

Division of Corporations

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MERGER OR SHARE EXCHANGE WILDWOOD ACRES, LLC

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STATE OF FLORIDA
ARTICLES OF MERGER

The following Articles of Merger are submitted to merge the following Florida Profit Corporation with and into the following limited liability company organized and existing under the laws of the State of Delaware, in accordance with Section 607.1109 of the Florida Statutes and Section 209 of the Limited Liability Company Act of the State of Delaware.

FIRST: The exact name, entity type and jurisdiction of each merging party is as follows:

<u>Name of Entity</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Wildwood Acres, LLC	Delaware	Limited Liability Company
Wildwood Acres Development, Inc.	Florida	Corporation

SECOND: The exact name of the surviving entity of the merger is as follows:

<u>Name of Entity</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Wildwood Acres, LLC	Delaware	Limited Liability Company

THIRD: The attached plan of merger was approved by each domestic corporation that is a party to the merger in accordance with the provisions Chapter 607 of the Florida Statutes.

FOURTH: The attached plan of merger was approved by the other party to the merger, a Delaware limited liability company, in accordance with Section 209 of the Limited Liability Company Act of the State of Delaware.

FIFTH: The merger will be effective on the date of filing of these Articles of Merger.

SIXTH: The survivor's principal office is located at 2000 Richard Jones Road, Suite C200, Nashville, TN 37215.

SEVENTH: Wildwood Acres, LLC:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligations or the rights of dissenting shareholders of each Florida domestic corporation that is a party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each Florida domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes

9/4/2013 12:35:35 From: To: 8506176380

(3/6)

Wildwood Acres, LLC

By: Frank M. Andrews
Frank M. Andrews, Chief Manager

Wildwood Acres Development Corporation

By: Frank M. Andrews
Frank M. Andrews, Secretary

**AGREEMENT AND PLAN OF MERGER
BETWEEN**

**Wildwood Acres, LLC
(a Delaware Domestic Limited Liability Company)**

and

**Wildwood Acres Development, Inc
(a Florida Corporation)**

This Agreement and Plan of Merger is made and entered into on the 26th day of August, 2013, by and between Wildwood Acres, LLC, a Delaware limited liability company ("Wildwood, LLC") and Wildwood Acres Development, Inc., a Florida corporation (the "Corporation"), pursuant to the provisions of Section 209 of the Delaware Limited Liability Company Act, as amended and Section 607.1109 of the Florida Statutes.

WITNESSETH:

WHEREAS, Wildwood Acres, LLC is a limited liability company organized and existing under the laws of the State of Delaware, its Certificate of Formation having been filed in the Office of the Secretary of State of the State of Delaware on August 8, 2013; and

WHEREAS, the Corporation is a corporation organized and existing under the laws of the State of Florida; and

WHEREAS, the members of Wildwood Acres, LLC and the shareholders and directors of the Corporation deem it advisable that the Corporation be merged into Wildwood Acres, LLC on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of Florida and the State of Delaware, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, Wildwood Acres, LLC, by its members, and the Corporation by its shareholders and directors, have agreed and do hereby agree, each with the other as follows:

FIRST: The exact name, entity type and jurisdiction of each merging party is as follows:

<u>Name of Entity</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Wildwood Acres, LLC	Delaware	Limited Liability Company
Wildwood Acres Development, Inc.	Florida	Corporation

SECOND: The exact name of the surviving entity of the merger is as follows:

<u>Name of Entity</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
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Wildwood Acres, LLC

Delaware

Limited Liability Company

THIRD: The terms of the merger are as follows.

1. The effective date of this Agreement and Plan of Merger and the date upon which the merger contemplated by this Agreement and Plan of Merger shall become effective is August 26, 2013 (the time when the merger shall so become effective being sometimes herein referred to as the "Effective Date of the Merger").

2. The Corporation and Wildwood Acres, LLC (each a "Constituent") shall be merged into a single limited liability company in accordance with applicable provisions of the laws of the State of Florida and the State of Delaware, by the Corporation merging into Wildwood Acres, LLC, which shall be the surviving entity ("Surviving Entity").

3. On the Effective Date of the Merger, the Corporation shall be merged into Wildwood Acres, LLC, which shall be the Surviving Entity in the manner and with the effect provided by the Delaware Limited Liability Company Act and the Florida Statutes. Wildwood Acres, LLC, being the Surviving Entity, shall continue its existence as a limited liability company under the laws of the State of Delaware, and the separate existence of the Corporation shall cease. All property, rights, privileges, licenses and franchises of the Corporation, as the same were held by the Corporation prior to the merger, shall vest in Wildwood Acres, LLC as of the merger, subject to all of the liabilities and obligations of the Corporation for which Wildwood Acres, LLC shall be liable, in the same manner and to the same extent as if Wildwood Acres, LLC had itself incurred such liabilities and obligations. As of the Effective Date of Merger, the two Constituents shall become a single limited liability company, which shall be Wildwood Acres, LLC as the Surviving Entity, and the separate existence of the Corporation shall cease except to the extent provided by the laws of the State of Delaware and the State of Florida in the case of a corporation after its merger into another limited liability company.

4. The Certificate of Formation of Wildwood Acres, LLC shall continue to be the Certificate of Formation of the Surviving Entity.

5. The manager of Wildwood Acres, LLC shall continue to serve as the manager of Wildwood Acres, LLC, as the Surviving Entity.

FOURTH: The manner of converting the outstanding limited liability company interests of each of the Constituents shall be as set forth below. Neither Constituent has outstanding any rights to acquire interests or shares follows:

On the Effective Date of the Merger,

(i) All stock in the Corporation outstanding immediately before the Effective Date of the merger, all of which were held by the sole Member in Wildwood Acres, LLC, without action on the part of the holder thereof, shall be cancelled and shall cease to exist. No securities of the Corporation shall be issuable from and after the effective date of the merger.

(ii) Each and every limited liability company interest in Wildwood Acres, LLC issued and outstanding immediately prior to the Effective Date of the Merger shall remain issued and outstanding following the Effective Date of the Merger, and there shall be no change in the issued and outstanding limited liability company interests in Wildwood Acres, LLC as a result of the merger.

FIFTH: The name, business address of the sole manager of the surviving entity, Wildwood Acres, LLC are as follows:

Frank M. Andrews
2002 Richard Jones Road
Suite C200
Nashville, Tennessee 37215

SIXTH: The Surviving Entity agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any Constituent of Delaware, as well as for enforcement of any obligation of the Surviving Entity arising from this merger, including any suit or other proceeding to enforce the rights of any members as determined in appraisal proceedings pursuant to the provisions of Section 210 of the Delaware Limited Liability Company Act, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Surviving Entity also appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligations or the rights of dissenting shareholders of each Florida domestic corporation that is a party to the merger.

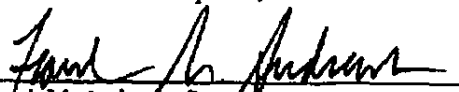
The Secretary of State shall mail any such process to the Surviving Entity at 2002 Richard Jones Road, Suite C200, Nashville, Tennessee 37215.

IN WITNESS WHEREOF, the Corporation and Wildwood Acres, LLC, pursuant to the approval and authority duly given by resolutions adopted by the Members in Wildwood Acres, LLC and the Shareholders and Directors of Wildwood Acres Development, Inc. have caused this Agreement and Plan of Merger to be executed by an authorized officer of each party thereto.

Wildwood Acres, LLC

By: 
Frank M. Andrews, Chief Manager

Wildwood Acres Development, Inc.

By: 
Frank M. Andrews, Secretary