

A030000000995

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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DATE 8/13/03 received

DOC EXAM J. Bryan



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07/23/03--01045--002 \*\*102.50

EFFECTIVE DATE  
07/23/03

08/14/03--U10U4--005 \*\*27.50

FILED  
2003 JUL 23 PM 3:52  
TALLAHASSEE, FLORIDA

J. BRYAN AUG 14 2003



Alan D. Henderson  
Frank R. Keasler Jr.

July 22, 2003

Robert H. Sturgess  
Douglas R. Maxwell

**VIA FEDERAL EXPRESS OVERNIGHT DELIVER**  
**TRACKING NUMBER: 840019905044**

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**Re: Florida Country Club Properties, Ltd.**  
**OPCC, LLC**

Dear Sir or Madam:

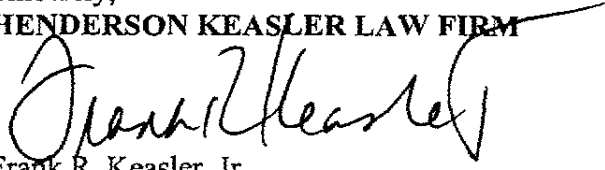
Enclosed for filing are the following the Articles of Merger and Plan of Merger for the above referenced companies. In this regard, please accept our firm's check in the amount of \$102.50 for filing fees as follows:

Filing Fee LLC:	\$ 25.00
Filing Fee Limited Partnership:	25.00
Certificate Copy:	52.50
<b>TOTAL</b>	<b><u>\$ 102.50</u></b>

Please acknowledge receipt of these documents by date stamping the enclosed copy of this letter and returning same with the Certified Copies.

If you have any questions in this regard contact our firm.

Sincerely,  
**HENDERSON KEASLER LAW FIRM**

  
Frank R. Keasler, Jr.

FRK/kk  
Enclosures

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2003 JUL 23 PM 3:52  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
07/23/03



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 28, 2003

FRANK R. KEASLER, JR.  
HENDERSON KEASLER LAW FIRM  
4309 PABLO OAKS COURT, STE. 5  
JACKSONVILLE, FL 32224

SUBJECT: FLORIDA COUNTRY CLUB PROPERTIES, LTD.  
Ref. Number: A03000000995

FILED  
2003 JUL 23 PM 3:52  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for FLORIDA COUNTRY CLUB PROPERTIES, LTD. and your check(s) totaling \$102.50. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$27.50.

The effective day must be specific and cannot be prior to the date of filing.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan  
Document Specialist

Letter Number: 903A00043559



Alan D. Henderson  
Frank R. Keasler Jr.

August 7, 2003

Robert H. Sturgess  
Douglas R. Maxwell

**VIA FEDERAL EXPRESS OVERNIGHT DELIVER**  
**TRACKING NUMBER: 840019905077**

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**Re: Florida Country Club Properties, Ltd.**  
**OPCC, LLC**

Dear Sir or Madam:

Thank you for your letter dated July 28, 2003. Enclosed for filing are the Articles of Merger and Plan of Merger for the above referenced companies. Please insert the date we filed the Articles of Merger originally in place of July 1, 2003 effective date. Also enclosed is our check in the amount of \$27.50 for the balance due for filing fees.

Please acknowledge receipt of these documents by date stamping the enclosed copy of this letter and returning same with the Certified Copies.

If you have any questions in this regard contact our firm.

Sincerely,  
**HENDERSON KEASLER LAW FIRM**

Frank R. Keasler, Jr.

FRK/kk  
Enclosures

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2003 JUL 23 PM 3:52  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

EXECUTION COPY

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2003 JUL 23 PM 3:52  
JACKSONVILLE, FLORIDA

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 Country Club Properties, Ltd. 4309 Pablo Oaks Court, Suite Five Jacksonville, FL 32224	Florida	Limited Partnership
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Florida Document/Registration No: A03000000995  
FEI Number: 20-0091035

EFFECTIVE DATE

07/23/03

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. 4309 Pablo Oaks Court, Suite Five Jacksonville, FL 32224	Florida	Limited Partnership

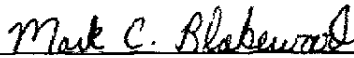
Florida Document/Registration No: A03000000995  
FEI Number: 20-0091035

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.

4. **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.

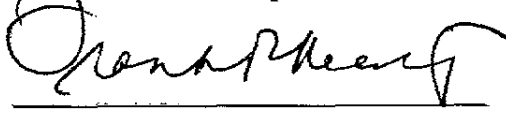
5. **Effective Date.** The merger was effective as of July 23, 2003.

**OPCC, LLC, a Florida Limited  
Liability Company**



By: Mark C. Blakewood  
Its: Manager

**FLORIDA COUNTRY CLUB  
MANAGEMENT, LTD. a Florida  
Limited Partnership**



By: AR Club Management, Inc.  
Its: General Partner  
By: Frank R. Keasler, Jr.  
Its: Incorporator

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2003 JUL 23 PM 3:52  
HENDERSON KEASLER LAW FIRM  
JACKSONVILLE, FLORIDA

## 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

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

### 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 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.