

P64000139895

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000203766 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0380 *JH*

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

OCT 12 PM 3:25

MERGER OR SHARE EXCHANGE

TURNBERRY HOLDING III, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$87.50

FILED
OCT 12 AM 8:34
TAMMASEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

04000203766 3

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>TURNBERRY HOLDING, LLC</u> <u>19501 BISCAYNE BLVD.</u> <u>SUITE 400</u> <u>AVENTURA, FL 33140</u>	<u>FLORIDA</u>	<u>Limited liability company</u>
Florida Document/Registration Number: <u>HO40001771653</u> <u>LD4000064189</u>		FEI Number: <u>20-1597925</u>
2. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OCT 13 AM 8:34

FILED

(Attach additional sheet(s) if necessary)

04000203766 3

04000203766 3

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>TURNBERRY HOLDING III, INC.</u>	<u>FLORIDA</u>	<u>CORPORATION</u>
<u>19501 BISCAYNE BLVD.</u>		
<u>SUITE 400</u>		
<u>AVENTURE, FL 33180</u>		
Florida Document/Registration Number: <u>PD4000139895</u>		FBI Number: <u>20-1723675</u>

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

OCT 13 AM 8:34
SECRET
TALLAHASSEE, FLORIDA

FILED

04000203766 3

04000203766 3

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381 and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438 and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Turnberry Holding, LLC	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Turnberry Holding III, Inc.	Florida

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

Turnberry Holding, LLC (the "Non-Surviving Company") shall merge with and into Turnberry Holding III, Inc. (the "Surviving Company"), which shall be the surviving company at the effective date and time of the merger, and shall continue to exist under its present name pursuant to the Florida Business Corporation Act ("FBCA"). The separate existence of Turnberry Holding, LLC shall cease at the effective date and time of the merger, pursuant to the provisions of the Florida Limited Liability Company Act.

The present Articles of Incorporation of the Surviving Company shall be the Articles of Incorporation of the Surviving Company and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the FBCA. The present bylaws of the Surviving Company shall be the bylaws of said Surviving Company and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the FBCA.

The directors and officers in office of the Surviving Company at the effective date and time of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Company, all of whom shall hold their respective offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Company.

(Attach additional sheet(s) if necessary)

04 OCT 13 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

04000203766 3

04000203766 3

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

At the effective time, the membership interests in the Non-Surviving Company shall be converted into shares of common stock of the Surviving Company such that the members of the Non-Surviving Company (each of whom own a 50% membership interest in the Non-Surviving Company) shall each own 250 shares of common stock in the Surviving Company.

The issued and outstanding shares of the Surviving Company shall not be converted or exchanged in any manner, but each such share which is issued at the effective time and date of the merger shall continue to represent one issued share of the Surviving Company.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

None.

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A

If General Partner is a Non-Individual,

Florida Document/Registration Number

N/A

FILED
OCT 13 AM 8:34
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

04000203766 3

OCT. 12. 2004 3:02PM

CORPORATION SVC CO

NOV 3 10 30 P. 7-07

04000203766 3

SIXTH: If a limited liability company is the surviving entity, the name(s) and address(es) of the manager(s)/managing members are as follows:

N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger.

The name of the Surviving Company shall remain "Turnberry Holding III, Inc."

FILED
04 OCT 13 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

04000203766 3

TOTAL P. 07