

Division of Corporations

220546

Florida Department of State
Division of Corporations
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merger

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

The Villages of Lake-Sumter, Inc.

Certificate of Status	1
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\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
ARTICLES OF MERGER OF A
DOMESTIC LIMITED LIABILITY COMPANY
INTO A DOMESTIC CORPORATION

The following Articles of Merger are being submitted in accordance with section 607.1109, Florida Statutes.

106-2403
First: The name of the entity being merged into the other is Curia Properties, LLC, a Florida limited liability company, with its principal office located at 1020 Lake Sumter Landing, The Villages, FL 32162.

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Second: The name of the surviving entity is The Villages of Lake-Sumter, Inc., a Florida corporation, with its principal office located at 1020 Lake Sumter Landing, The Villages, Florida, 32162.

Third: The Plan of Merger is hereby attached as *Exhibit "A"*, and meets the requirements of the applicable sections of Chapter 607 and/or 608, Florida Statutes.

Fourth: On January 13, 2006, the Plan of Merger was adopted and approved by The Villages of Lake-Sumter, Inc., and by Curia Properties, LLC in accordance with the applicable provisions of Chapters 607 and/or 608, Florida Statutes.

Fifth: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed this agreement as of the date first written above.

CURIA PROPERTIES, LLC
a Florida limited liability company

Manager:

By: *John F. Wise*
Name: John F. Wise, Manager

Member: PM3, Ltd., a Florida limited partnership

By: PM3, Inc., its general partner

By: *Martin L. Dzuro*
Name: Martin L. Dzuro, Vice President

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THE VILLAGES OF LAKE-SUMTER, INC.
a Florida corporation

By: 

Name: John K. GRAFT

Title: V.P.

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EXHIBIT "A"

PLAN OF MERGER
CURIA PROPERTIES, LLC, WITH AND INTO
THE VILLAGES OF LAKE-SUMTER, INC.

This Plan of Merger is dated as of January 13, 2006 by and between Curia Properties, LLC, a Florida limited liability company ("Curia") and The Villages of Lake-Sumter, Inc., a Florida corporation ("The Villages"), and was formed in accordance with the provisions of sections 607.1108 and 608.438, Florida Statutes.

- 1. **Merging Entity:** The name of the merging entity is Curia Properties, LLC, a Florida limited liability company.
- 2. **Surviving Entity:** The name of the surviving entity is The Villages of Lake-Sumter, Inc., a Florida corporation.
- 3. **Terms and Conditions:** The terms and conditions of the merger are as follows: The Villages shall acquire one hundred percent (100%) of the membership interests of Curia.

IN WITNESS WHEREOF, the undersigned have executed this agreement as of the date first written above.

CURIA PROPERTIES, LLC
a Florida limited liability company

Manager:

By: John F. Wise
Name: John F. Wise, Manager

Member: PM3, Ltd., a Florida limited partnership

By: PM3, Inc., its general partner
By: Martin D. Dzuro
Name: Martin D. Dzuro, Vice President

THE VILLAGES OF LAKE-SUMTER, INC.
a Florida corporation

By: H. Gary Morse
Name: H. Gary Morse
Title: PRESIDENT

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