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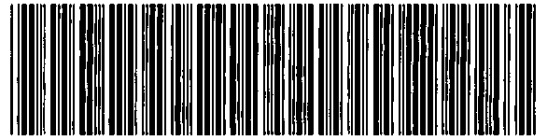
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2010 MAY -7 PM 10:51
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Meyer
SL

5-11-10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Castle Gardens Executive Council, 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:

Russell M. Robbins, Esq.

(Contact Person)

Mirza Basulto & Robbins, LLP

(Firm/Company)

9690 West Sample Road, Suite 103

(Address)

Coral Springs, Florida 33065-4046

(City/State and Zip Code)

For further information concerning this matter, please call:

Russell M. Robbins, Esq.

(Name of Contact Person)

At (954) 510-1000

(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

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2010 MAY -7 PM 10:51
TALLAHASSEE, FLORIDA
Profit Corporation

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

Third: The Plan of Merger is attached.

OR 03 / 01 / 2010 (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).

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on February 15, 2010.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
254 FOR 0 AGAINST

SECTION II

(CHECK IF APPLICABLE) ☒ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on February 15, 2010. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 254 FOR 0 AGAINST

SECTION II

(CHECK IF APPLICABLE) ☒ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

Name

Jurisdiction

Castle Gardens Executive Council, Inc.

Florida

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

Name

Jurisdiction

C.G. Recreation Equity, Inc.

Florida

The terms and conditions of the merger are as follows:

The merging corporation shall be merged with and into the surviving corporation, and the separate existence of the merging corporation shall cease as of the effective date of this Plan of Merger. The surviving corporation shall retain the name of "CASTLE GARDENS EXECUTIVE COUNCIL, INC." after the merger. As of the effective date of this Plan of Merger, the surviving corporation shall possess all of the right, privileges, and powers of the merging corporation, of a public as well as private nature, and all property, real, personal or otherwise, of the merging corporation, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the surviving corporation without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the surviving corporation shall continue unaffected and unimpaired by the merger.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

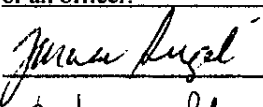
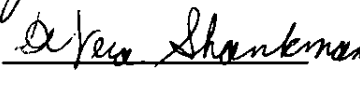
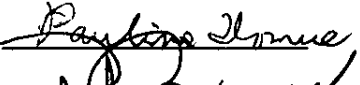
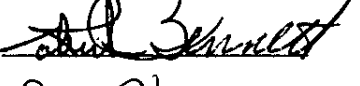
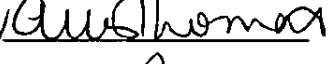
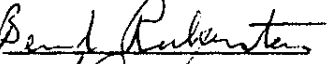

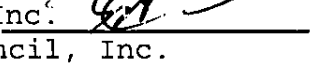

The Articles of Incorporation of the surviving corporation, as amended and restated as of the execution date of the Articles of Merger, shall, after the merger, continue to be the Articles of Incorporation of the surviving corporation until duly amended in accordance with law.

Other provisions relating to the merger are as follows:

The Bylaws of the surviving corporation, as amended and restated as of the execution date of the Articles of Merger, shall, after the merger, continue to be the Bylaws of the surviving corporation until duly amended in accordance with law.

The powers of Castle Gardens Executive Council, Inc. shall now include the acquisition, improvement, construction, management, and care of the CASTLE GARDENS recreational facilities.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer.</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>C.G. Recreation Equity, Inc. & Castle Gardens Exec. Council, Inc.</u>		<u>Hyman Siegel, President</u>
<u>C.G. Recreation Equity, Inc. & Castle Gardens Exec. Council, Inc.</u>		<u>Devera Shankman, Vice President</u>
<u>C.G. Recreation Equity, Inc. & Castle Gardens Exec. Council, Inc.</u>		<u>Pauline Domue, Secretary</u>
<u>C.G. Recreation Equity, Inc. & Castle Gardens Exec. Council, Inc.</u>		<u>Robert M. Bennett, Treasurer</u>
<u>C.G. Recreation Equity, Inc. & Castle Gardens Exec. Council, Inc.</u>		<u>Arlene Thomas, Assistant Treasurer</u>
<u>C.G. Recreation Equity, Inc. & Castle Gardens Exec. Council, Inc.</u>		<u>Bernard Rubenstein, Vice President of Maintenance</u>
<u>C.G. Recreation Equity, Inc. & Castle Gardens Exec. Council, Inc.</u>		<u>John Hamilton DeGrussa, Vice President of Entertainment</u>
<u>C.G. Recreation Equity, Inc. Castle Gardens Exec. Council, Inc.</u>		<u>Eric Hammond, VP of Security</u>
<u>C.G. Recreation Equity, Inc. Castle Gardens Exec. Council, Inc.</u>		<u>Janice Riley, Secretary</u>