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MERGER OR SHARE EXCHANGE

The Villages of Lake-Sumter, Inc.

Certificate of Status	1
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Estimated Charge	\$96.25

78.75

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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.

First: The name of the entity being merged into the other is Touchton Landing, LLC, a Florida limited liability company, with its principal office located at 1020 Lake Sumter Landing, The Villages, FL 32162. LCV-45247

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. 2205216

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 October 23, 2006 the Plan of Merger was adopted and approved by The Villages of Lake-Sumter, Inc., and by Touchton Landing, 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.

TOUCHTON LANDING, LLC
a Florida limited liability company

Manager:

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

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

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

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Revised: October 20, 2006
Printed: October 20, 2006

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EXHIBIT "A"
PLAN OF MERGER
TOUCHTON LANDING, LLC, WITH AND INTO
THE VILLAGES OF LAKE-SUMTER, INC.

This Plan of Merger is dated as of October 23, 2006 by and between Touchton Landing, LLC, a Florida limited liability company ("Touchton") 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 Touchton Landing, 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 Touchton.

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

TOUCHTON LANDING, LLC
a Florida limited liability company

Manager:

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

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

By: Martin E. Dzuro
Martin E. Dzuro, Vice President

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