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Division of Corporations

Page 1 of 2

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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R. WHITE
102 00 203

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : CAPITOL SERVICES, INC.
Account Number : 120160000017
Phone : (855) 498-5500
Fax Number : (800) 432-3622

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

**MERGER OR SHARE EXCHANGE
ORANGE LAKE COUNTRY CLUB, INC.**

***PLEASE PROVIDE
THE ORIGINAL
SUBMISSION DATE
OF 3/29/19***

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$68.75

***PLEASE PROVIDE
THE ORIGINAL
SUBMISSION DATE
OF 3/29/19***

102.50

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Corporate Filing Menu

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 1, 2019

BRUCE LOWER
8505 W IRLO BRONSON MEMORIAL HWY
KISSIMMEE, FL 34747

SUBJECT: ORANGE LAKE COUNTRY CLUB, INC.
Ref. Number: F19000001183

***ATTN: DARLENE. FORM OKAY,
BUT FAX AUDIT SHEET WAS
CHANGED. PLEASE PROVIDE
ORIGINAL SUBMISSION DATE
OF 3/29/19***

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The form you submitted is for an entity to merger into a limited partnership. However, the entity merging is a partnership into a foreign corporation and as such, the wrong merger has been submitted. The cross entity merger should be submitted pursuant ch. 607.1109 Fla. Statutes. Also, the incorrect fax audit coversheet has also been submitted. Please mark "Abandon on the incorrect fax audit sheet and resend it. Then send the correct form with the correct fax audit coversheet.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White
Regulatory Specialist III

Letter Number: 519A00006433

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2019 APR -2 PM 3:01

RECEIVED
TALLAHASSEE

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

COVER LETTER

**TO: Amendment Section
Division of Corporations**

SUBJECT: Orange Lake Country Club, Inc.

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Bruce Lower

Contact Person

Greenberg Traurig, P.A.

Fifth/Company

8505 W. Irla Bronson Memorial Highway

Address

Kissimmee, FL 34747

City, State and Zip Code

lowerb@gtlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Contact Person

At ()

Area Code and Daytime Telephone Number

☐ Certified copy (optional) \$52.50**STREET ADDRESS:**

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED

2019 MAR 29 AM 8:56

SECC
TALLAHASSEE

**Certificate of Merger
For
Florida Partnership**

The following Certificate of Merger is submitted in accordance with s. 620.8918, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Orange Lake Holdings, LLP	Florida	limited liability partnership
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Orange Lake Country Club, Inc.	Delaware	Corporation
_____	_____	_____

THIRD: The date the merger is effective under the governing laws of the surviving party is: April 1, 2019 at 12:01 a.m.

(NOTE: If survivor is a Florida partnership, effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State. If survivor is not a Florida partnership, effective date shall be as provided in the governing law of the surviving party.)

FOURTH: The merger was approved by each party as required by its governing law.

FIFTH: If the surviving party is a foreign organization not qualified to transact business in this state, the street address and mailing address of an office which the Florida Department of State may use for the purposes of s. 620.8919(2), F.S., are as follows:

Street address: 8505 W. Irlo Bronson Memorial Highway
Kissimmee, Florida 34747

Mailing address: 8505 W. Irlo Bronson Memorial Highway
Kissimmee, Florida 34747

SIXTH: Other provisions, if any, relating to the merger:

SEVENTH: Signature(s) for Each Party:

(Merger must be signed by all general partners of each partnership and by the authorized representative of each other party.)

ORANGE LAKE COUNTRY CLUB, INC. ORANGE LAKE HOLDINGS, LLP

By: 
Brian T. Lower, Executive Vice President

OLH-SLW Florida, LLC, a Florida limited liability company and Managing Partner of Orange Lake Holdings, LLP

By: _____
Tom Nelson, President

CKW Florida, LLC, a Florida limited liability company and Managing Partner of Orange Lake Holdings, LLP

By: _____
Tom Nelson, President

OLH-RAW, LLC, a Florida limited liability company and Managing Partner of Orange Lake Holdings, LLP

By: _____
Tom Nelson, President

EWM Florida, LLC, a Florida limited liability company and Managing Partner of Orange Lake Holdings, LLP

By: _____
Tom Nelson, President

OLH-CWW Florida, LLC, a Florida limited liability company and Managing Partner of Orange Lake Holdings, LLP

By: _____
Tom Nelson, President

Fees:
Filing Fees: \$25.00 Per Party
Certified Copy: \$52.50 (Optional)
Certificate of Status: \$8.75 (Optional)

LV 42127141QV1

SEVENTH: Signature(s) for Each Party:

(Merger must be signed by all general partners of each partnership and by the authorized representative of each other party.)

ORANGE LAKE COUNTRY CLUB, INC. ORANGE LAKE HOLDINGS, LLP

OLH-SLW Florida, LLC, a Florida limited liability company and Managing Partner of Orange Lake Holdings, LLP

By: _____
Brian T. Lower, Executive Vice President

By: _____
Tom Nelson, President

CKW Florida, LLC, a Florida limited liability company and Managing Partner of Orange Lake Holdings, LLP

By: _____
Tom Nelson, President

OLH-RAW, LLC, a Florida limited liability company and Managing Partner of Orange Lake Holdings, LLP

By: _____
Tom Nelson, President

EWM Florida, LLC, a Florida limited liability company and Managing Partner of Orange Lake Holdings, LLP

By: _____
Tom Nelson, President

OLH-CWW Florida, LLC, a Florida limited liability company and Managing Partner of Orange Lake Holdings, LLP

By: _____
Tom Nelson, President

Fees:	Filing Fees:	\$25.00 Per Party
	Certified Copy:	\$52.50 (Optional)
	Certificate of Status:	\$8.75 (Optional)

LV 421271410v1