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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

## MERGER OR SHARE EXCHANGE

LAR ARTEMIS 1 LLC

A. LUNT

DEC - 3 2008

EXAMINER

Certificate of Status	0
Certified Copy	0
Page Count	11
Estimated Charge	\$175.00

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Corporate Filing Menu

Help

**CERTIFICATE OF MERGER  
 OF EACH OF  
 LAR ARTEMIS 2 LLC,  
 LAR ARTEMIS 3A LLC,  
 LAR ARTEMIS 3B LLC,  
 LAR ARTEMIS 3C LLC,  
 HRR ARTEMIS 1 LLC  
 AND  
 HRR ARTEMIS 2 LLC  
 INTO  
 LAR ARTEMIS 1 LLC**

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 TALLAHASSEE, FLORIDA

Pursuant to Section 608.4382 of the Florida Limited Liability Company Act (the "Act"),  
 the undersigned limited liability company organized and existing under and by virtue of the Act,  
 does hereby certify as follows:

**FIRST:** That 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>
LAR Artemis 1 LLC	Florida	Limited Liability Company
LAR Artemis 2 LLC	Florida	Limited Liability Company
LAR Artemis 3A LLC	Florida	Limited Liability Company
LAR Artemis 3B LLC	Florida	Limited Liability Company
LAR Artemis 3C LLC	Florida	Limited Liability Company
HRR Artemis 1 LLC	Florida	Limited Liability Company
HRR Artemis 2 LLC	Florida	Limited Liability Company

707-118094  
 707-117807  
 707-117774  
 707-117753  
 707-117792  
 707-117744

**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>
LAR Artemis 1 LLC	Florida	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.

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.

[Signatures on the Following Pages]

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, each of the parties hereto has caused this Certificate to be duly executed on this 1st day of December 2008.

**LAR ARTEMIS 1 LLC**

By: ARTEMIS HOLDINGS, LLC  
Its: Sole Member

By:   
Name: Michael J. Horvitz  
Title: Manager

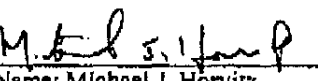
**LAR ARTEMIS 2 LLC**

By: ARTEMIS HOLDINGS, LLC  
Its: Sole Member

By:   
Name: Michael J. Horvitz  
Title: Manager

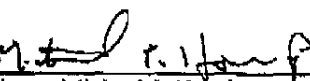
**LAR ARTEMIS 3A LLC**

By: ARTEMIS HOLDINGS, LLC  
Its: Sole Member

By:   
Name: Michael J. Horvitz  
Title: Manager

**LAR ARTEMIS 3B LLC**

By: ARTEMIS HOLDINGS, LLC  
Its: Sole Member

By:   
Name: Michael J. Horvitz  
Title: Manager

**LAR ARTEMIS 3C LLC**

By: ARTEMIS HOLDINGS, LLC  
Its: Sole Member

By: Michael J. Horvitz  
Name: Michael J. Horvitz  
Title: Manager

**HRR ARTEMIS 1 LLC**

By: ARTEMIS HOLDINGS, LLC  
Its: Sole Member

By: Michael J. Horvitz  
Name: Michael J. Horvitz  
Title: Manager

**HRR ARTEMIS 2 LLC**

By: ARTEMIS HOLDINGS, LLC  
Its: Sole Member

By: Michael J. Horvitz  
Name: Michael J. Horvitz  
Title: Manager

Exhibit A  
Plan of Merger

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## PLAN OF MERGER

This PLAN OF MERGER (this "*Plan*"), dated as of December 1, 2008, is entered into by and among LAR Artemis 1 LLC, a Florida limited liability company ("*Artemis 1*"), LAR Artemis 2 LLC, a Florida limited liability company ("*Artemis 2*"), LAR Artemis 3A LLC, a Florida limited liability company ("*Artemis 3*"), LAR Artemis 3B LLC, a Florida limited liability company ("*Artemis 4*"), LAR Artemis 3C LLC, a Florida limited liability company ("*Artemis 5*"), HRR Artemis 1 LLC, a Florida limited liability company ("*Artemis 6*") and HRR Artemis 2 LLC, a Florida limited liability company ("*Artemis 7*") and, together with each of Artemis 1, Artemis 2, Artemis 3, Artemis 4, Artemis 5 and Artemis 6, the "*Constituent LLCs*").

### RECITALS

A. The Constituent LLCs have agreed to merge pursuant to the terms, provisions and conditions set forth in this Plan (the "*Merger*") in accordance with the Florida Limited Liability Company Act (the "*Act*").

B. Artemis Holdings, LLC, the sole member of each of the Constituent LLCs (the "*Sole Member*"), has approved the Merger.

NOW, THEREFORE, in consideration of the premises and the mutual promises contained herein and for other good and valuable consideration, the Constituent LLCs hereby agree as follows:

### ARTICLE I MERGER; EFFECTS OF MERGER.

1.1 Merger; Surviving Limited Liability Company. At the Effective Time, (a) each of Artemis 2, Artemis 3, Artemis 4, Artemis 5, Artemis 6 and Artemis 7 is to be merged with and into Artemis 1 (the "*Merger*") on the terms and conditions hereinafter set forth as permitted by and in accordance with Chapter 608.4381 of the Act, (b) the separate existences of each of Artemis 2, Artemis 3, Artemis 4, Artemis 5, Artemis 6 and Artemis 7 are to cease and (c) Artemis 1, as the surviving limited liability company (the "*Surviving LLC*"), is to continue to exist under and be governed by the Act. The name of the Surviving LLC will be "Villa Artemis, LLC."

1.2 Effective Time of Merger. Artemis 1 will file with the Secretary of State of the State of Florida a certificate of merger (the "*Certificate of Merger*") executed in accordance with the relevant portions of the Act. The Merger will become effective at such time as the Certificate of Merger is duly filed with the Secretary of State of the State of Florida, or at such other time as is specified in the Certificate of Merger (the date and time the Merger becomes effective being the "*Effective Time*").

1.3 Certain Effects of the Merger. At the Effective Time, the effects of the Merger are as provided by the applicable provisions of the Act. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time: (a) the Surviving LLC will possess (i) all assets and property of every description, and every interest therein, wherever located, of

each of the Constituent LLCs, (ii) all rights, privileges, immunities, interests, powers, franchises, and authority of a public as well as of a private nature of each of the Constituent LLCs, and (iii) all obligations belonging to or due to each of the Constituent LLCs, and all of such items specified in the preceding clauses (i) - (iii) will be vested in the Surviving LLC without further act or deed; (b) title to any real estate or any interest therein vested in the Constituent LLCs will not revert or in any way be impaired by reason of the Merger; (c) all rights of creditors and all liens upon any property of any of the Constituent LLCs will be preserved unimpaired; and (d) the Surviving LLC will be liable for all the obligations of each of the Constituent LLCs, and any claim existing, or action or proceeding pending, by or against either of the Constituent LLCs may be prosecuted to judgment with right of appeal, as if the Merger had not taken place.

1.4 Further Action. If at any time after the Effective Time the Surviving LLC considers it to be advisable that any further conveyances, agreements, documents, instruments, assurances or any other actions are necessary or desirable to vest, perfect, confirm or record in the Surviving LLC the title to any property, rights, interests, privileges, powers and franchises of any of the Constituent LLCs or otherwise to carry out the provisions of this Plan, the proper officers of the Sole Member shall execute and deliver, upon the Surviving LLC's request, any and all proper conveyances, agreements, documents, instruments and assurances, and do and perform all things necessary or proper to vest, perfect, or confirm title to such property, rights, interests, privileges, powers and franchises in the Surviving LLC, and otherwise to carry out the transactions contemplated by this Plan.

## ARTICLE II THE SURVIVING LIMITED LIABILITY COMPANY

2.1 Articles of Organization. The Articles of Organization of Artemis I will, from and after the Effective Time, be the Articles of Organization of the Surviving LLC, as hereby amended to replace Articles I, II and IV as set forth below:

**ARTICLE I – Name:** The name of the Limited Liability Company is: "Villa Artemis, LLC."

**ARTICLE II – Address:** The mailing address and street address of the principal office of the Limited Liability Company is c/o Parkland Management Company, 1001 Lakeside Avenue, Suite 900, Cleveland, Ohio 44114.

**ARTICLE IV – Managing Member:** The name and address of the Managing Member is as follows:

MGRM	Artemis Holdings, LLC
	c/o Parkland Management Company
	1001 Lakeside Avenue, Suite 900
	Cleveland, Ohio 44114

2.2 Operating Agreement. The operating agreement of Artemis I, as in effect immediately prior to the Effective Time, will, from and after the Effective Time (until amended in accordance with its terms and with applicable law), continue in full force and effect as the operating agreement of the Surviving LLC (the "Operating Agreement").



2.3 Statutory Agent. The designated statutory agent for service of process for Artemis 1 at the Effective Time will be the statutory agent for service of process for the Surviving LLC.

2.4 Registered Office. The registered and principal office of the Surviving LLC in Florida is CT Corporation System, 1200 Pine Island Road, Plantation, Florida 33324.

### ARTICLE III TREATMENT OF OWNERSHIP INTERESTS

3.1 Cancellation of Interests. At the Effective Time, by reason of the Merger, the interests in each of Artemis 2, Artemis 3, Artemis 4, Artemis 5, Artemis 6 and Artemis 7 shall be cancelled and shall cease to exist, and no consideration shall be delivered in exchange therefor.

### ARTICLE IV MISCELLANEOUS

4.1 Abandonment or Amendment. At any time prior to the filing of the Certificate of Merger with the Secretary of State of the State of Florida, the Sole Member may abandon the proposed Merger to the extent permitted by law or may amend this Plan pursuant to a writing signed by both parties.

4.2 Counterparts. This Plan may be executed simultaneously in one or more counterparts (including by means of facsimile signature pages) each of which will be deemed an original, but all of which together will constitute one and the same instrument.

4.3 Headings. The headings of articles and sections herein are for convenience of reference only, do not constitute a part of this Plan, and will not be deemed to limit or affect any of the provisions hereof.

4.4 Complete Agreement. This Plan contains the complete agreement among the parties hereto with respect to the Merger and supersedes all prior agreements and understandings with respect to the Merger.

4.5 Third Parties. Nothing herein expressed or implied is intended or will be construed to confer upon or give to any Person, other than the parties to this Plan, any rights, remedies, obligations or liabilities under or by reason of this Plan.

\* \* \* \*

IN WITNESS WHEREOF, the parties have caused this Plan to be executed by their respective authorized officers as of the date first above written.

**LAR ARTEMIS 1 LLC**

By: ARTEMIS HOLDINGS, LLC  
Its: Sole Member

By: M. Michael J. Horvitz  
Name: Michael J. Horvitz  
Title: Manager

**LAR ARTEMIS 2 LLC**

By: ARTEMIS HOLDINGS, LLC  
Its: Sole Member

By: M. Michael J. Horvitz  
Name: Michael J. Horvitz  
Title: Manager

**LAR ARTEMIS 3A LLC**

By: ARTEMIS HOLDINGS, LLC  
Its: Sole Member

By: M. Michael J. Horvitz  
Name: Michael J. Horvitz  
Title: Manager

**LAR ARTEMIS 3B LLC**

By: ARTEMIS HOLDINGS, LLC  
Its: Sole Member

By: M. Michael J. Horvitz  
Name: Michael J. Horvitz  
Title: Manager

**LAR ARTEMIS 3C LLC**

By: ARTEMIS HOLDINGS, LLC  
Its: Sole Member

By: Michael J. Horvitz  
Name: Michael J. Horvitz  
Title: Manager

**HRR ARTEMIS 1 LLC**

By: ARTEMIS HOLDINGS, LLC  
Its: Sole Member

By: Michael J. Horvitz  
Name: Michael J. Horvitz  
Title: Manager

**HRR ARTEMIS 2 LLC**

By: ARTEMIS HOLDINGS, LLC  
Its: Sole Member

By: Michael J. Horvitz  
Name: Michael J. Horvitz  
Title: Manager