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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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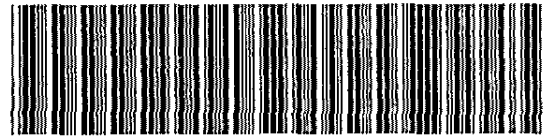
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Florida Country Club Properties, Ltd.

(Name of Limited Partnership or Limited Liability Limited Partnership)

The enclosed Statement of Correction and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Thomas C. Santoro

(Contact Person)

(Firm/Company)

1700 Wells Rd., Ste. 5

(Address)

Orange Park, FL 32073

(City, State and Zip Code)

For further information concerning this matter, please call:

Thomas C. Santoro

(Name of Contact Person)

at (904) 278-8713

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$52.50 Filing Fee

☐ \$61.25 Filing Fee
and Certificate of
Status

☒ \$105.00 Filing Fee
and Certified Copy

☐ \$113.75 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**STATEMENT OF CORRECTION
FOR
FLORIDA OR FOREIGN LIMITED PARTNERSHIP
OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

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Florida Country Club Properties, Ltd.

(Insert name currently on file with Florida Department of State)

Pursuant to the provisions of section 620.1207, Florida Statutes, this limited partnership or limited liability limited partnership submits the following certificate of correction.

FIRST: The reason for filing this certificate of correction is:

- ☐ The record contained false or erroneous information.
☒ The record was defectively signed.

SECOND: This statement corrects Articles of Merger

(Specify document type being corrected)

filed with the Florida Department of State on

July 23, 2003, effective July 23, 2003

(Insert date document filed with Dept. of State)

THIRD: The false or erroneous information or defect is as follows:

The signature page incorrectly states the name of the Florida limited partnership is "Florida Country Club Management, Ltd., a Florida Limited Partnership."

FOURTH: The false or erroneous information or defect is corrected as follows:

The name of the Florida limited partnership on the signature page is corrected to read "Florida Country Club Properties, Ltd., a Florida Limited Partnership."

Signature of a general partner*:

(*Note: If adding or deleting an election to be a limited liability limited partnership statement, all general partners must sign. If adding additional general partner(s), the new general partner(s) must sign).

See attached "Amendment to Articles of Merger"

Signature(s) of new general partner(s), if any:

Filing Fee:	\$52.50
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

**AMENDMENT TO
ARTICLES OF MERGER**

The following articles of merger are being submitted in accordance with Section 620.201 Florida Statutes.

1. Names and Addresses of Merging Parties. The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
OPCC, LLC 2525 Country Club Blvd. Orange Park, FL 32073	Florida	Limited Liability Company
Florida Document/Registration No: L01000007419 FEI Number: 59-3722886		
Florida County Club Properties, Ltd. 4309 Pablo Oaks Court, Suite Five Jacksonville, FL 32224	Florida	Limited Partnership
Florida Document/Registration No: A03000000995 FEI Number: 20-0091035		

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DIVISION OF CORPORATIONS

2. Name and Address of Surviving Party. The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Florida Country Club Properties, Ltd. 114 Regents Place Ponte Vedra, FL 32082	Florida	Limited Partnership
Florida Document/Registration No: A03000000995 FEI Number: 20-0091035		

3. Plan of Merger. The attached Plan of Merger meets the requirements of 620.201 and 608.4381, Florida Statutes, and was approved by the general and limited partners of the Limited Partnership, (the "surviving party") to the merger and by the members of the Limited Liability Company, (the "merged party") of the merger in accordance with Chapters 620 and 608, Florida Statutes, respectively.

PLAN OF MERGER

The following Plan of Merger is adopted and approved by each party to the merger in accordance with 620.201 and 608.4381, Florida Statutes.

1. Name and Jurisdiction of Merging Parties

<u>Name</u>	<u>Jurisdiction</u>
Florida Country Club Properties, Ltd.	a Florida limited partnership
OPCC, LLC	a Florida limited liability company

2. Name and Jurisdiction of Surviving Party

<u>Name</u>	<u>Jurisdiction</u>
Florida Country Club Properties, Ltd	a Florida limited partnership

3. Terms and Conditions Merger

Upon the effective date of the merger, OPCC, LLC, a Florida limited liability company ("Merged company"), shall be merged into Florida country club Properties, Ltd., a Florida limited partnership ("Surviving Company"), and: (i) the separate existence of the merged Company will cease; (ii) title to all property of the Merged Company will vest in the surviving Company; (iii) the Surviving Company will have all liabilities of the Merged Company; (iv) any proceeding a pending by or against the Merged Company may be continued as if the merger did not occur, or the Surviving Company may be substituted in such proceeding; (v) the Surviving company's Partnership Agreement shall not be amended or modified except as allowed therein and by law; and (vi) the membership interests in the Merged Company shall be converted substantially into the identical proportion of partnership interests in the Surviving Company.

4. Name and Address of General Partner of Surviving Company

AR Club Management, Inc.
2525 Country Club Boulevard
Orange Park, Florida 32073

5. Manner and Basis of Converting Ownership Interests. Fair value for the membership interests of OPCC, LLC and partnership interests of Florida Country Club Properties, Ltd were determined by unanimous consent of the managers and members of OPCC, LLC and the general and limited partners of Orange Park Country Club, LP.

6. This Corrective Articles of Merger is being filed to correct the name of Florida Country Club Management, LTD, a Florida Limited Partnership, to read Florida Country Club Properties, LTD, a Florida Limited Partnership. The original Articles of Merger signature page had the wrong Corporation name.
7. **Governing Law.** The merger is permitted under the laws of Florida and is not prohibited by the regulations or articles of organization of the limited liability company or the Partnership Agreement of the Limited Partnership.
8. **Effective Date:** The merger was effective as of _____.

OPCC, LLC, a Florida Limited
Liability Company



By: CR Raulerson
Its: Manager

FLORIDA COUNTRY CLUB
PROPERTIES, LTD, a Florida
Limited Partnership



By: AR Club Management, Inc.
Its: General Partner
By: Colin Armstrong
Its: Incorporator