

PO8000021629

Florida Department of State  
Division of Corporations  
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merger  
DEC 13 2013

R. WHITE

To:

Division of Corporations  
Fax Number : (850)617-6380

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-9107  
Fax Number : (561)694-1639

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

MERGER OR SHARE EXCHANGE  
DARDEN SV, INC.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

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13 DEC 12 PM 2:45

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

13 DEC 12 AM 11:39

FILED

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** DARDEN SV, 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:

Mone Isala  
Contact Person

Darden SV, Inc.  
Firm/Company

1000 Darden Center Drive  
Address

Orlando, FL 32837  
City/State and Zip Code

misaia@darden.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mone Isala At ( 407 ) 245-5005  
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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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>Darden SV, Inc.</u>	<u>Florida</u>	<u>P08000021629</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Cardco CXXIV, Inc.</u>	<u>Florida</u>	<u>P11000103101</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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.)

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 12/10/2013 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 12/10/2013.

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)

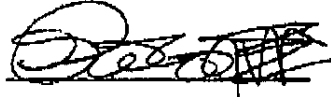
Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

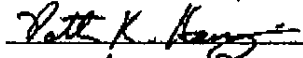
Typed or Printed Name of Individual & Title

Darden SV, Inc.



Horace G. Dawson III, Director

Darden SV, Inc.



Patrick K. Harrigan, Director

Cardco CXXIV, Inc.



William R. White III, Director

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**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>
N/A _____	_____

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

<u>Name</u>	<u>Jurisdiction</u>
N/A _____	_____
_____	_____
_____	_____
_____	_____
_____	_____

**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>
<u>DARDEN SV, INC.</u>	<u>FLORIDA</u>

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>CARDCO CXXIV, INC.</u>	<u>FLORIDA</u>
_____	_____
_____	_____
_____	_____
_____	_____

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:

Common Stock. The holders of the outstanding Common Stock of the Merging Party and the Surviving Party are identical. Accordingly, at the effective date of the merger, by virtue of the merger and without any action on the part of the holder(s) thereof, each share of Common Stock of the Merging Party shall be cancelled automatically. Each share of Common Stock of the Surviving Party outstanding immediately prior to the effective date of the merger will continue to represent the outstanding shares of Common Stock of the Surviving Party.

*(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:

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:

An executed Plan of Merger is on file at the principal place of business of the Surviving Party. A copy of the Plan of Merger will be furnished by the Surviving Party on written request and without cost to any shareholder of each entity that is a party to or created by the Plan of Merger.