

F 22174

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

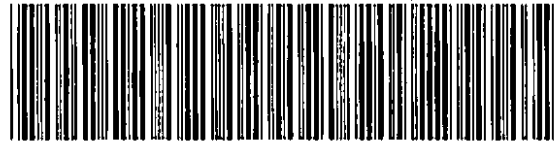
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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STATE OF FLORIDA
TALLAHASSEE, FL

2019 JAN 24 AM 11:26

FILED

C. GOLDEN

JAN 29 2019

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Orange Lake Country Club, 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:

Nina Pallatt

Contact Person

Orange Lake Country Club, Inc.

Firm/Company

8505 W. Irlo Bronson Memorial Hwy

Address

Kissimmee, Florida 34747

City/State and Zip Code

npallatt@orangelake.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Grace Mathis At (407) 395-6864

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)

FILED

2019 JAN 24 AM 11:26

DEPARTMENT OF STATE
TALLAHASSEE, FL

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, OF STATE
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)
Orange Lake Country Club, Inc.	Florida	F22174

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
OLCC Tennessee, Inc.	Tennessee	F09000003972

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 / / (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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/31/2018 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 12/31/2018

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

Orange Lake Country Club, Inc.



Michael J Thompson / Sr. Vice President

OLCC Tennessee, Inc.



Michael J Thompson / Sr. Vice President

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>
_____	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

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

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:

(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:

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Orange Lake Country Club, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
OLCC Tennessee, Inc.	Tennessee
_____	_____
_____	_____
_____	_____
_____	_____

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Please see attached:
For OLCC Tennessee, Inc. : Unanimous Written Consent of The Board of Directors of Orange Lake Country Club, Inc.; Merger Agreement; Articles of Merger, Written Consent of Director of OLCC Tennessee, Inc. Written Consent of Shareholder of OLCC Tennessee, Inc.; OLCC TN Resolution; Filed

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Please see attached:

For OLCC Tennessee, Inc. : Unanimous Written Consent of The Board of Directors of Orange Lake Country Club, Inc.; Merger Agreement; Articles of Merger. Written Consent of Director of OLCC Tennessee, Inc. Written Consent of Shareholder of OLCC Tennessee, Inc.; OLCC TN Resolution; Filed

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

FILED

ARTICLES OF MERGER

of

**OLCC TENNESSEE, INC.,
a Tennessee corporation**

and

**ORANGE LAKE COUNTRY CLUB, INC.,
a Florida corporation**

The following Articles of Merger are being submitted in accordance with Tennessee Code Annotated Section 48-21-107.

FIRST: The name, principal address, jurisdiction and entity type of the merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
OLCC Tennessee, Inc. 8505 W. Irlo Bronson Memorial Hwy. Kissimmee, Florida 34747	Tennessee	Corporation

Florida Document / Registration Number:
F09000003972

SECOND: The exact name, principal address, jurisdiction and entity type of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Orange Lake Country Club, Inc. 8505 W. Irlo Bronson Memorial Hwy. Kissimmee, Florida 34747	Florida	Corporation

Florida Document / Registration Number:
F22174

THIRD: The attached Agreement and Plan of Merger was approved by the domestic corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes.


FOURTH: On or as of January 7, 2019, the attached Agreement and Plan of Merger was unanimously approved by the Board of Directors and immediately thereafter by the shareholder of OLCC Tennessee, as required under Tennessee law.

FIFTH: The merger shall be effective as of 8 am, January 7th, 2019.


SIXTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

SEVENTH: The Charter of the surviving party is not being amended as a part of this merger.

ORANGE LAKE COUNTRY CLUB, INC., a
Florida corporation

By: 
Name: Michael J. Thompson
Title: Sr. Vice President

OLCC TENNESSEE, INC., a Tennessee
corporation

By: 
Name: Michael J. Thompson
Title: Sr. Vice President

January 7, 2019

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
ORANGE LAKE COUNTRY CLUB, INC.
WITHOUT A MEETING**

As of January 7th, 2019

THE UNDERSIGNED, being and constituting all of the members of the board of directors (the "Directors") of **ORANGE LAKE COUNTRY CLUB, INC.**, a Florida corporation (the "Corporation"), do hereby adopt the following resolutions without a meeting pursuant to the applicable provisions of the Florida Business Corporation Act:

WHEREAS, the Corporation is the sole shareholder of **OLCC Tennessee, Inc.**, a Tennessee corporation ("OLCC Tennessee");

WHEREAS, the Directors have considered the transactions contemplated by the proposed Agreement and Plan of Merger by and between the Corporation and **OLCC Tennessee**, substantially in the form attached hereto as Exhibit A (the "Merger Agreement"), pursuant to which **OLCC Texas** will merge with and into the Corporation with the Corporation as the surviving company (the "Merger");

WHEREAS, the Directors have considered the proposed Articles of Merger by and between the Corporation and **OLCC Tennessee**, substantially in the form attached hereto as Exhibit B (the "Articles of Merger" and together with the Merger Agreement and the Articles of Merger, the "Merger Documents"), which are required to be filed with the Secretaries of State of the State of Florida and the State of Tennessee to effectuate the Merger;

WHEREAS, after due consideration, the Directors believe that the Merger is in the best interests of the Corporation and **OLCC Tennessee**, and deem it advisable and in the best interests of the Corporation and **OLCC Tennessee** for the Corporation and **OLCC Tennessee** to consummate the Merger and execute and deliver the Merger Documents;

WHEREAS, in connection with the Merger, the Corporation desires to execute that certain Written Consent of the Shareholder of **OLCC Tennessee, Inc.**, dated as of the date hereof and substantially in the form attached hereto as Exhibit C (the "OLCC TN Resolution"); and

WHEREAS, the undersigned deem it to be advisable and in the best interests of the Corporation for the Corporation to execute the **OLCC TN Resolution** as the sole shareholder of **OLCC Tennessee**.

NOW THEREFORE, BE IT RESOLVED, the undersigned hereby authorize, ratify, confirm and approve (a) the Merger and (b) the execution and delivery by the Corporation of the Merger Documents and the **OLCC Resolution**; and be it further

RESOLVED, that the officers of the Corporation (collectively, the "Officers") be, and each hereby is, authorized to take the following actions, all of which are hereby ratified and

approved as the acts and deeds of the Corporation: (a) execute and deliver the Merger Documents and the WRG Resolutions on behalf of the Corporation; (b) perform any and all obligations of the Corporation under the Merger Documents, including, without limitation, the filing of the Articles of Merger with the Secretaries of State of the State of Florida and the State of Tennessee; and (c) execute any and all other consents, documents, agreements, certificates and instruments to be executed and/or delivered by the Corporation in connection with the foregoing resolutions, the execution thereof by any of the Officers to be conclusive evidence of the Corporation's approval and determination of the foregoing; and be it further

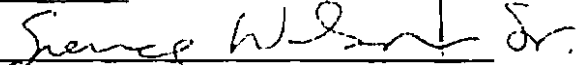
RESOLVED, that all actions heretofore taken by any of the Officers within the terms of the foregoing resolutions be authorized, adopted, approved, ratified and confirmed in their entirety as the acts and deeds of the Corporation; and be it further

RESOLVED, that this written consent may be executed in one or more counterparts, each of which shall be deemed an original, but together shall constitute the same instrument; and signatures delivered by facsimile transmission or by e-mail delivery of a ".pdf" format data file, shall be given the same legal force and effect as original signatures.

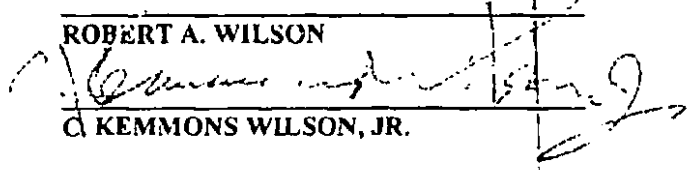
[Signature page follows]

IN WITNESS WHEREOF, the undersigned have given their consent to the foregoing resolutions as of the day and year first above written.

DIRECTORS:


SPENCE WILSON, SR.

ROBERT A. WILSON

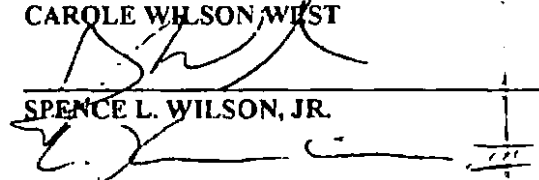


C. KEMMONS WILSON, JR.

WILLIAM H. WEST

CAROLE WILSON WEST

SPENCE L. WILSON, JR.



C. KEMMONS WILSON, III

CECIL CARNEY



JACKSON W. MOORE, SR.

JACKSON W. MOORE, JR.

DON L. HARRILL

IN WITNESS WHEREOF, the undersigned have given their consent to the foregoing resolutions as of the day and year first above written.

DIRECTORS:

SPENCE WILSON, SR.



ROBERT A. WILSON

C. KEMMONS WILSON, JR.

WILLIAM H. WEST

CAROLE WILSON WEST

SPENCE L. WILSON, JR.

C. KEMMONS WILSON, III

CECIL CARNEY

JACKSON W. MOORE, SR.

JACKSON W. MOORE, JR.

DON L. HARRILL

IN WITNESS WHEREOF, the undersigned have given their consent to the foregoing resolutions as of the day and year first above written.

DIRECTORS:

SPENCE WILSON, SR.

ROBERT A. WILSON

C. KEMMONS WILSON, JR.

William H West

WILLIAM H. WEST

Carol West

CAROLE WILSON WEST

SPENCE L. WILSON, JR.

C. KEMMONS WILSON, III

CECIL CARNEY

JACKSON W. MOORE, SR.

JACKSON W. MOORE, JR.

DON L. HARRILL

IN WITNESS WHEREOF, the undersigned have given their consent to the foregoing resolutions as of the day and year first above written.

DIRECTORS:

SPENCE WILSON, SR.

ROBERT A. WILSON

C. KEMMONS WILSON, JR.

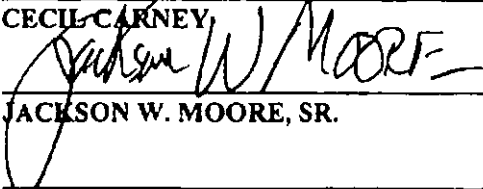
WILLIAM H. WEST

CAROLE WILSON WEST

SPENCE L. WILSON, JR.

C. KEMMONS WILSON, III

CECIL CARNEY



JACKSON W. MOORE, SR.

JACKSON W. MOORE, JR.

DON L. HARRILL

Signature Page to Unanimous Written Consent Without a Meeting of the Board of Directors of Orange Lake Country Club, Inc.

11/14/2014 1:45 PM Received by Tennessee Secretary of State Tre Hargett

IN WITNESS WHEREOF, the undersigned have given their consent to the foregoing resolutions as of the day and year first above written.

DIRECTORS:

SPENCE WILSON, SR.

ROBERT A. WILSON

C. KEMMONS WILSON, JR.

WILLIAM H. WEST

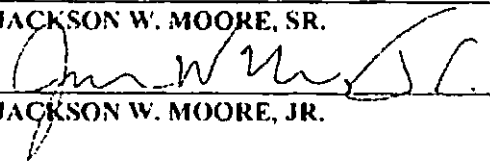
CAROLE WILSON WEST

SPENCE L. WILSON, JR.

C. KEMMONS WILSON, III

CECIL CARNEY

JACKSON W. MOORE, SR.



JACKSON W. MOORE, JR.

DON L. HARRILL

*Signature Page to Unanimous Written Consent Without a Meeting of the Board of Directors of
Orange Lake Country Club, Inc.*

IN WITNESS WHEREOF, the undersigned have given their consent to the foregoing resolutions as of the day and year first above written.

DIRECTORS:

SPENCE WILSON, SR.

ROBERT A. WILSON

C. KEMMONS WILSON, JR.

WILLIAM H. WEST

CAROLE WILSON WEST

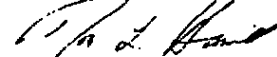
SPENCE L. WILSON, JR.

C. KEMMONS WILSON, III

CECIL CARNEY

JACKSON W. MOORE, SR.

JACKSON W. MOORE, JR.



DON L. HARRILL

*Signature Page to Unanimous Written Consent Without a Meeting of the Board of Directors of
Orange Lake Country Club, Inc.*

RECORDED BY Tennessee Secretary of State Tye Hargett

EXHIBIT A
MERGER AGREEMENT

[see attached]

... received by Tennessee Secretary of State the Harpelt

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of the 7th day of January, 2019, by and between OLCC TENNESSEE, INC., a Tennessee corporation ("Tennessee"), and ORANGE LAKE COUNTRY CLUB, INC., a Florida corporation ("OLCC" or the "Surviving Corporation" and collectively with Tennessee, the "Constituent Entities"), with Tennessee merging with and into OLCC, such that the separate existence of Tennessee shall cease and OLCC shall continue as the surviving corporation (the "Merger").

RECITALS:

WHEREAS, the Board of Directors of OLCC (the "Board") and the Sole Director of Tennessee (the "Tennessee Director") each deem it advisable and in the best interests of the Constituent Entities to merge the Constituent Entities.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

ARTICLE I MERGER

1.1 The Merger. Upon the terms and subject to the conditions hereof, and in accordance with the relevant provisions of the Florida Business Corporation Act ("FBCA") and the Tennessee Business Corporation Act ("TBCA"), Tennessee shall be merged with and into OLCC. Following the Merger, OLCC shall continue as the surviving corporation and shall continue its existence under the laws of the State of Florida, and the separate existence of Tennessee under the laws of the State of Tennessee shall cease.

1.2 Effective Date and Effective Time. The Tennessee Articles of Merger prepared in accordance with the TBCA with respect to the Merger and this Agreement (collectively, the "Merger Documents") shall be executed, delivered and filed with the Secretary of State of the State of Tennessee in accordance with the provisions of the TBCA. The Merger shall be effective immediately upon the filing of the Merger Documents (the date and time the Merger being referenced to herein as the "Effective Date" and the "Effective Time," respectively). Immediately following the Effective Date, the Florida Articles of Merger prepared in accordance with the FBCA with respect to the Merger shall be executed, delivered and filed with the Secretary of State of the State of Florida in accordance with the provisions of the FBCA.

1.3 Effect of the Merger. At the Effective Time and without any further action on the part of the Surviving Corporation, the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public as well as of a private nature, of each of the Constituent Entities, and be subject to all the restrictions, disabilities and duties of each of the Constituent Entities so merged; and all of the rights, privileges, powers and franchises of each of the Constituent Entities, and all property, real, personal and mixed, and all debts due to either of the Constituent Entities on whatever account, shall be vested in the

RECEIVED BY TENNESSEE SECRETARY OF STATE THE HARGETT

Surviving Corporation; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter the property of the Surviving Corporation as they were of the Constituent Entities; and the title to any real estate, vested by deed or otherwise, under the laws of the State of Tennessee or otherwise, in either of the Constituent Entities, shall not revert or in any way be impaired by reason of the Merger; provided that all debts, liabilities and duties of the Constituent Entities, and all rights of creditors and all liens upon any property of either of the Constituent Entities shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

1.4 Articles of Incorporation and Bylaws of Surviving Corporation. From and after the Effective Time, the Articles of Incorporation of OLCC (the "Articles"), and the bylaws of OLCC in effect immediately prior to the Effective Time, shall continue to be the Articles and bylaws, respectively, of the Surviving Corporation, unless and until altered, amended or repealed as provided in the Articles or such bylaws.

1.5 Directors and Officers of Surviving Corporation. The directors and officers of OLCC immediately prior to the Effective Time shall be the directors and officers, respectively, of the Surviving Corporation and will hold such office from the Effective Time until their respective successors are duly elected and qualified in the manner provided in the Articles and bylaws of the Surviving Corporation, or as otherwise provided by law.

ARTICLE II CONVERSION AND EXCHANGE OF SECURITIES

2.1 Conversion of Interests. At the Effective Time, each then outstanding shares of capital stock of Tennessee shall, by virtue of the Merger and without any action on the part of the holders thereof, be cancelled and cease to exist and no consideration shall be issued in respect thereof.

ARTICLE III MISCELLANEOUS

3.1 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida without regard to the conflicts of law rules thereof.

3.2 Headings. The headings in this Agreement are inserted for convenience only and shall not constitute a part hereof.

3.3 Severability. If any provision of this Agreement is held by a court of competent jurisdiction to be contrary to law, then the remaining provisions of this Agreement, as applicable, if capable of substantial performance, shall remain in full force and effect.

3.4 Third Party Beneficiaries. This Agreement is not intended to confer upon any other person or entity, other than the parties hereto, any rights or remedies.

04/20/2019 1:45 PM Received by Tennessee Secretary of State Tre Harpelt

3.5 Authorization. The Board, the Tennessee Director and the proper officers and of the Constituent Entities are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to effectuate or consummate any of the provisions of this Agreement or of the Merger herein provided for.

3.6 Modification or Amendment. Subject to the applicable provisions of the FBCA and TBCA, the parties hereto may modify or amend this Agreement by mutual written agreement executed and delivered by duly authorized officers or representatives of the respective parties.

3.7 Termination. This Agreement may be terminated and abandoned by the mutual consent of the Board and the Tennessee Director at any time before the Effective Date.


3.8 Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but together shall constitute the same instrument; and signatures delivered by facsimile transmission or by e-mail delivery of a ".pdf" format data file, shall be given the same legal force and effect as original signatures.

[signature page follows]


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IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement and Plan of Merger to be executed on its behalf as of the date first above written.

ORANGE LAKE COUNTRY CLUB, INC., a
Florida corporation

By: 
Name: Brian T. Lower
Title: Executive VP

OLCC TENNESSEE, INC., a Tennessee
corporation

By: 
Name: Brian T. Lower
Title: Executive VP

January 7, 2019

RECEIVED BY TENNESSEE SECRETARY OF STATE TRE HARRIGETT

ARTICLES OF MERGER

of

**OLCC TENNESSEE, INC.,
a Tennessee corporation**

and

**ORANGE LAKE COUNTRY CLUB, INC.,
a Florida corporation**

The following Articles of Merger are being submitted in accordance with Tennessee Code Annotated Section 48-21-107.

FIRST: The name, principal address, jurisdiction and entity type of the merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
OLCC Tennessee, Inc. 8505 W. Irlo Bronson Memorial Hwy. Kissimmee, Florida 34747	Tennessee	Corporation
Florida Document / Registration Number: F09000003972		

SECOND: The exact name, principal address, jurisdiction and entity type of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Orange Lake Country Club, Inc. 8505 W. Irlo Bronson Memorial Hwy. Kissimmee, Florida 34747	Florida	Corporation
Florida Document / Registration Number: F22174		

THIRD: The attached Agreement and Plan of Merger was approved by the domestic corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes.

FOURTH: On or as of January 1, 2019, the attached Agreement and Plan of Merger was unanimously approved by the Board of Directors and immediately thereafter by the shareholder of OLCC Tennessee, as required under Tennessee law.


Tennessee Secretary of State Tre Hargett

FIFTH: The merger shall be effective as of the time of filing the Articles of Merger.


SIXTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

SEVENTH: The Charter of the surviving party is not being amended as a part of this merger.

ORANGE LAKE COUNTRY CLUB, INC., a
Florida corporation

By: 
Name: Brian T. Lower
Title: Executive VP

OLCC TENNESSEE, INC., a Tennessee
corporation

By: 
Name: Brian T. Lower
Title: Executive VP

January 7, 2019

RECEIVED BY Tennessee Secretary of State Tre Hargett

EXHIBIT C
OLCC TN RESOLUTION

[see attached]

WRITTEN CONSENT OF
SHAREHOLDER OF
OLCC TENNESSEE, INC.
WITHOUT A MEETING

As of January 7, 2019

THE UNDERSIGNED, ORANGE LAKE COUNTRY CLUB, INC., a Florida corporation, being and constituting the sole shareholder (the "Shareholder") of OLCC TENNESSEE, INC., a Tennessee corporation (the "Company"), does hereby adopt the following resolutions, acting with waiver of notice and without a meeting, pursuant to the applicable provisions of the Tennessee Business Corporation Act, as revised:

WHEREAS, the Shareholder has determined it to be in the best interest of the Company for the Company to merge with Shareholder (sometimes hereinafter referred to as "OLCC") pursuant to that certain Agreement and Plan of Merger by and between the Company and OLCC, substantially in the form attached hereto as Exhibit A (the "Merger Agreement"), pursuant to which the separate existence of the Company will cease and OLCC shall continue as the surviving entity (the "Merger");

WHEREAS, in order to effectuate the Merger, (a) the proposed Articles of Merger by and between the Company and OLCC, prepared in accordance with the Florida Business Corporation Act, substantially in the form attached hereto as Exhibit B (the "Florida Articles of Merger"), are required to be filed with the Secretary of State of the State of Florida and (b) the proposed Articles of Merger by and between the Company and OLCC, prepared in accordance with the Tennessee Business Corporation Act, substantially in the form attached hereto as Exhibit C (the "Tennessee Articles of Merger" and together with the Merger Agreement and the Florida Articles of Merger, the "Merger Documents"), is required to be filed with the Secretary of State of the State of Tennessee; and

WHEREAS, the undersigned deems it to be advisable and in the best interests of the Company to consummate the Merger and execute and deliver the Merger Documents.

NOW THEREFORE, BE IT RESOLVED, that the undersigned Shareholder does hereby approve, adopt, authorize and ratify the Merger and the Merger Documents; and be it further

RESOLVED, that the Board of Directors of the Company (the "Board") be, and hereby is, authorized to take such actions, including the adoption of Board resolutions, to facilitate the execution of the said Plan of Merger and the implementation of the Merger as are, in the determination, necessary or appropriate in connection therewith; and be it further

RESOLVED, that all actions heretofore taken by any of the Board of Directors of the Company in furtherance of the said Merger be authorized, adopted, approved, ratified and confirmed in their entirety as the acts and deeds of the Company; and be it further

Received by Tennessee Secretary of State Tre Hargett

RESOLVED, that signatures delivered by facsimile transmission or by e-mail delivery of a ".pdf" format data file, shall be given the same legal force and effect as original signatures.

IN WITNESS WHEREOF, the undersigned, being the sole shareholder of the Company, has given consent to the foregoing resolutions as of the day and year first above written.

ORANGE LAKE COUNTRY CLUB, INC., a
Florida corporation

By: 

Name: Brian T. Lower

Title: Executive VP

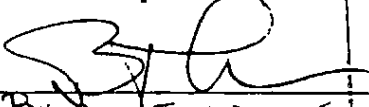
..... Secretary of State Tre Hargett

WAIVER OF NOTICE

January 7, , 2019

The undersigned, **ORANGE LAKE COUNTRY CLUB, INC.**, a Florida corporation, being the sole shareholder of **OLCC TENNESSEE, INC.**, a Tennessee corporation, acting pursuant to Tennessee Code Annotated Section 48-17-106(a), hereby waives the notice required under Tennessee Code Annotated Section 48-21-104(4) in connection with that certain Written Consent of Shareholder Without a Meeting of even date herewith.

**ORANGE LAKE COUNTRY CLUB,
INC., a Florida corporation**

By: 
Name: Bridon T. Lower
Title: Executive VP

... by Tennessee Secretary of State Tre Hargett

WRITTEN CONSENT OF
DIRECTOR OF
OLCC TENNESSEE, INC.
WITHOUT A MEETING

As of January 7, 2019

THE UNDERSIGNED, THOMAS R. NELSON, being the sole director (the "Director") of OLCC TENNESSEE, INC., a Tennessee corporation (the "Company"), does hereby adopt the following resolutions, acting with waiver of notice and without a meeting, pursuant to the applicable provisions of the Tennessee Business Corporation Act, as revised:

WHEREAS, the Director has determined it to be in the best interest of the Company for the Company to merge with ORANGE LAKE COUNTRY CLUB, INC., a Florida corporation ("OLCC"), which is the sole shareholder of the Company, pursuant to that certain Agreement and Plan of Merger by and between the Company and OLCC, substantially in the form attached hereto as Exhibit A (the "Merger Agreement"), pursuant to which the separate existence of the Company will cease and OLCC shall continue as the surviving entity (the "Merger");

WHEREAS, in order to effectuate the Merger, (a) the proposed Articles of Merger by and between the Company and OLCC, prepared in accordance with the Florida Business Corporation Act, substantially in the form attached hereto as Exhibit B (the "Florida Articles of Merger"), are required to be filed with the Secretary of State of the State of Florida and (b) the proposed Articles of Merger by and between the Company and OLCC, prepared in accordance with the Tennessee Business Corporation Act, substantially in the form attached hereto as Exhibit C (the "Tennessee Articles of Merger" and together with the Merger Agreement and the Florida Articles of Merger, the "Merger Documents"), is required to be filed with the Secretary of State of the State of Tennessee; and

WHEREAS, the undersigned deems it to be advisable and in the best interests of the Company to consummate the Merger and execute and deliver the Merger Documents.

NOW THEREFORE, BE IT RESOLVED, that the undersigned Director does hereby approve, adopt, authorize and ratify the Merger and the Merger Documents; and be it further

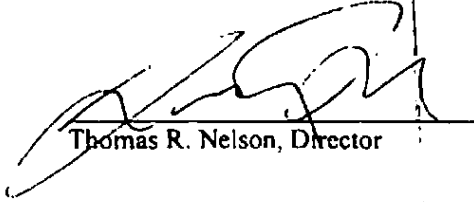
RESOLVED, that the Board of Directors of the Company (the "Board"), acting by and through the Director, as its sole member, be, and hereby is, authorized to take such actions, including the adoption of Board resolutions, to facilitate the execution of the said Plan of Merger and the implementation of the Merger as are, in the determination, necessary, or appropriate in connection therewith; and be it further

RESOLVED, that all actions heretofore taken by any of the officers and the Board of Directors of the Company in furtherance of the said Merger be authorized, adopted, approved, ratified and confirmed in their entirety as the acts and deeds of the Company; and be it further

RESOLVED, that signatures delivered by facsimile transmission or by e-mail delivery of a ".pdf" format data file; shall be given the same legal force and effect as original signatures.

Tennessee Secretary of State Tre Hargett

IN WITNESS WHEREOF, the undersigned, being the sole director of the Company, has given his consent to the foregoing resolutions as of the day and year first above written.



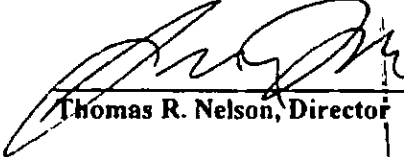
Thomas R. Nelson, Director

Received by Tennessee Secretary of State Tre Hargett

WAIVER OF NOTICE

January 7, 2019

The undersigned, THOMAS R. NELSON, being the sole director of OLCC TENNESSEE, INC., a Tennessee corporation, acting pursuant to Tennessee Code Annotated Section 48-18-204(a), hereby waives the notice required thereunder in connection with that certain Written Consent of Director Without a Meeting of even date herewith.


Thomas R. Nelson, Director

SECRETARY OF STATE THE HAGGERT



January 3, 2019

VIA FEDEX

State of Tennessee
Department of State Corporate Filings
312 Rosa L Parks Avenue
6th Floor William R. Snodgrass Tower
Nashville, TN 37243

Re: Merger of OLCC Tennessee Inc.

To Whom It May Concern:

Please find enclosed the merger documents for OLCC Tennessee Inc.:

- Unanimous Written Consent of The Board of Directors of Orange Lake Country Club, Inc.
- Agreement and Plan of Merger
- Original Executed Articles of Merger
- Written Consent of Shareholder of OLCC Tennessee, Inc.
- Written Consent of Director of OLCC Tennessee, Inc.

OLCC Tennessee Inc. has merged into its parent company Orange Lake Country Club, Inc. Effective January 7, 2019. Also enclosed is a check in the amount of \$100.00 for the filing fee.

Should you require further information I can be contacted at 407 395 6928 or by e-mail at npallatt@orangelake.com

Sincerely,

Nina Pallatt
Paralegal
Legal Services

.....
The Family of Orange Lake Resorts
8505 W. Irlo Bronson Memorial Hwy.
Kissimmee, FL 34747

FAX: 407.239.1032