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SECRETARY OF STATE
FLORIDA
SEP 15 2017

17 SEP 13 AM 11:23

FILED

Merger

SEP 15 2017

R. WHITE

ICARD MERRILL

ATTORNEYS & COUNSELORS

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September 6, 2017

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

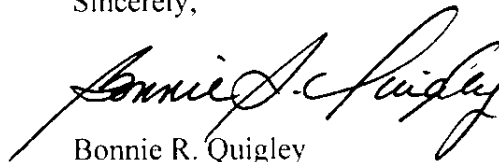
RE: Articles of Merger
Sam Rodgers Properties, Inc. - Sam Rodgers Homes, Inc.

Dear Madam/Sir:

Enclosed herewith please find our firm's check no. 90680 in the amount of \$78.75 for the filing fee and certified copy of the Articles of Merger referred to above.

Should you have any questions, please do not hesitate to contact our office.

Sincerely,



Bonnie R. Quigley
Florida Registered Paralegal

brq
Enc.

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ARTICLES OF MERGER
OF
SAM RODGERS PROPERTIES, INC. SECRETARY OF STATE
a Florida corporation
and
SAM RODGERS HOMES, INC.,
a Florida corporation

17 SEP 13 AM 11:23

The undersigned two corporations, in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes, hereby adopt the following Articles of Merger.

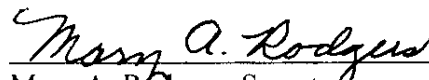
1. Surviving Corporation. The corporation to survive the merger is SAM RODGERS PROPERTIES, INC., a Florida corporation, (the "Surviving Corporation") which shall continue under its present name.
2. Merging Corporation. The corporation to be merged is SAM RODGERS HOMES, INC., a Florida corporation, (the "Merged Corporation").
3. Plan of Merger. A copy of the Plan of Merger is attached hereto marked Exhibit "A" and made a part hereof.
4. Effective Date of Merger. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").
5. Adoption of Merger. The Plan of Merger was duly adopted by unanimous vote of: (i) the shareholders of the Surviving Corporation as of the 28th day of August, 2017, and (ii) the shareholders of the Merged Corporation as of the 28th day of August, 2017.

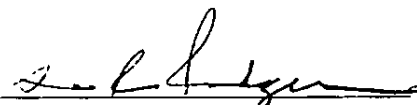
IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 28th day of August, 2017.

"SURVIVING CORPORATION"

ATTEST:

SAM RODGERS PROPERTIES, INC.,
a Florida corporation


Mary A. Rodgers, Secretary

By: 
Sam R. Rodgers, President

(corporate seal)

ATTEST:

Mary A. Rodgers
Mary A. Rodgers, Secretary

"MERGED CORPORATION"

SAM RODGERS HOMES, INC.,
a Florida corporation

By: Sam R. Rodgers
Sam R. Rodgers, President

(corporate seal)

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing Articles of Merger were acknowledged before me this 28th day of August, 2017, by SAM R. RODGERS, as President of SAM RODGERS PROPERTIES INC., a Florida Corporation, and by SAM R. RODGERS, as President of SAM RODGERS HOMES, INC., a Florida Corporation.

Kathleen Sue Dixon
NOTARY PUBLIC
Print Name/Stamp

My commission expires:

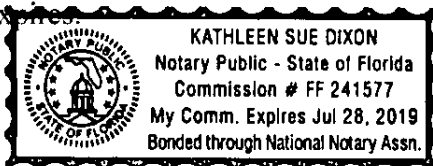


EXHIBIT "A"
Plan of Merger

PLAN OF MERGER

The following Plan of Merger is made and entered into as of the 28th day of August, 2017, by and between SAM RODGERS PROPERTIES, INC., a Florida corporation (the "Surviving Corporation") and SAM RODGERS HOMES, INC., a Florida corporation (the "Merged Corporation") in compliance with section 607.1101, Florida Statutes.

1. Plan of Merger. On the Effective Date (as defined in Section 4 below) SAM RODGERS HOMES, INC., a Florida corporation, shall merge with and into SAM PROPERTIES HOMES, INC., a Florida corporation, in accordance with the merger laws of the State of Florida. SAM RODGERS PROPERTIES, INC., a Florida corporation, shall continue to exist under the laws of the State of Florida as the Surviving Corporation and the separate existence of SAM RODGERS HOMES, INC., a Florida corporation, shall terminate on the Effective Date of the Merger.
2. Articles of Incorporation. On the Effective Date of the Merger, the Articles of Incorporation of the Surviving Corporation in effect will continue to be the Articles on Incorporation of the Surviving Corporation and shall not be changed by virtue of the Merger.
3. Bylaws. On the Effective Date of the Merger, the bylaws of the Surviving Corporation in effect will continue to be the bylaws of the Surviving Corporation until amended in accordance with the law, or as specified in the Articles of Incorporation or bylaws of the Surviving Corporation.
4. Officers and Directors. On the Effective Date of the Merger, the Officers and Directors of the Surviving Corporation shall remain unchanged.
5. Effective Date of Merger. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").
6. Effect of Merger. On the Effective Date of the Merger, the separate existence of SAM RODGERS HOMES, INC., a Florida corporation, shall cease. The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as of a private nature, of the Merged Corporation and shall be subject to all the restrictions, disabilities, and duties of the Merged Corporation. All property, real, personal, and mixed, and all debts due on whatsoever account, including all subscriptions to shares, and all and every interest of, or belonging to, or due to the Merged Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The title to any real estate or any interest therein, vested in the Merged Corporation shall not revert or in any way be impaired by reason of such Merger. The Surviving Corporation shall henceforth be responsible and liable for all liabilities and obligations of the Merged Corporation, and any claim existing, or action or proceeding pending by or against the Merged Corporation, may be prosecuted as if such Merger had

not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of the creditors nor any liens upon the property of the Merged Corporation shall be impaired by such Merger.

7. Exchange of Shares. On the Effective Date of Merger, the ownership interests in the Surviving Corporation shall be as follows:

- | | | |
|------|--|-------|
| i. | Sam R. Rodgers | 25.5% |
| ii. | Mary A. Rodgers | 25.5% |
| iii. | Richard D. Rodgers and Pamela T. Rodgers,
held as tenants by the entirety | 24.5% |
| iv. | Rex S. Rodgers Revocable Trust Agreement of 2004,
dated July 28, 2004 | 24.5% |

8. Further Assurances. If, at any time, the officers of the Surviving Corporation shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of the Merged Corporation as of the Effective Date of the Merger shall execute such conveyances, or documents, or take such actions.

9. Binding Effect. This Plan of Merger shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

10. Facsimile/Electronic Signatures. This Agreement may be executed and delivered in any number of counterparts, each of which so executed and delivered shall be deemed to be an original and all of which shall constitute one and the same instrument. Facsimile signatures or PDF signatures electronically transmitted and affixed hereto shall be deemed original signatures for all purposes.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger as of this 28th day of August, 2017.

[signatures on following page]

[signature page to Plan of Merger]

ATTEST:

Mary A. Rodgers
Mary A. Rodgers, Secretary

(corporate seal)

"SURVIVING CORPORATION"

SAM RODGERS PROPERTIES, INC.,
a Florida corporation

By: Sam R. Rodgers
Sam R. Rodgers, President

ATTEST:

Mary A. Rodgers
Mary A. Rodgers, Secretary

(corporate seal)

"MERGED CORPORATION"

SAM RODGERS HOMES, INC.,
a Florida corporation

By: Sam R. Rodgers
Sam R. Rodgers, President