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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

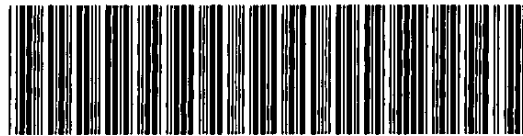
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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**EXPIRES DATE**  
**12-31-07**

12/28/07--01024--001 \*\$78.75

07 DEC 28 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

*Merger*

6. 000000 JAN 03 2008

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Pace Design & Construction, Inc.  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

John F. Roscow, IV  
(Contact Person)

Carpenter & Roscow, P.A.  
(Firm/Company)

5608 NW 43rd Street  
(Address)

Gainesville, FL 32653  
(City/State and Zip Code)

For further information concerning this matter, please call:

John F. Roscow, IV At ( 352 ) 373-7788  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**ARTICLES OF MERGER**  
**(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Pace Design &amp; Construction, Inc.</u>	<u>Florida</u>	<u>P05000158708</u>

**EFFEKTIVE DATE**  
**12-31-07**

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Pace Construction, Inc., f/k/a</u>	<u>Florida</u>	
<u>Howell-Pace Design &amp; Construction, Inc.</u>		
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**07 DEC 28 PM 12: 31**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**APPROVED**  
**AND**  
**FILED**

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** 12 / 31 / 07 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/27/07

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/27/07

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

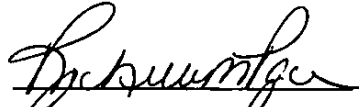
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

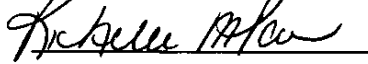
Typed or Printed Name of Individual & Title

Pace Design & Construction, Inc.



Richelle M. Pace, President/Director

Pace Construction, Inc.



Richelle M. Pace, President/Director

f/k/a Howell-Pace Design &

Construction, Inc.

\_\_\_\_\_

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# **PLAN OF MERGER**

**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>PACE DESIGN &amp; CONSTRUCTION, INC.</u>	<u>Florida</u>

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>PACE CONSTRUCTION, INC.</u>	<u>Florida</u>
<u>f/k/a HOWELL-PACE DESIGN &amp;</u>	<u></u>
<u>CONSTRUCTION, INC.</u>	<u></u>
<u></u>	<u></u>
<u></u>	<u></u>

**Third:** The terms and conditions of the merger are as follows:

SEE ATTACHED PLAN OF MERGER.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The ownership interest of Pace Construction, Inc., which is hereby cancelled, is the same as Pace Design & Construction, Inc., the surviving corporation, resulting in no change of ownership.

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

Prepared by:  
John F. Roscow, IV  
Carpenter & Roscow, P.A.  
5608 NW 43<sup>rd</sup> Street  
Gainesville, FL 32653  
(352) 373-7788

## **PLAN OF MERGER**

This Plan of Merger is made effective as of December 31, 2007, between PACE CONSTRUCTION, INC., f/k/a HOWELL-PACE DESIGN & CONSTRUCTION, INC., a Florida corporation, the absorbed corporation, and PACE DESIGN & CONSTRUCTION, INC., a Florida corporation, the surviving corporation.

### **Stipulations and Conditions**

A. The surviving corporation, to-wit, PACE DESIGN & CONSTRUCTION, INC., is a Florida corporation existing under the laws of the State of Florida with its principal office at 4631 N.W. 53<sup>rd</sup> Avenue, Suite 3, Gainesville, Florida, 32606.

B. The absorbed corporation, to-wit, PACE CONSTRUCTION, INC., formerly known as Howell-Pace Design & Construction, Inc., is a validly existing Florida corporation organized under the laws of the State of Florida with its principal office at 4631 N.W. 53<sup>rd</sup> Avenue, Suite 3, Gainesville, Florida, 32606.

C. The President, Directors, and shareholders of the absorbed corporation deem it desirable and in the best business interest of the absorbed

corporation to be merged into the surviving corporation pursuant to the provisions of Chapter 607 of the Florida Statutes.

D. In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the absorbed corporation and merging, surviving corporation agree as follows:

(1) Merger: Effective December 31, 2007, the absorbed corporation shall merge with and into Pace Design & Construction, Inc., which shall be the surviving corporation.

(2) Terms and Conditions: Effective December 31, 2007, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, whether real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger. Likewise, the surviving corporation shall have the right and privilege to sell, dispose of, and convey all real, personal, and mixed property of the absorbed corporation, and shall exercise such rights and privileges in the name of the surviving corporation.

(3) Conversion of interest: Each shareholder's interest in the absorbed corporation as of December 31, 2007, shall be converted into a



proportionate shareholder interest in the surviving corporation so that all resulting shareholders of the surviving corporation shall have an equal ownership interest in the surviving corporation and shall have their respective rights and privileges in the surviving corporation in equal proportion to that of the absorbed corporation.

(4) Shareholders' Agreement: The shareholders' agreement, if any, of the surviving corporation shall continue to be its controlling document following the effective date of the merger.

(5) Management: The management of the surviving corporation as of December 31, 2007, shall be comprised of the following shareholders:

Richelle M. Pace, President/Director  
4631 N.W. 53<sup>rd</sup> Avenue, Suite 3  
Gainesville, Florida 32606

Eric D. Pace, Vice-President/Director  
4631 N.W. 53<sup>rd</sup> Avenue, Suite 3  
Gainesville, Florida 32606

(6) Prohibited Transactions: Neither 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 corporation and surviving corporation may take all actions necessary or appropriate under the laws of the State of Florida to consummate this merger.

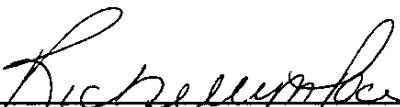
(7) Approval by Shareholders and Directors: This Plan of Merger was submitted for the approval of the shareholders and directors of the absorbed corporation, and the shareholders and directors of the surviving corporation in


the manner provided by Chapter 607, Florida Statutes, and was unanimously approved. Each corporation to this merger has complied with the terms of its respective shareholders' agreements, if any, and applicable Florida law.

(8) Effective Date of Merger: The effective date of merger shall be December 31, 2007.

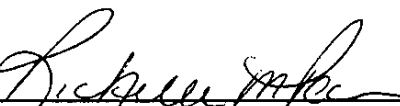
IN WITNESS WHEREOF, the parties have executed this Plan of Merger in Gainesville, Alachua County, Florida, on the date written below.

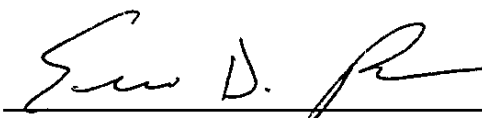
**PACE CONSTRUCTION, INC., f/k/a  
HOWELL-PACE DESIGN & CONSTRUCTION, INC.**

By:   
Richelle M. Pace, President/Director

  
Eric D. Pace, Vice-President/Director

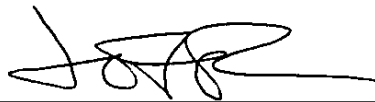
**PACE DESIGN & CONSTRUCTION, INC.**

By:   
Richelle M. Pace, President/Director

  
Eric D. Pace, Vice-President/Director

STATE OF FLORIDA  
COUNTY OF ALACHUA

SWORN TO and affirmed before me on this 27<sup>th</sup> day of December, 2007, by Richelle M. Pace and Eric D. Pace, as President/Director and Vice-President/Director, respectively, of PACE CONSTRUCTION, INC., a Florida corporation, f/k/a HOWELL-PACE DESIGN & CONSTRUCTION, INC., who are personally known to me and acknowledged executing the foregoing instrument on behalf of the corporation.



\_\_\_\_\_  
Notary Public, State of Florida



John F. Roscow, IV  
MY COMMISSION # DD 648897  
June 3, 2011  
BONDED THRU TROY FAIN INSURANCE, INC.

\_\_\_\_\_  
Print, type or stamp commissioned name  
of notary, date of expiration, and notary  
commission number

STATE OF FLORIDA  
COUNTY OF ALACHUA

SWORN TO and affirmed before me on this 27<sup>th</sup> day of December, 2007, by Richelle M. Pace and Eric D. Pace, as President/Director and Vice-President/Director, respectively, of PACE DESIGN & CONSTRUCTION, INC., a Florida corporation, who are personally known to me and acknowledged executing the foregoing instrument on behalf of the corporation.



\_\_\_\_\_  
Notary Public, State of Florida



John F. Roscow, IV  
MY COMMISSION # DD 648897  
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