

Division of Corporations

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**Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
SARABAY ASSOCIATES, L.L.L.P.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$86.25

LLLP - 52.50
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER OF
LEGENDS BAY INVESTMENTS, LLC,
INTO
SARABAY ASSOCIATES, L.L.L.P.

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Sarabay Associates, L.L.L.P., a Florida limited liability limited partnership ("Sarabay"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of Legends Bay Investments, LLC, a Florida limited liability company ("Legends"), with and into Sarabay. Sarabay shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by the Member of Legends in accordance with Section 605.1023, Florida Statutes.
3. The foregoing Plan of Merger was approved by the General Partner of Sarabay in accordance with Section 620.2108, Florida Statutes.
4. Legends agrees to pay any members with appraisal rights the amount, to which members are entitled under Sections 605.1006 and 605.1061-605.1072, Florida Statutes.
5. The effective date of the merger is the date these Articles of Merger are filed with the Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities as of the Effective Date.

SARABAY ASSOCIATES, L.L.L.P.,
a Florida limited liability limited partnership

By: HP-SA, LLC, a Florida limited liability
company
As its General Partner

By: 
Roger L. Holland
As its Manager

LEGENDS BAY INVESTMENTS, LLC,
a Florida limited liability company

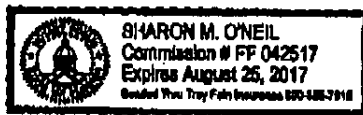
By: 
Roger L. Holland
As its Manager

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 DIVISION OF CORPORATIONS
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STATE OF FLORIDA
 COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 3rd day of March 2015, by Roger L. Holland, as Manager of Legends Bay Investments, LLC, a Florida limited liability company on behalf of the company. The above-named person is personally known to me or has produced driver's license as identification. If no type of identification is indicated, the above-named person is personally known to me.



(Notary Seal)

Sharon M. O'Neil

Signature of Notary Public

Sharon M. O'Neil

Print Name of Notary Public

I am a Notary Public of the State of Florida,
 and my commission expires on 8-25-17.

STATE OF FLORIDA
 COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 3rd day of March 2015, by Roger L. Holland, as Manager of HP-SA, LLC, a Florida limited liability company, as the General Partner of Sarabay Associates, L.L.P., on behalf of the limited liability limited partnership. The above-named person is personally known to me or has produced driver's license as identification. If no type of identification is indicated, the above-named person is personally known to me.



(Notary Seal)

Sharon M. O'Neil

Signature of Notary Public

Sharon M. O'Neil

Print Name of Notary Public

I am a Notary Public of the State of Florida,
 and my commission expires on 8-25-17.

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EXHIBIT A

**PLAN OF MERGER
OF LEGENDS BAY INVESTMENTS, LLC,
WITH AND INTO
SARABAY ASSOCIATES, L.L.L.P.**

Sarabay Associates, L.L.L.P., a Florida limited liability limited partnership, and Legends Bay Investments, LLC, a Florida manager-managed limited liability company, hereby adopt and approve the following plan as the Plan of Merger required by Section 605.1022, Florida Statutes, and Section 620.8916, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are Sarabay Associates, L.L.L.P., a Florida limited liability limited partnership ("Sarabay"), and Legends Bay Investments, LLC, a Florida manager-managed limited liability company ("Legends"). As a result of the merger, Legends shall be merged with and into Sarabay. Sarabay shall be the surviving business entity.
2. The merger shall be effective on the date the Articles of Merger are filed with the Department of State (the "Effective Date").
3. The name and address of the Manager of Legends is Roger L. Holland, 421 Bowdoin Circle, Sarasota, Florida 34236.
4. The name and address of the General Partner of Sarabay is HP-SA, LLC, a Florida limited liability company, P. O. Box 516, Hanover, Pennsylvania 17331.
5. This plan shall be submitted to the Member and Manager of Legends for approval. This plan shall be submitted to the General Partner and Limited Partner of Sarabay for approval.
6. The Limited Partner of Sarabay having a partnership interest in Sarabay prior to the Effective Date will hold the same partnership interest, with identical designations, preferences, limitations, and relative rights, immediately after the merger.
7. Legends and Sarabay are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.
8. There are no other terms of or conditions to the merger.