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Florida Department of State

Division of Corporations Public Access System

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: CORPORATION SERVICE COMPANY

Phone

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file second file #05000290427 3 first

MERGER OR SHARE EXCHANGE

THE YACHT CLUB AT DELRAY BEACH, LTD.

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\$113.75

130.00

Name
Availability

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Examiner

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Verifyer

Acknowles

W. P. Verify

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:

Name and Street Address	<u>Jurisdiction</u>	Entity Type
The Yacht Club at Delray Beach, LLC	Florida	limited fiability co.
4400 PGA Sivd., Suite 900	·= .	
Palm Beach Gardens, FL 33410		
Florida Document/Registration Number: L05000108	9923 FET	Number None None
2. The Yacht Club at Dairey Beach, Ltd.	Florida	limited partnership
3300 PGA Boulevard, Sec. 620		2 / SEE.
Palm Seach Gardens, FL 33410	•	A III
		II: 02 STATE LORIDA
Florida Document/Registration Number: <u>A0500</u>	10003272 pm	Number: None
3.		
	•	
Florida Document/Registration Number:	BBL	Number:
4.		, , , , , , , , , , , , , , , , , , ,
Florida Document/Registration Number:(Attach additional	FEI :	Number:

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Street Address The Yacht Club at Delnay Beach, Ltd.	Jurisdiction Florida	Entity Type limited partnership
3300 PGA Boulevard, 44.670		
Palm Beach Gardens, FL 33410		
Florida Document/Registration Number: 00500	000931981 Mimpo	: None

THIRD: The attached Plan of Marger meets the requirements of section(s) 607.1108, 608.438, 617.1103, 3 and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability perpents partnership and/or limited partnership that is a party to the marger in accordance with Chapter(s) 607.517, 603, and/or 620, Florida Statutes.

FOURTH: If applicable, the strached Pian of Merger was approved by the other business entity(ici) that is party(ics) to the merger in accordance with the respective laws of all applicable jurisdictions.

EIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, in surviving entity hereby appoints the Florida Secretary of State as its agent for submitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the marger.

SINTE: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Summes.

<u>EIGHTH:</u> The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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NINTH: The merger shall become effective as of

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTE: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURES FOR EACH PARTY:

(Note: Please see instructions	for required signatures.)	
Name of Entity	Signature(s)	Typed or Printed Name of Individual
	By: Daniel Hackward	
The Vacht Club of Deiray Beach, LLC	Associates Tuc. Heade	±
	1 1 1 h	Danise Hare Com T
	SHIPPING - KITCHEN	
	Chipm	
		SER 22
•		
	By David Hocker and Associations	
The Yachs Club at Deirsy Beach, Ltd.	General Partner	F-03
	a the ITT show the	Dans E Hacker Folker
	SHI MAN TO SHAN	Trans 6. Heces Charles
• • • • • • • • • • • • • • • • • • • •	* * * * * * * * * * * * * * * * * * *	
		
		
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	(Attach additional sheet(s) if necess	tani

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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:

Name

Jurisdiction

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:

Name

Jurisdiction

The Yacht Club at Delray Beach, Ltd.

Florida

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

The Yacht Club at Dairay Beach, LLC, a Florida limited liability company, and The Yacht Club at Dairay 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 Dairay 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 extence of The Yacht Club at Dairay Beach, LLC, a Florida limited liability company, which is sometimes hereinafter referred to as the "non-surviving party," shall cases 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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FOURTE:

A. The manner and basis of converting the interests, shares, obligations or other accurities 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 sequire interests, shares, obligations or other securities of each marged party into rights to acquire interests, shares, obligations or other accurities of the surviving entity, in whole or in part, into each 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.

(Attack additional sheat(x) if necessary)

(Attack additional sheat(x) if necessary) general pertuer(s) are as follows:

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

David Hocker & Associates, Inc.

If General Partner is a Non-Individual, Florida Document/Registration Number

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