

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
City State Zip Phone
222-1092

CORPORATION(S) NAME

S 10085

300002361953--6
-12/03/97--01045--002
*****70.00 *****70.00

Pebble Creek Development Corporation (and)
Westchase Golf Corporation Merging into:

Allen Property Company

300002361953--6
-12/03/97--01045--003
*****35.00 *****35.00

EFFECTIVE DATE
12-1-97

- ☐ Profit ☐ Amendment ☒ Merger
☐ NonProfit ☐ Limited Liability Co.
☐ Foreign ☐ Dissolution/Withdrawal ☐ Mark
☐ Limited Partnership ☐ Annual Report ☐ Other
☐ Reinstatement ☐ Reservation ☐ Change of F.A.
☐ Certified Copy ☐ Photo Copies ☐ Fictitious Name Filing
☐ Call When Ready ☐ Call if Problem ☐ CUS
☒ Walk In ☐ Will Wait ☐ After 4:30
☐ Mail Out ☒ Pick Up

FILED
NOV 25 PM 4:07
TALLAHASSEE, FLORIDA

| |
|-------------------|
| Name Availability |
| Document Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.F. Verifier |

CR2E031 (1-89)

NOV 25 1997

CORAPMER

Merger

11-26-97

[Signature]

300002361953--6
-12/03/97--01045--004
*****140.00 *****140.00

RECEIVED
97 NOV 25 PM 12:13
DIVISION OF CORPORATION

S10085

ARTICLES OF MERGER
Merger Sheet

MERGING:

GREATWOOD DEVELOPMENT, INC., a Delaware not qualified in Florida
GREATWOOD GOLF CLUB, INC., a Delaware not qualified in Florida
HIGHLAND CREEK GOLF CLUB, INC., a North Carolina not qualified in Florida
PEBBLE CREEK DEVELOPMENT CORPORATION, a Florida corporation,
S10085
PEBBLE CREEK CORPORATION, a Delaware corporation, F95000001984
and WESTCHASE GOLF CORPORATION, a Florida corporation, L14046

INTO

ALLEN PROPERTY COMPANY, a Delaware corporation not qualified in
Florida.

File date: November 25, 1997, effective December 1, 1997

Corporate Specialist: Darlene Connell

ARTICLES OF MERGER

State of Florida

Pursuant to Section 607.1104 of the Florida Business Corporation Act ("FBCA"), the undersigned corporations hereby submit the following Articles of Merger:

FIRST: Allen Property Company is a Delaware corporation (the "parent corporation"). Each of the companies listed below is a wholly-owned subsidiary of the parent corporation (the "subsidiary companies"). Pursuant to the merger, each of the subsidiary companies will be merged with and into the parent corporation and the parent corporation will be the surviving corporation.

| <u>Name of Corporation</u> | <u>State</u> |
|--------------------------------------|----------------|
| Greatwood Development, Inc. | Delaware |
| Greatwood Golf Club, Inc. | Delaware |
| Highland Creek Golf Club, Inc. | North Carolina |
| Pebble Creek Corporation | Delaware |
| Pebble Creek Development Corporation | Florida |
| Westchase Golf Corporation | Florida |

SECOND: Attached as Exhibit A is a copy of the plan of merger that was duly adopted by unanimous consent of the board of directors of the parent corporation.

THIRD: Approval by the sole shareholder of the surviving corporation is not required by Section 607.1103(7) of the FBCA.

FOURTH: The merger shall become effective as of December 1, 1997.

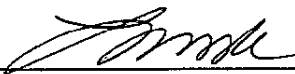
Signed this 21st day of November, 1997.

ALLEN PROPERTY COMPANY

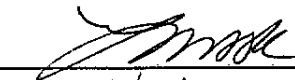
BY: Nicholas R. Rasmussen
Name: Nicholas R. RASMUSSEN
Title: PRESIDENT & TREASURER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


HIGHLAND CREEK GOLF CLUB, INC.

BY: 
Name: W. LARRY MASK
Title: PRESIDENT

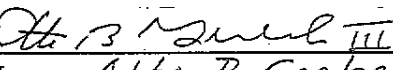
GREATWOOD DEVELOPMENT, INC.

BY: 
Name: W. LARRY MASK
Title: PRESIDENT


GREATWOOD GOLF CLUB, INC.

BY: 
Name: W. LARRY MASK
Title: PRESIDENT

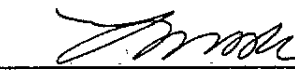
PEBBLE CREEK CORPORATION

BY: 
Name: Otto B Gerlach III
Title: SECRETARY

PEBBLE CREEK DEVELOPMENT CORPORATION

BY: 
Name: W. LARRY MASK
Title: PRESIDENT

WESTCHASE GOLF CORPORATION

BY: 
Name: W. LARRY MASK
Title: PRESIDENT

PLAN OF MERGER

The names of the corporations participating in the merger and the States under the laws of which they are respectively organized are:

| <u>Name of Corporation</u> | <u>State of Incorporation</u> |
|--------------------------------------|-------------------------------|
| Allen Property Company | Delaware |
| Greatwood Development, Inc. | Delaware |
| Greatwood Golf Club, Inc. | Delaware |
| Pebble Creek Corporation | Delaware |
| Pebble Creek Development Corporation | Florida |
| Westchase Golf Corporation | Florida |
| Highland Creek Golf Club, Inc. | North Carolina |

The above-mentioned Allen Property Company ("APC") is to be the surviving corporation in the merger. The other companies listed above are wholly-owned subsidiaries of APC and are hereinafter sometimes referred to collectively as the "Merged Companies". APC and the Merged Companies are hereinafter sometimes referred to collectively as the "Constituent Corporations".

The terms and conditions of the merger and the mode of carrying it into effect shall be as follows:

Section 1. Effective Date

The merger provided for in this Plan of Merger shall become effective as of December 1, 1997 (the "Effective Date").

Section 2. Governing Law and Corporate Name

The surviving corporation shall be governed by the laws of the State of Delaware under the corporate name "Allen Property Company".

Section 3. Charter and Bylaws

The charter and bylaws of APC in effect on the Effective Date shall be the charter and bylaws of the surviving corporation, subject to the right of the surviving corporation to amend its charter or bylaws after the Effective Date in accordance with the laws of the State of its incorporation.

Section 4. Common Stock

The manner of converting the outstanding shares of the capital stock of each of the Constituent Corporations into the shares or other securities of the surviving corporation shall be as follows:

- (a) Each share of common stock of APC, which shall be issued and outstanding on the Effective Date (including any shares held in treasury), shall remain issued and outstanding and shall represent the same number of shares of the common stock of the surviving corporation.
- (b) Each share of common stock of the respective Merged Companies, which shall be issued and outstanding on the Effective Date (including any shares held in treasury), shall be canceled without issuance of any additional consideration therefor.
- (c) As a result, American General Corporation, the sole stockholder of APC, will hold all of the issued and outstanding shares of the common stock of the surviving corporation on the Effective Date.

Section 5. Board of Directors and Officers

Until the election and qualification of their successors, the members of the Board of Directors of the surviving corporation shall be the members of the Board of Directors of APC in office on the Effective Date. The elected officers of the surviving corporation, who shall continue in office at the pleasure of the Board of Directors of the surviving corporation, shall be the elected officers of APC on the Effective Date. The directors and officers of the respective Merged Companies shall be deemed to have resigned as of the Effective Date.