

413749

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MERGER OR SHARE EXCHANGE

PRE 12-30-98 OPERATOR OF HALIFAX CLUB, INC.
(HALIFAX)

Certificate of Status	0
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Merger

11-10-09 DC

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)
<i>OK Pre 12-30-98</i> Operator of Halifax Club, Inc.	Oklahoma	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<i>Pre 12-30-98</i> Operator of Halifax Club, Inc.	Florida	413749

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 8/26/09

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 8/10/09

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)

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**FLORIDA PLAN OF MERGER
OF
PRE 12-30-98 OPERATOR OF HALIFAX CLUB, INC.
INTO
OK PRE 12-30-98 OPERATOR OF HALIFAX CLUB, INC.**

PLAN OF MERGER APPROVED on August 10, 2009 by Pre 12-30-98 Operator of Halifax Club, Inc., a corporation of the State of Florida, and by resolution adopted by its Board of Directors on said date, and approved on August 10, 2009 by OK Pre 12-30-98 Operator of Halifax Club, Inc., a corporation of the State of Oklahoma, and by resolution adopted by its Board of Directors on said date.

1. Pre 12-30-98 Operator of Halifax Club, Inc. and OK Pre 12-30-98 Operator of Halifax Club, Inc. shall, pursuant to the provisions of the Florida General Corporation Law and Florida Business Corporation Act and of the laws of the State of Oklahoma, be merged with and into a single corporation, to wit, OK Pre 12-30-98 Operator of Halifax Club, Inc. which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under the name OK Pre 12-30-98 Operator of Halifax Club, Inc. The surviving corporation shall be governed by the laws of the State of Oklahoma, which is the jurisdiction of its organization. The separate existence of Pre 12-30-98 Operator of Halifax Club, Inc. which is sometimes hereinafter referred to as the "terminating corporation," shall cease upon the effective date of the merger in accordance with the provisions of the Florida General Corporation Law and Florida Business Corporation Act.
2. The articles of incorporation of the surviving corporation as in force and effect upon the effective date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the jurisdiction of its organization.
3. The bylaws of the surviving corporation as in force and effect upon the effective date of the merger will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.
4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and 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 corporation.
5. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into 1,000 shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.
6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the provisions of

the Texas Business Corporation Act and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the laws of the jurisdiction of its organization.

7. In the event that the Plan of Merger shall have been approved by the shareholders of the terminating corporation and the merger shall have been authorized by their duly adopted resolution in the manner prescribed by the provisions of the Florida General Corporation Law and Florida Business Corporation Act, and in the event that the Plan of Merger shall have been approved by the shareholders of the surviving corporation in compliance with the provisions of the laws of the jurisdiction of its organization, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Texas and of the State of Oklahoma, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The surviving corporation will be responsible for the payment of all fees and franchise taxes required by law, and that the surviving corporation will be obligated to pay such fees and franchise taxes if the same are not timely paid.