

Aug. 6. 2008 4:16PM  
Division of Corporations

No. 1271 P. 2

**MD8000003612**

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

**Danville Land Investments, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	05
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**EXAMINER**

8/1/2008

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**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
DLI 1, LLC	Florida	limited liability company
DLI 2, LLC	Florida	limited liability company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Danville Land Investments, LLC	Nevada	limited liability company

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

39 East Eagleridge Drive, Suite 102

North Salt Lake, UT 84054

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**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 39 East Eagleridge Drive, Suite 102

North Salt Lake, UT 84054

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Mailing address: 39 East Eagleridge Drive, Suite 102

North Salt Lake, UT 84054

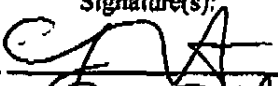
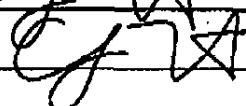
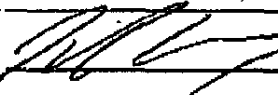
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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
DLI 1, LLC		Wayne Farnsworth
DLI 2, LLC		Wayne Farnsworth
Danville Land Investments, LLC		Leonard K. Arave

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<b><u>Fees:</u></b> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<b><u>Certified Copy (optional):</u></b>	\$30.00
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### AGREEMENT AND PLAN OF MERGER

The following Agreement and Plan of Merger was adopted and approved by each party to the merger in accordance with Section 608.438 of the Florida Limited Liability Company Act, and Chapter 92A of the Nevada Revised Statutes.

#### Background

The merging entities are DLI 1, LLC, a Florida limited liability company, and DLI 2, LLC, a Florida limited liability company (the "Merging Entities"). The surviving entity is Danville Land Investments, LLC, a Nevada limited liability company (the "Surviving Entity"). The Merging Entities are wholly owned subsidiaries of the Surviving Entity. Economies of operation and savings in administrative expenses can be achieved by merging the Merging Entities with and into the Surviving Entity.

1. **Terms and Conditions of Merger.** Upon the Effective Date, the Merging Entities shall be merged into the Surviving Entity, the separate existence of the Merging Entities shall cease, and the Surviving Entity shall continue its existence as a Nevada limited liability company pursuant to the laws of Nevada.

2. **Effect of Merger.** On the Effective Date, the separate existence of the Merging Entities shall cease, and the Surviving Entity shall be fully vested in the Merging Entities' rights, privileges, immunities, powers, and franchises, subject to their restrictions, liabilities, disabilities, and duties.

3. **Conversion of Interest of the Merging Entities.** The manner and basis of converting the outstanding membership interests of the Merging Entities into membership interests of the Surviving Entity are as follows:

On the Effective Date, by virtue of the Merger and without any action on the part of the parties or otherwise, each issued and outstanding membership interest of the Merging Entities shall be cancelled without payment of any consideration and without any conversion.

4. **Certificate of Formation of the Surviving Entity.** No amendment to the Articles of Formation of the Surviving Entity is required on account of the merger.

5. **Surviving Entity.** The Surviving Entity's principal place of business is: 39 E. Eagleridge Drive, Suite 102, N. Salt Lake, Utah 84054.

6. **Effective Date.** The merger shall become effective upon the date of filing of the Articles of Merger with the Secretary of State of the State of Nevada (the "Effective Date").

7. **Supplemental Action.** If, at any time after the Effective Date, the Surviving Entity determines that any further conveyances, agreements, documents, instruments, and assurances, or any further action is necessary or desirable to carry out the provisions of this Agreement and Plan of Merger, the appropriate officers of the Surviving Entity or the Merging Entities, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the Surviving Entity, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Entity, or to otherwise carry out the provisions of this Agreement and Plan of Merger.

*(Signature Page Follows)*

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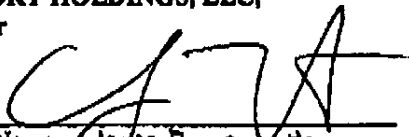
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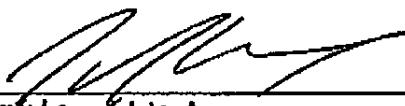
IN WITNESS WHEREOF, both the Merging Entities and the Surviving Entity have caused this Agreement and Plan of Merger to be executed as of the 25<sup>th</sup> day of July, 2008.

DLI 1, LLC

DANVILLE LAND INVESTMENTS, LLC

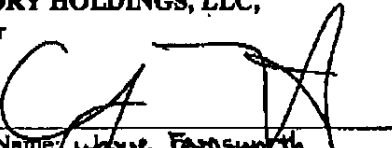
By: VICTORY HOLDINGS, LLC,  
its manager

By:   
Name: Wayne Farnsworth  
Title: Secretary

By:   
Name: Leonard K. Arave  
Title: Manager

DLI 2, LLC

By: VICTORY HOLDINGS, LLC,  
its manager

By:   
Name: Wayne Farnsworth  
Title: Secretary