

V69381

(Requestor's Name)

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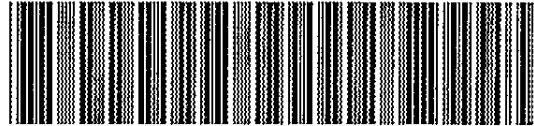
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DIVISION OF CORPORATIONS  
2004 FEB -9 PM 12:43

Merger  
LTS  
2-18-04

**PULLUM & PULLUM, 'P.A.**  
**ATTORNEYS AND COUNSELORS AT LAW**

J. STEPHEN PULLUM  
MARYBETH L. PULLUM  
WILLIAM G. ROY, III

SUITE 701 FIRST FAMILY OAKS  
1330 W. CITIZENS BLVD.  
LEESBURG, FLORIDA 34748

TELEPHONE (352) 728-3060

FAX (352) 728-0003

E-mail: pullumpa@earthlink.net

February 3, 2004

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

**Re: GODFREY CUSTOM HOMES, INC. Charter #V69381**  
**X-CEPTIONAL HOMES, INC. Charter #P03000057164**

Gentlemen:

Enclosed please find an original and one copy of the Articles of Merger with Plan and Agreement of Reorganization by Merger of the above-referenced corporations. Please endorse your approval on the copy of the Articles of Merger, certify same and return same to us.

After the above referenced corporations have been merged with Godfrey Custom Homes, Inc. being the surviving corporation, we would appreciate you filing the enclosed Articles of Amendment to Godfrey Custom Homes, Inc., changing its name to X-Ceptional Homes, Inc.

We enclose original and one copy of Articles of Amendment to Articles of Incorporation of this corporation. Please endorse your approval on the copy of the Articles of Amendment to Articles of Incorporation, certify same and return to this office.

Corporate Records Bureau  
February 3, 2004  
Page 2

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Our firm's check in the amount of \$122.50 is enclosed to cover the following fees of your office.

Filing Articles of Merger (2 corporations)	\$70.00
Certification of Articles of Merger	8.75
Filing Articles of Amendment	35.00
Certification of Articles of Amendment	8.75

Thank you for your attention to the above.

Very truly yours,



Linda H. Hutson  
Legal Assistant

Enclosures  
(L:\GodfreyCustom\MergerSecStateLet.lhh)

ARTICLES OF MERGER  
OF  
X-CEPTIONAL HOMES, INC.  
INTO  
GODFREY CUSTOM HOMES, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2004 FEB -9 PM 12:43

Pursuant to §607.1105 of the Florida Statutes, the undersigned corporations, X-CEPTIONAL HOMES, INC., a Florida corporation, and GODFREY CUSTOM HOMES, INC., a Florida corporation, adopt the following Articles of Merger for the purpose of merging X-CEPTIONAL HOMES, INC. into the GODFREY CUSTOM HOMES, INC.

PLAN OF MERGER

1. The Plan and Agreement of Reorganization by Merger setting forth the terms and conditions of the merger of X-CEPTIONAL HOMES, INC. into GODFREY CUSTOM HOMES, INC. is attached to these Articles as an Exhibit and incorporated herein by reference.

ADOPTION OF PLAN

2. There are 200 shares of common stock, each of \$1.00 par value of X-CEPTIONAL HOMES, INC. issued and outstanding that were entitled to vote on the Plan and Agreement of Reorganization by Merger. All 200 shares were voted in favor of the Plan and Agreement or Reorganization by Merger, at a Special Meeting of the shareholders of X-CEPTIONAL HOMES, INC. held on February 3, 2004 at Leesburg, Florida.

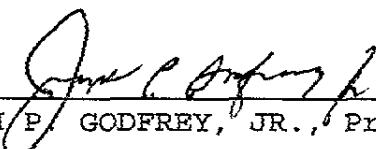
There are 100 shares of common stock, each of \$1.00 par value of GODFREY CUSTOM HOMES, INC. issued and outstanding that were entitled to vote on the Plan and Agreement of Reorganization by Merger. All 100 shares were voted in favor of the Plan and Agreement of Reorganization by Merger, at a Special Meeting of the shareholders of GODFREY CUSTOM HOMES, INC., held on February 3, 2004, at Leesburg, Florida.

EFFECTIVE DATE

The Plan and Agreement of Reorganization by Merger shall be effective on the filing of these Articles with the Department of State.

IN WITNESS WHEREOF, each of the undersigned corporations have caused these Articles to be signed as of February 3, 2004.

X-CEPTIONAL HOMES, INC.

BY:   
JOSEPH P. GODFREY, JR., President

Attest:   
JOSEPH P. GODFREY, III, Secretary

(CORPORATE SEAL)

GODFREY CUSTOM HOMES, INC.

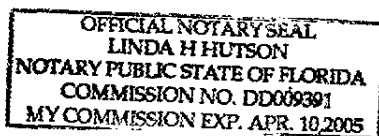
BY: *Joseph P. Godfrey, Jr.*  
JOSEPH P. GODFREY, JR., President

Attest: *Joseph P. Godfrey, III*  
JOSEPH P. GODFREY, III, Secretary

(CORPORATE SEAL)

STATE OF FLORIDA  
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 3rd day of February, 2004, by JOSEPH P. GODFREY, JR. and JOSEPH P. GODFREY, III, as President and Secretary, respectively, of X-CEPTIONAL HOMES, INC.. Said persons did not take an oath and (check one) X are personally known to me, \_\_\_\_\_ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or \_\_\_\_\_ produced other identification, to wit: \_\_\_\_\_.

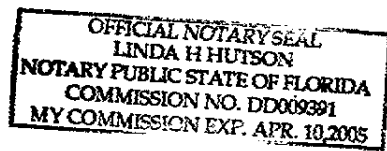


*Linda H. Hutson*  
Printed Name: \_\_\_\_\_  
Notary Public State of Florida  
Commission Number: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 3rd day of February, 2004, by JOSEPH P. GODFREY, JR. and JOSEPH P. GODFREY, III, as President and Secretary, respectively, of GODFREY CUSTOM HOMES, INC.. Said persons did not take an oath and

(check one)   X   are personally known to me, \_\_\_\_\_ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or \_\_\_\_\_ produced other identification, to wit: \_\_\_\_\_.



Linda H. Hutson  
Printed Name: \_\_\_\_\_  
Notary Public State of Florida  
Commission Number: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

(L:\Godfrey\MergerArticles.LHH)

PLAN AND AGREEMENT OF REORGANIZATION  
BY MERGER OF  
X-CEPTIONAL HOMES, INC.  
WITH AND INTO  
GODFREY CUSTOM HOMES, INC.  
UNDER THE NAME OF  
GODFREY CUSTOM HOMES, INC.

RECITALS

THIS PLAN AND AGREEMENT OF MERGER is made this 3<sup>rd</sup> day of February, 2004, by and between X-CEPTIONAL HOMES, INC., a Florida corporation, and GODFREY CUSTOM HOMES, INC., a Florida corporation, said corporations being sometimes hereinafter collectively referred to as "constituent corporations".

WHEREAS, the respective Board of Directors of the constituent corporations deem it advisable that X-CEPTIONAL HOMES, INC. ("the disappearing corporation") be merged into GODFREY CUSTOM HOMES, INC. ("the surviving corporation") under the laws of the State of Florida in the manner provided therefore pursuant to §607.1101 and §607.1105 (1), (2) and (3);

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the constituent corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.



### AGREEMENT TO MERGE

1. The constituent corporations hereby agree that the disappearing corporation shall be merged into the surviving corporation. When this Agreement shall become effective, the separate corporate existence of X-CEPTIONAL HOMES, INC. shall cease and the surviving corporation shall succeed, without other transfer, to all the rights and property of X-CEPTIONAL HOMES, INC. and shall be subject to all the debts and liabilities of X-CEPTIONAL HOMES, INC. in the same manner as if the surviving corporation had itself incurred them. All rights of creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

### NAME OF MERGED CORPORATION

2. The name of the surviving corporation shall be "GODFREY CUSTOM HOMES, INC."

### PLACE OF OFFICE OF SURVIVING CORPORATION

3. The place in Florida where the principal office of the surviving corporation is to be located is Three Pleasant View Drive, Leesburg, County of Lake.

#### PURPOSES OF SURVIVING CORPORATION

4. The purposes of the surviving corporation are to engage in any lawful act or activity for which corporations may be formed under Florida Statute §607. The surviving corporation will carry on business with the assets of the disappearing corporation, as well as with the assets of the surviving corporation.

#### AUTHORIZED SHARES OF SURVIVING CORPORATION

5. The present number of shares which X-CEPTIONAL HOMES, INC. is authorized to issue is 7,500 shares of \$1.00 par common stock, of which 200 shares are now issued and outstanding. The present number of shares which the surviving corporation is authorized to issue is 7,500 shares of \$1.00 par common stock, of which 100 shares are now issued and outstanding. The total number of shares of capital stock which may be issued by the surviving corporation from and after the effective date of this merger is 7,500 shares of common stock having \$1.00 par value.

#### DIRECTORS AND OFFICERS

6. (a) The present Board of Directors of the surviving corporation shall continue to serve as the Board of Directors of the surviving corporation until the next annual meeting or until their successors have been elected and qualified.

(b) All persons, who as of the Effective Date of the merger, shall be executive or administrative officers of the GODFREY CUSTOM HOMES, INC. shall remain as officers of the surviving corporation until the Board of Directors of the surviving corporation shall determine otherwise.

NAME AND RESIDENCE OF AGENT OF CORPORATION

7. J. STEPHEN PULLUM of 1330 West Citizens Blvd., Suite 701, Leesburg, Florida 34748, shall be and is hereby appointed as the person on whom process, tax notices, and demands against said GODFREY CUSTOM HOMES, INC. or either of the said constituent corporations, may be served.

MODE OF EFFECTING MERGER

8. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation, shall be as follows:

The shareholders of the surviving corporation will retain their shares as shares of the surviving corporation.

Each shareholder of the disappearing corporation shall surrender his certificate or certificates to the surviving corporation on the effective date of the merger. Upon surrender to the surviving corporation of the respective certificates for

outstanding shares of the disappearing corporation, there shall be issued to the respective holders thereof, in substitution therefore, certificates for fully paid and nonassessable common shares of the surviving corporation, in the ratio of one (1) share of the surviving corporation for each such share of the disappearing corporation.

REPORTING OF ASSETS AT BOOK VALUE IN ACCOUNTS  
OF SURVIVING CORPORATION: POOLING OF INTEREST

9. The assets of the disappearing corporation shall be reported in the accounts of the surviving corporation at their book value as of the effective date. The aggregate stated capital, capital surplus, and earned surplus of the constituent corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the surviving corporation.

ARTICLES OF INCORPORATION

10. The Articles of Incorporation of GODFREY CUSTOM HOMES, INC. shall continue to be the Articles of the surviving corporation, until amended as provided by law.

BY-LAWS

11. The By-Laws of GODFREY CUSTOM HOMES, INC. shall be the By-Laws of the surviving corporation.

EFFECTIVE DATE OF AGREEMENT

12. This Agreement shall become effective on the later of:  
(a) February 3, 2004, or (b) the date of filing of this agreement, or other appropriate certificate, in the manner provided by law. The term "effective date", wherever used in this Agreement, shall mean the effective date herein described.

DIRECTORS' RIGHT TO ABANDON MERGER

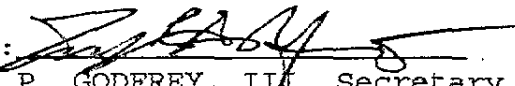
13. The Board of Directors of each of the constituent corporations shall have the power in its discretion to abandon the merger provided for herein prior to the filing of this Agreement.

EXECUTION

IN WITNESS WHEREOF, the constituent corporations have caused their respective corporate names to be signed hereto by their respective Presidents and Secretaries, thereunto duly authorized by the respective Board of Directors and Shareholders of the constituent corporations.

X-CEPTIONAL HOMES, INC.

BY:   
JOSEPH P. GODFREY, JR., President

Attest:   
JOSEPH P. GODFREY, III, Secretary

(CORPORATE SEAL)

GODFREY CUSTOM HOMES, INC.

BY:   
JOSEPH P. GODFREY, JR., President

Attest:   
JOSEPH P. GODFREY, III, Secretary

(CORPORATE SEAL)

CERTIFICATE

We, JOSEPH P. GODFREY, JR. and JOSEPH P. GODFREY, III, President and Secretary of X-CEPTIONAL HOMES, INC., do hereby certify:

1. That pursuant to the provisions of §607.1101 and §607.1105(1) and (2) all of the Directors of X-CEPTIONAL HOMES, INC. consented in writing on February 3, 2004, to the adoption of the foregoing Agreement of Merger.

2. That pursuant to the provisions of §607.1101 and §607.1105(1) and (2) all of the stockholders of X-CEPTIONAL HOMES, INC. consented in writing on February 3, 2004, to the adoption of the foregoing Agreement of Merger and authorized the President and Secretary of X-CEPTIONAL HOMES, INC. to execute said Agreement on its behalf.

IN WITNESS WHEREOF, we have hereunto set our hands this 3rd day of February, 2004.

X-CEPTIONAL HOMES, INC.

BY:   
JOSEPH P. GODFREY, JR., President

Attest:   
JOSEPH P. GODFREY, III, Secretary

(CORPORATE SEAL)

CERTIFICATE

We, JOSEPH P. GODFREY, JR. and JOSEPH P. GODFREY, III, President and Secretary of GODFREY CUSTOM HOMES, INC., do hereby certify:

1. That pursuant to the provisions of §607.1101 and §607.1105(1) and (2) all of the Directors of GODFREY CUSTOM HOMES, INC. consented in writing on February 3, 2004, to the adoption of the foregoing Agreement of Merger.

2. That pursuant to the provisions of §607.1101 and §607.1105(1) and (2) all of the stockholders of GODFREY CUSTOM HOMES, INC. consented in writing on February 3, 2004 to the adoption of the foregoing Agreement of Merger and authorized the President and Secretary of GODFREY CUSTOM HOMES, INC. to execute said Agreement on its behalf.

IN WITNESS WHEREOF, we have hereunto set our hands this 3rd day of February, 2004.

GODFREY CUSTOM HOMES, INC.

BY:   
JOSEPH P. GODFREY, JR., President

Attest:   
JOSEPH P. GODFREY, III, Secretary

(CORPORATE SEAL)

ACCEPTANCE OF RESIDENT AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATIONS, AT THE PLACE DESIGNATED IN THIS PLAN AND AGREEMENT OF REORGANIZATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE \_\_\_\_\_

(Resident Agent)

DATE \_\_\_\_\_

1 2-4-04

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