

P07000118668

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies ☒ Certificates of Status ☐

Special Instructions to Filing Officer:

Office Use Only



600113377836

12/27/07--01022--002 **78.75

EFFECTIVE DATE
12-31-07

FILED
2007 DEC 27 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Murphy
SL

1-307

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Tournament Players MI Holdings, 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:

Chris Mellot, Esq.
(Contact Person)

Rogers Towers, P.A.
(Firm/Company)

1301 Riverplace Boulevard, Suite 1500
(Address)

Jacksonville, Florida 32207
(City/State and Zip Code)

For further information concerning this matter, please call:

Susan M. Bonteski, Paralegal At (904) 346-5556
(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

EFFECTIVE DATE
12-31-07

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, 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)
<u>Tournament Players MI Holdings, Inc.</u>	<u>Florida</u>	<u>P07000118668</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Tournament Players Club of Michigan, Inc.</u>	<u>Michigan</u>	<u>509347</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

FILED
2007 DEC 27 AM 10:35
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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 12 / 31 / 07 (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.)

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 December 26, 2007 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December 26, 2007 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

Tournament Players MI Holdings, Inc.

See attached original signature

Edward Moorhouse, Senior Vice President

Tournament Players Club of Michigan, Inc.

See attached original signature

Edward Moorhouse, Senior 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:

Name

Jurisdiction

Tournament Players MI Holdings, Inc.

Florida

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

Name

Jurisdiction

Tournament Players Club of Michigan, Inc.

Michigan

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

See attached Articles of Merger and Plan of Merger.

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:

See attached Articles of Merger and Plan of Merger.

(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:

ARTICLES OF MERGER

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

Article 1. Merging Corporation. The name, street address of its principal office, and jurisdiction of the Merging Corporation are:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
Tournament Players Club of Michigan, Inc. One Nicklaus Drive Dearborn, Michigan 48120 Michigan Corporation Number: 509347	Michigan

Article 2. Surviving Corporation. The name, street address of its principal office, and jurisdiction of the Surviving Corporation are:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
Tournament Players MI Holdings, Inc. 112 PGA TOUR Blvd. Ponte Vedra Beach, Florida 32082 Florida Document Number: P07000118668	Florida

Article 3. Plan of Merger. The Plan of Merger attached as Exhibit A meets the requirements of Section 607.1101, Florida Statutes.

Article 4. Adoption by Surviving Corporation. The attached Plan of Merger was adopted by the board of directors of the Surviving Corporation on December 26, 2007 and shareholder approval was not required.

Article 5. Adoption by Merging Corporation. The attached Plan of Merger was adopted by the board of directors and the sole shareholder of the Merging Corporation on December 26, 2007.

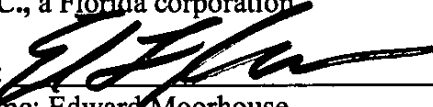
Article 6. Authorization. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the bylaws or the articles of incorporation of any corporation that is a party to the merger.

Article 7. Effective Date. The Merger shall become effective at 11:59 p.m. on December 31, 2007.

* * * * *

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Tournament Players Club of Michigan, Inc. and Tournament Players MI Holdings, Inc. by their authorized officers as of the 26 day of December, 2007.

**TOURNAMENT PLAYERS MI HOLDINGS,
INC., a Florida corporation**

By: 
Name: Edward Moorhouse
Its: Senior Vice President

**TOURNAMENT PLAYERS CLUB OF
MICHIGAN, INC., a Michigan corporation**

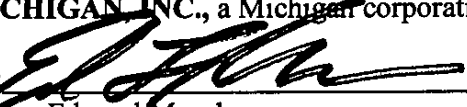
By: 
Name: Edward Moorhouse
Its: Senior Vice President

Exhibit A
Plan of Merger

PLAN OF MERGER

This Plan of Merger dated as of this 26 day of December, 2007, constitutes the plan for the merger of **TOURNAMENT PLAYERS CLUB OF MICHIGAN, INC.**, a Michigan corporation (the "Merging Corporation"), into and with **TOURNAMENT PLAYERS MI HOLDINGS, INC.**, a Florida corporation (the "Surviving Corporation").

BACKGROUND

For good and valid business reasons and purposes, the Merging Corporation and the Surviving Corporation are desirous of causing the Merging Corporation to be merged into and with the Surviving Corporation with the Surviving Corporation being the surviving entity.

MERGER PROVISIONS

1. In accordance with the provisions of this Plan of Merger, the bylaws of the Surviving Corporation, the bylaws of the Merging Corporation, the Florida Statutes, and the Michigan Business Corporation Act, at the Effective Time (as defined below), the Merging Corporation shall be merged into the Surviving Corporation (the "Merger"), and the separate corporate existence of the Merging Corporation shall cease and the Surviving Corporation (the "Surviving Corporation") shall continue its existence as a Florida corporation pursuant to the laws of Florida (the Merging Corporation and the Surviving Corporation are herein collectively referred to as the "Constituent Corporations").

2. Immediately prior to the Merger, the Merging Corporation has only one class of voting common stock, of which 50 shares are issued and outstanding. There are no other classes or series of stock of the Merging Corporation. The Surviving Corporation has one class of voting common stock, of which 50 shares are issued and outstanding. There are no other classes or series of stock of the Surviving Corporation.

3. The Merger shall become effective at 11:59 p.m. on December 31, 2007 (the "Effective Time.").

4. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of each of the Constituent Corporations. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real and personal property vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

5. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all obligations of each of the Constituent Corporations existing as of the Effective Time.

6. The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Time shall continue without change and be the Articles of Incorporation of the Surviving Corporation.

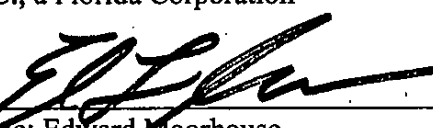
7. The bylaws of the Surviving Corporation in effect immediately prior to the Effective Time shall continue without change and be the bylaws of the Surviving Corporation.

8. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise, each issued and outstanding share of stock of the Merging Corporation outstanding immediately prior to the Merger shall be cancelled without payment of any consideration and without any conversion.

CERTIFICATION

The Surviving Corporation hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of the Surviving Corporation on the 26 day of December, 2007.

**TOURNAMENT PLAYERS MI HOLDINGS,
INC., a Florida Corporation**

By: 
Name: Edward Moorhouse
Its: Senior Vice President

CERTIFICATION

The Merging Corporation hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of the Merging Corporation on the 26 day of December, 2007.

**TOURNAMENT PLAYERS CLUB OF
MICHIGAN, INC., a Michigan Corporation**

By: 
Name: Edward Moorhouse
Its: Senior Vice President