

220546

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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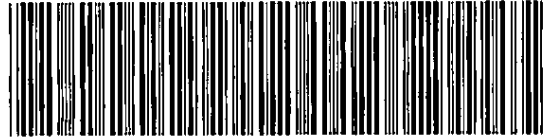
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2023 FEB 23 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

4/13/23

De



Office of General Counsel  
Celeste T. Hankins, Esq.  
(352) 775-7834

February 2, 2023

**VIA FEDEX OVERNIGHT DELIVERY TO:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

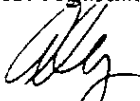
RE: CLLPG Transfer Company, LLC (Document No. L23000028713) merger into The Villages of Lake-Sumter, Inc. (Document No. 220546)

Dear Amendment Section,

Enclosed please find State of Florida Article of Merger ("Articles") regarding CLLPG Transfer Company, LLC merging with and into The Villages of Lake-Sumter, Inc.. Also enclosed is our check in the amount of \$90.00 for the filing of the Articles and a certified copy of same.

Please return the certified copy of the Articles to my attention, utilizing the enclosed self-addressed pre-paid FedEx label and envelope. I may be reached at (352) 753-6729 or [amy.young@thevillages.com](mailto:amy.young@thevillages.com) should there be any questions or if additional information is required.

Best regards,

  
Amy L. Young

Enclosures

STATE OF FLORIDA  
ARTICLES OF MERGER

OF

CLLPG Transfer Company, LLC  
(a Florida limited liability company)

WITH AND INTO

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

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Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned Florida corporation and Florida limited liability company hereby adopt the following Articles of Merger:

- FIRST: The names of the parties to the merger (the “**Merger**”) are The Villages of Lake-Sumter, Inc., a Florida corporation (the “**Surviving Corporation**”), and CLLPG Transfer Company, LLC, a Florida limited liability company (the “**Merging Company**”). The Merging Company is a wholly-owned subsidiary of the Surviving Corporation.
- SECOND: The name of the Surviving Corporation is The Villages of Lake-Sumter, Inc., a Florida corporation.
- THIRD: The plan of merger for the Merger (the “**Plan of Merger**”) has been approved by the Surviving Corporation in accordance with Section 607.1103 of the Florida Business Corporation Act. The approval of the Plan of Merger by the shareholders of the Surviving Corporation is not required because: (i) the Surviving Corporation will survive the Merger; (ii) the articles of incorporation of the Surviving Corporation will not differ from its articles of incorporation before the Merger; (iii) each shareholder of the Surviving Corporation whose shares were outstanding immediately prior to the Effective Date of the Merger will hold the same number of shares, with identical designations, preferences, rights, and limitations, immediately after the Effective Date of the Merger, and (iv) the Surviving Corporation’s articles of incorporation do not require the approval of the Plan of Merger by the shareholders of the Surviving Corporation.
- FOURTH: The Plan of Merger and the participation of the Merging Company in the Merger has been duly authorized in accordance with the provisions of Sections 605.1021-605.1026 of the Florida Revised Limited Liability Company Act, and by each member of the Merging Company who, as a result of the Merger, will have interest holder liability under Section 605.1023(1)(b) of the Florida Revised Limited Liability Company Act and whose approval is required.
- FIFTH: The Surviving Corporation has agreed to pay any members of the Merging

Company with appraisal rights the amounts to which members are entitled under the provisions of Section 605.1006 and Sections 605.1061-1072 of the Florida Revised Limited Liability Company Act.


SIXTH: The merger shall become effective on February 1, 2023 (the “Effective Date”).

SEVENTH: The Surviving Corporation exists before the Merger and is a domestic corporation. At the Effective Date of the Merger, the Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the merger, shall be the Articles of Incorporation of the Surviving Corporation until changed or amended in accordance with the its bylaws and the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Company have caused these Articles of Merger to be signed by an duly authorized officer (in the case of the Surviving Corporation) and by an authorized person (in the case of the Merging Company) on February 1, 2023.

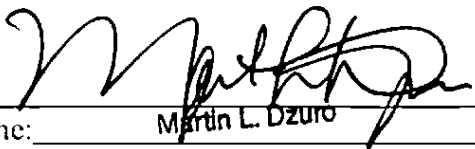
**SURVIVING COMPANY:**

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

By:   
Name: Ryan McCabe  
Title: Vice President

**MERGING COMPANY:**

CLLPG TRANSFER COMPANY, LLC,  
a Florida limited liability company

By:   
Name: Martin L. Dzuro  
Title: Manager