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MERGER OR SHARE EXCHANGE

COLLIER GORDON SERVICES, LLC

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FILED**ARTICLES AND PLAN OF MERGER**

of

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THE EQUESTRIAN CENTER AT HORSE CREEK, LLC
(a Florida limited liability company)SECRETARY OF STATE
TALLAHASSEE, FLORIDA

and

COLLIER GORDON SERVICES, LLC
(a Florida limited liability company)

The undersigned limited liability companies hereby submit these Articles and Plan of Merger pursuant to Section 608.438 of the Florida Limited Liability Company Act (the "Act"), and certify that:

1. The Equestrian Center at Horse Creek, LLC, a Florida limited liability company (the "Company"), shall be merged with and into Collier Gordon Services, LLC, a Florida limited liability company (the "CGS"), and CGS shall be the surviving entity (the "Surviving Company").
2. The Plan of Merger (as hereinafter defined) pursuant to which the Company shall be merged with and into CGS (the "Merger"), was approved and adopted by all of the members and managers of CGS on October 1, 2005, in accordance with the Act. The Plan of Merger was also adopted and approved by all of the members and managers of the Company on October 1, 2005, in accordance with the Act.
4. The Merger shall become effective upon the filing of these Articles and Plan of Merger with the Florida Secretary of State (the "Effective Date").
5. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

PLAN OF MERGER

SECTION 1. The Parties. The names of the parties to the Merger are The Equestrian Center at Horse Creek, LLC, a Florida limited liability company (the "Company"), and Collier Gordon Services, LLC, a Florida limited liability company ("CGS"). The Company shall be merged with and into CGS which shall be the surviving entity (the "Surviving Company").

SECTION 2. Terms and Conditions of Merger.

(a) The Merger shall become effective upon the filing of these Articles of Merger with the Florida Secretary of State (the "Effective Date").

(b) As of the Effective Date, the Company shall be merged with and into CGS which will be the Surviving Company and which will continue to exist pursuant to the provisions of the Act (the "Merger"). The separate existence of the Company shall cease in accordance with the provisions of the Act.

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SECTION 3. Manner and Basis of Converting Shares.

(a) Status of Membership Interests; Cancellation. All of the issued and outstanding membership interests in the Company, without any further action on the part of any party, shall be converted into the right to receive \$100,000.00, and shall cease to be outstanding and shall be canceled and retired.

SECTION 4. Surviving Company Managers.

The names and business addresses of the managers of the Surviving Company are as follows.

Miles C. Collier
3001 Tamiami Trail North
Suite 207
Naples, FL 34103

Parker J. Collier
3001 Tamiami Trail North
Suite 207
Naples, FL 34103

Joseph I. Parkovich
3001 Tamiami Trail North
Suite 207
Naples, FL 34103

SECTION 5. Amendment to CGS Articles of Organization; Operating Agreement.

(a) From and after the Effective Date, the Articles of Organization of CGS, as in effect immediately prior to the Effective Date, shall remain and be the Articles of Organization of the Surviving Company, as amended pursuant to Section 608.438(4)(a) of the Act as follows:

(i) Article I of the Articles of Organization of CGS is deleted in its entirety and replaced with the following:

"The name of the limited liability company is The Equestrian Center at Horse Creek, LLC (the "Company")."

(b) From and after the Effective Date, the Operating Agreement of the Surviving Company, as in effect immediately prior to the Effective Date, shall remain and be the Operating Agreement of the Surviving Company until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Act.

SECTION 6. Other Provisions.

(a) Authorization. The respective managers of the Surviving Company and the Company are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or to put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

(b) Amendment. This Plan of Merger may be amended by the respective managers of the Surviving Company and the Company in accordance with the Act at any time prior to the filing of the Articles of Merger and Plan of Merger with the Florida Secretary of State.

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(c) Termination. At any time prior to the filing of these Articles and Plan of Merger with the State of Florida, the Plan of Merger may be abandoned and terminated in accordance with the Act.

(d) Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument.

IN WITNESS WHEREOF, these Articles and Plan of Merger have been executed on behalf of each of CGS and Company by their authorized representatives as of October 18th, 2005

THE EQUESTRIAN CENTER AT HORSE CREEK,
LLC

By: Joseph I. Perkovich
Joseph I. Perkovich
Manager

COLLIER GORDON SERVICES, LLC

By: Joseph I. Perkovich
Joseph I. Perkovich
Manager