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PAGE 1/ 6

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MERGER OR SHARE EXCHANGE

THE YACHT CLUB AT DELRAY BEACH, LTD.

Certificate of Status	0
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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: 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>
1. <u>The Yacht Club at Delray Beach, LLC</u>	<u>Florida</u>	<u>limited liability co.</u>
<u>4400 PGA Blvd., Suite 900</u>		
<u>Palm Beach Gardens, FL 33410</u>		

Florida Document/Registration Number: L05000109923FEI Number: None2. The Yacht Club at Delray Beach, Ltd.Floridalimited partnership3300 PGA Boulevard, Ste. 610Palm Beach Gardens, FL 33410Florida Document/Registration Number: A05000002272FEI Number: None

3. _____

Florida Document/Registration Number: _____

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(Attach additional sheet(s) if necessary)

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
The Yacht Club at Delray Beach, LLC	Florida
The Yacht Club at Delray Beach, Ltd.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
The Yacht Club at Delray Beach, Ltd.	Florida

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

The Yacht Club at Delray Beach, LLC, a Florida limited liability company, and The Yacht Club at Delray Beach, Ltd., a Florida limited partnership, shall, pursuant to the provisions of the Florida Statutes, be merged with and into a single party, to wit, The Yacht Club at Delray Beach, Ltd, a Florida limited partnership, which shall be the surviving party at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving party", and which shall continue to exist as said surviving party under its present name pursuant to the provisions of the Florida Statutes. The separate existence of The Yacht Club at Delray Beach, LLC, a Florida limited liability company, which is sometimes hereinafter referred to as the "non-surviving party," shall cease at the effective time and date of the merger in accordance with the laws of the State of Florida.

(Attach additional sheet(s) if necessary)

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H 05000290426 3

H 05000290420 7

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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each interest of the non-surviving party shall, at the effective time and date of the merger, be converted into interests of the surviving party on a 1:1 basis.

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

Each right to acquire interests in the non-surviving party shall, at the effective time and date of the merger, be converted into the right to acquire common interests of the surviving party on a 1:1 basis on the same terms and conditions.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

David Hooker & Associates, Inc.

If General Partner is a Non-Individual,

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