

Division of Corporations

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**822350**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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**\*RE-SUBMIT\***

To:

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

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

Please retain original filing  
date of submission 6/27

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

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

RECEIVED  
14 JUL 16 PM 12:12  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE  
ITT COMMUNITY DEVELOPMENT CORPORATION**

Certificate of Status	0
Certified Copy	1
Page Count	10
Estimated Charge	\$78.75

14 JUL 17 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

Electronic Filing Menu

Corporate Filing Menu

Help

*Mr. Smith*

6/27/2014

5:02 PM

T. LEMIEUX

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** ITT Community Development Corporation  
Name of Surviving Party

Please return all correspondence concerning this matter to:

Contact Person

Firm/Company

Address

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Contact Person

at ( )

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation  
Into  
Other Business Entity**

APPROVED  
AND  
FILED  
14 JUN 21 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

**FIRST:** 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>
Sunspport Recreation Inc.	Florida	Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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>
ITT Community Development Corporation	Delaware	Corporation
_____	_____	_____

**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, 605, 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.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to no more than 90 days after the date this document is filed by the Florida Department of State:

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**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

1 Corporate Drive, Flagler Beach, FL 32151

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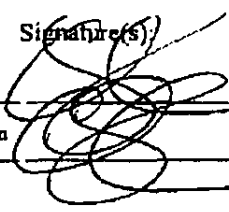
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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH: Signature(s) for Each Party:**

Name of Entity/Organization:	Signature(s)	Typed or Printed Name of Individual:
Sunsport Recreation Inc.		Craig Johnson
ITT Community Development Corporation		Craig Johnson

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

**PLAN OF MERGER**

**FIRST:** 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>
Sunspport Recreation Inc.	Florida	Corporation
ITT Community Development Corporation	Delaware	Corporation

**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>
ITT Community Development Corporation	Delaware	Corporation

**THIRD:** The terms and conditions of the merger are as follows:

See Exhibit A attached.

*(Attach additional sheet if necessary)*

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See Exhibit A attached.

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*(Attach additional sheet if necessary)*

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

n/a

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*(Attach additional sheet if necessary)*

**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

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*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

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*(Attach additional sheet if necessary)*



**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

n/a

*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

n/a

*(Attach additional sheet if necessary)*

Exhibit A

PLAN OF MERGER

This Plan of Merger sets forth the terms of the merger of Sunsport Recreation Inc., a Florida corporation, into Community Development Corporation, a Delaware corporation, pursuant to section 607.1109 Florida Statutes (the "Merger"). Sunsport Recreation Inc. is a wholly-owned subsidiary of ITT Community Development Corporation.

1. Names of Corporations. The name of the corporation surviving the Merger is ITT Community Development Corporation (the "Surviving Corporation"). The name of the corporation merging into the Surviving Corporation is Sunsport Recreation Inc. (the "Merging Corporation"). The Surviving Corporation is a Delaware corporation and is the parent of the Merging Corporation. The Merging Corporation is a Florida corporation.

2. Effective Date. The Merger shall be effective upon filing the Articles/Certificate of Merger in the Florida Department of State.

3. Effects of Merger. At the Effective Date, the Merging Corporation shall be merged with and into the Surviving Corporation and the separate corporate existence of the Merging Corporation shall cease. In addition, the Merger shall have such other effects as are specified by the Delaware Business Corporation Law.

4. Cancellation of Shares. At the Effective Date, each of the issued and outstanding shares of common stock of the Merging Corporation, by virtue of the Merger and without any action on the part of the holder thereof, shall be extinguished and cancelled automatically, without any payment or other distribution in respect thereof.