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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number: (850) 617-6380

From: Account Name: HOLDING COMPANY OF THE VILLAGES, INC.  
Account Number: 120189000040  
Phone: (352) 753-6270  
Fax Number: (352) 753-6279

12/30/19

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Email Address: legalnotices@hcvillages.com

**MERGER OR SHARE EXCHANGE  
THE VILLAGES OPERATING COMPANY**

Certificate of Status	1
Certified Copy	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA  
ARTICLES OF MERGER OF A  
DOMESTIC CORPORATION  
INTO A DOMESTIC CORPORATION

The following Articles of Merger are being submitted in accordance with section 607.1105, Florida Statutes.

**First:** The name of the surviving entity is **THE VILLAGES OPERATING COMPANY**, a Florida corporation ("VOC"), with its principal office located at 3619 Kiessel Road, The Villages, Florida 32163.

**Second:** The name of the entity being merged into the other is **DIVERSIFIED COMMERCIAL PROPERTY SERVICES, INC.**, a Florida corporation ("Diversified"), with its principal office located at 3619 Kiessel Road, The Villages, Florida 32163.

*PIA SOLES*

**Third:** The Plan of Merger is hereby attached as *Exhibit "A"*, and meets the requirements of the applicable sections of Chapter 607, Florida Statutes.

**Fourth:** The merger shall become effective as of midnight on December 31, 2019.

**Fifth:** The Plan of Merger was adopted by the board of directors and shareholders of VOC on December 30, 2019.

**Sixth:** The Plan of Merger was adopted by the board of directors and shareholders of Diversified on December 30, 2019.

IN WITNESS WHEREOF, the undersigned have executed this agreement as of the date first written above.

DIVERSIFIED COMMERCIAL PROPERTY SERVICES, INC., a Florida corporation

By: *[Signature]*  
Print name: Robert L. Chandler IV  
Title: Vice President

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TALLAHASSEE FLORIDA

THE VILLAGES OPERATING COMPANY, a Florida corporation

By: *[Signature]*  
Print name: KELSEA NOISE MANN  
Title: VICE PRESIDENT

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EXHIBIT "A"

PLAN OF MERGER  
DIVERSIFIED COMMERCIAL PROPERTY SERVICES, INC., WITH AND INTO  
THE VILLAGES OPERATING COMPANY

This Plan of Merger is dated as of December 30<sup>th</sup>, 2019 by and between **DIVERSIFIED COMMERCIAL PROPERTY SERVICES, INC.**, a Florida corporation ("Diversified") and **THE VILLAGES OPERATING COMPANY**, a Florida corporation ("VOC"), and was formed in accordance with the provisions of section 607.1104, Florida Statutes.

1. **Surviving Entity:** The name of the surviving entity is The Villages Operating Company, a Florida corporation. VOC is the parent corporation of Diversified, owning at least 80 percent of the outstanding shares of Diversified.

2. **Merging Entity:** The name of the merging entity is Diversified Commercial Property Services, Inc., a Florida corporation. Diversified is the subsidiary of VOC.

3. **Manner:** The manner and basis of converting the shares of Diversified, the subsidiary, into shares of VOC, the parent are as follows:

a. Each share of VOC, which shall be issued and outstanding on the Effective Date, shall remain issued and outstanding.

b. Each share of Diversified, which shall be outstanding on the Effective Date, and all rights in respect thereof, shall forthwith be canceled and retired without any payment therefor.

4. **Terms and Conditions:** The terms and conditions of the merger are as follows:

a. The Bylaws of VOC as they shall exist on the effective date of the merger shall be and remain the bylaws of the surviving corporation until the same shall be amended as provided therein.

b. The directors and officers of VOC shall continue in office until the next election or appointment as described in the Bylaws of VOC.

c. The effective date of this merger is midnight on December 31, 2019 ("Effective Date").

d. Upon the merger becoming effective, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of Diversified shall be transferred to, vested in, and devolve upon VOC without further act or deed.

[signature page to follow]

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IN WITNESS WHEREOF, the undersigned have executed this agreement as of the date first written above.

**DIVERSIFIED COMMERCIAL PROPERTY SERVICES, INC.**, a Florida corporation

By: [Signature]  
Print name: Robert L. Chandler IV  
Title: Vice President

**THE VILLAGES OPERATING COMPANY**, a Florida corporation

By: [Signature]  
Print name: KELSEA MORSE MANN  
Title: VICE PRESIDENT

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TALLAHASSEE, FLORIDA



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