

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

L01000008946

Twin Eagles Golf + Country Club, Inc.
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900004736069--9
-12/21/01--01047--013
*****78.75 *****78.75

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-12/21/01--01047--012
*****11.25 *****11.25

RECEIVED
01 DEC 21 PM 1:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Effective Date
12-31-01

Signature _____

Requested by: WLC

Name _____

Date 12/21

Time 1:15

Walk-In _____

Will Pick Up _____

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- ☒ _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- ☒ _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

FILED
2011 DEC 21 PM 1:15
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

TWINEAGLES GOLF & COUNTRY CLUB, INC., a Florida entity, N97000002324

INTO

TWINEAGLES GOLF & COUNTRY CLUB LLC, a Florida entity, L01000008946

File date: December 21, 2001, effective December 31, 2001

Corporate Specialist: Shawn Logan

FILED
2001 DEC 21 PM 11:13
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 21, 2001

CAPITAL CONNECTION, INC.

SUBJECT: TWINEAGLES GOLF & COUNTRY CLUB LLC
Ref. Number: L01000008946

We have received your document for TWINEAGLES GOLF & COUNTRY CLUB LLC and your check(s) totaling \$90.00. However, the enclosed document has not been filed and is being returned for the following:

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 601A00066895

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01 DEC 26 AM 10:14
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

FILED
2001 DEC 21 PM 11:18
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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>
TwinEagles Golf & Country Club, Inc. 11725 Twineagles Boulevard Naples, FL 34120	Florida	Not for profit corporation

Florida Document/Registration Number: N97000002324 FEI Number: 593456401

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
TwinEagles Golf & Country Club LLC 3451 Bonita Bay Boulevard, Suite 202 Bonita Springs, FL 34134	Florida	Limited liability company

Florida Document/Registration Number: L01000008946 FEI Number: 593456407

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: 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.

TwinEagles Golf & Country Club, Inc.

By: 

Dennis E. Gilkey, President

TwinEagles Golf & Country Club LLC
By: Resource Conservation Properties, Inc.,
a Florida corporation, its Member

By: 

Dennis E. Gilkey, President

FILED
2001 OCT 21 PM 3:03
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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 (hereinafter referred to as the "Corporation") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
TwinEagles Golf & Country Club, Inc.	Florida

SECOND: The exact name and jurisdiction of the surviving party (hereinafter referred to as the "LLC") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
TwinEagles Golf & Country Club LLC	Florida

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

Provided that Articles of Merger are filed in the Office of the Secretary of State prior to hereto, the Corporation shall merge into the LLC effective as of the close of business on December 31, 2001. At that time the LLC will succeed to the business, properties and assets of the Corporation, subject to its liabilities and obligations, in accordance with law..

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:

There are no outstanding equity interests in the Corporation, and the former members of the Corporation shall receive no equity interest in the LLC upon consummation of the merger.

- 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:

Not Applicable

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TALLAHASSEE, FLORIDA

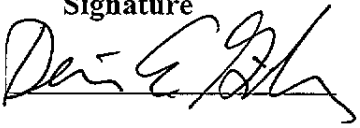

FIFTH:

The merger shall become effective as of the close of business on December 31, 2001.

SIXTH

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

SEVENTH: Signatures for each Party:

Name of Entity	Signature	Typed Name of Individual
TwinEagles Golf & Country Club, Inc,		Dennis E. Gilkey, President
TwinEagles Golf & Country Club LLC By: Resource Conservation Properties, Inc., a Florida corporation, Member		Dennis E. Gilkey, President

The limited liability company is not managed by one or more managers.

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TALLAHASSEE, FLORIDA