

V61437

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Merger

T BROWN DEC 18 2002



ACCOUNT NO. : 072100000032

REFERENCE : 861515 4303929

AUTHORIZATION

COST LIMIT : \$ 78.75

Patricia Pignatelli

ORDER DATE : December 17, 2002

ORDER TIME : 11:42 AM

ORDER NO. : 861515-010

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie C. Johnson
Greenberg Traurig, P.A.
1221 Brickell Avenue
21st Floor
Miami, FL 33131-3238

ARTICLES OF MERGER

ENGLE HOMES REALTY, INC.

INTO

ENGLE HOMES/ATLANTA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward, Ext. 1135

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

ENGLE HOMES REALTY, INC., a Georgia entity not qualified in Florida

INTO

ENGLE HOMES/ATLANTA, INC., a Florida entity, V61437

File date: December 18, 2002

Corporate Specialist: Teresa Brown

Account number: 072100000032

Amount charged: 78.75

**ARTICLES OF MERGER
OF
Engle Homes Realty, Inc., a Georgia corporation
INTO
Engle Homes/Atlanta, Inc., a Florida corporation**

FILED
02 DEC 18 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Georgia Business Corporation Code and the Florida Business Corporation Act, Engle Homes Realty, Inc., a Georgia corporation ("Georgia Corporation"), and Engle Homes/Atlanta, Inc., a Florida corporation ("Florida Corporation"), adopt the following Articles of Merger for the purpose of merging the Georgia Corporation with and into the Florida Corporation.

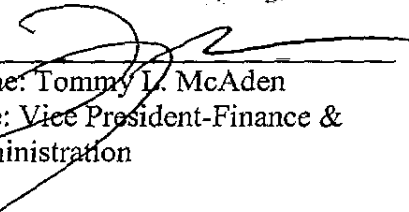
FIRST: The Agreement and Plan of Merger (the "Plan of Merger") is attached as Exhibit A.

SECOND: The Plan of Merger between the Georgia Corporation and the Florida Corporation was adopted by (i) the Board of Directors and the shareholders of the Georgia Corporation on December 14, 2002 and (ii) the Board of Directors and shareholders of the Florida Corporation on December 14, 2002.

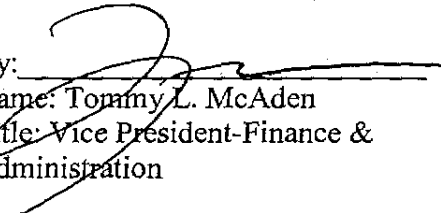
THIRD: The number of votes cast for the Plan of Merger by each voting group of the Georgia Corporation and the Florida Corporation entitled to vote separately on the merger was sufficient for approval by that voting group.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 17th day of December, 2002.

**Engle Homes Realty, Inc.,
a Georgia corporation**

By: 
Name: Tommy L. McAden
Title: Vice President-Finance &
Administration

**Engle Homes/Atlanta, Inc.,
a Florida corporation**

By: 
Name: Tommy L. McAden
Title: Vice President-Finance &
Administration

PLAN OF MERGER
OF
PARENT AND SUBSIDIARY CORPORATION

The following plan of merger is submitted in compliance with section 607.1104 F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning 100 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>NAME</u>	<u>JURISDICTION</u>
ENGLE HOMES/ATLANTA, INC.	STATE OF FLORIDA

The name and jurisdiction of the subsidiary corporation is:

<u>NAME</u>	<u>JURISDICTION</u>
ENGLE HOMES REALTY, INC.	STATE OF GEORGIA

This Plan of Merger is made this 16th day of December, 2002 between Engle Homes Realty, Inc., a Georgia corporation, and Engle Homes/Atlanta, Inc., a Florida corporation.

WHEREAS, Engle Homes/Atlanta, Inc. lawfully owns all the outstanding stock of Engle Homes Realty, Inc., a corporation organized and existing under the laws of Georgia, and

WHEREAS, Engle Homes/Atlanta, Inc. and Homes Realty, Inc. desire to merge Homes Realty, Inc. into Engle Homes/Atlanta, Inc. and to have Engle Homes/Atlanta, Inc. be possessed of all the estate, property, rights, privileges and franchises of Homes Realty, Inc., and

WHEREAS, the Board of Directors of Engle Homes/Atlanta, Inc. and Engle Homes Realty, Inc., respectively, deem it advisable and generally to the welfare of the two corporations and their respective shareholders that Engle Homes Realty, Inc. merge with and into Engle Homes/Atlanta, Inc. pursuant to the provisions of the Florida Business Corporation Act (the "BCA") and the Georgia Business Corporation Code (the "GBCC").

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits provided, it is agreed by and between the parties hereto as follows:

1. **Constituent Corporations.** Engle Homes Realty, Inc. and Engle Homes/Atlanta, Inc. shall be parties to the merger (the "Merger") of Engle Homes Realty, Inc. with and into Engle Homes/Atlanta, Inc.

2. **Terms and Conditions of Merger.** Engle Homes Realty, Inc. shall, pursuant to the provisions of the BCA and the GBCC, be merged with and into Engle Homes/Atlanta, Inc., which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger, as set forth in paragraph 5, (the "Effective Date"), the existence of Engle Homes Realty, Inc. shall cease. On the Effective Date, Engle Homes/Atlanta, Inc. shall assume the obligations of Engle Homes Realty, Inc.

3. **Articles of Incorporation.** The Articles of Incorporation of Engle Homes/Atlanta, Inc. as of the Effective Date shall be the Articles of Incorporation of the surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

4. **Bylaws.** The Bylaws of Engle Homes/Atlanta, Inc. in effect as of the Effective Date shall be the Bylaws of the surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

5. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which the Articles of Merger have been filed with the Secretary of State of the State of Florida.

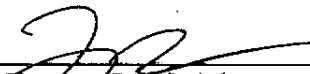
6. **Amendment of Plan of Merger.** The Board of Directors of each of Engle Homes Realty, Inc. and Engle Homes/Atlanta, Inc. is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

7. **Compliance with GBCC.** The laws of the State of Georgia permit a merger of a wholly-owned subsidiary corporation of the State of Georgia into a parent corporation of the State of Florida; and the Merger is in compliance with such laws.

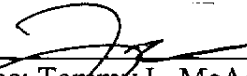
8. **Conversion of Shares.** Upon the Effective Time, by virtue of the Merger and without any action on the part of Engle Homes/Atlanta, Inc. (i) each share of Engle Homes Realty, Inc. common stock outstanding at the Effective Time shall be cancelled and no consideration shall be delivered in exchange therefor, and (ii) each share of Engle Homes/Atlanta, Inc. common stock outstanding at the Effective Time shall remain outstanding.

IN WITNESS WHEREOF, the parties herein have caused this Plan of Merger to be duly executed on the date first set forth above.

Engle Homes Realty, Inc.

By: 
Name: Tommy L. McAden
Title: Vice President-Finance &
Administration

Engle Homes/Atlanta, Inc.

By: 
Name: Tommy L. McAden
Title: Vice President-Finance &
Administration