective Date of the merger except that the following amendment to the Articles of Incorporation is hereby made effective on the Effective Date:

Article I is deleted in its entirety and the following substituted in lieu thereof:

"The name of this Corporation is Mastercraft/Holmes Construction, Inc. The principal place of business of the Corporation is 2087 Cortez, Jacksonville, Florida 32246 and the mailing address of the Corporation is P.O. Box 551260, Jacksonville, Florida 32255."

Section Five. Changes in Bylaws. The Bylaws of the Surviving Corporation shall continue to be its bylaws following the Effective Date of the merger.

Section Six. Directors and Officers. The directors and officers of the Surviving Corporation on the Effective Date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transactions. Neither the Absorbed Company nor the Surviving Corporation shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed Company and the Surviving Corporation may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. Approval by Stockholders and Directors. This Plan of Merger has been duly recommended, approved and adopted by all of the stockholders and directors of the Surviving Corporation in the manner provided by the applicable laws of the State of Florida at a meeting held by the stockholders and directors.

Section Nine. Approval by Members. This Plan of Merger has been duly recommended, approved in writing and adopted by all of the Members of the Absorbed Company in the manner provide by the applicable laws of the State of Florida.

Section Ten. Effective Date of Merger. The Effective Date of this merger shall be at such time as the Articles of Merger shall be filed with the Secretary of the State of Florida.

Section Eleven. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

3. This merger is not prohibited by the Articles of Incorporation or Bylaws of the Surviving Corporation nor the Articles of Organization or Operating Agreement of the Absorbed Company.

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IN WITNESS WHEREOF, the undersigned President of Mastercraft Carpentry Contractors, Inc. and the Managing Member of Holmes Construction, L.L.C. have executed these Articles of Merger of Holmes Construction, L.L.C. into Mastercraft Carpentry Contractors, Inc. this 19th day of May, 2004.

Holmes Construction, L.L.C.
a Florida limited liability company

By: 
Rachel Holmes, Managing Member

"ABSORBED COMPANY"

Mastercraft Carpentry Contractors, Inc.
a Florida corporation

By: 
Rachel Holmes, President

"SURVIVING CORPORATION"

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