

L020000004603

Florida Department of State

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MERGER OR SHARE EXCHANGE

LAKE NONA GOLF RESORTS, LLC

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ARTICLES OF MERGER
Merger Sheet

MERGING:

LAKE NONA GOLF RESORTS, INC., A FLORIDA CORP. (P98000022073)

INTO

LAKE NONA GOLF RESORTS, LLC, a Florida entity, L02000004603

File date: February 26, 2002

Corporate Specialist: Brenda Tadlock

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ARTICLES OF MERGER**OF****LAKE NONA GOLF RESORTS, INC.**a Florida corporation *pg 8 - 22073***WITH AND INTO****LAKE NONA GOLF RESORTS, LLC**

a Florida limited liability company

02 FEB 26 PM 2:35
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Pursuant to Section 607.1109 of the Florida Business Corporation Act and Section 608.4382 of the Florida Limited Liability Company Act, Lake Nona Golf Resorts, Inc., a Florida corporation, and Lake Nona Golf Resorts, LLC, a Florida limited liability company, hereby adopt the following Articles of Merger for the purpose of effecting the merger of Lake Nona Golf Resorts, Inc., a Florida corporation, with and into Lake Nona Golf Resorts, LLC, a Florida limited liability company (the "Merger"):

FIRST: Pursuant to Section 607.1108 of the Florida Business Corporation Act and Section 608.438 of the Florida Limited Liability Company Act, the Plan of Merger of Lake Nona Golf Resorts, Inc., a Florida corporation (the "Corporation"), with and into Lake Nona Golf Resorts, LLC, a Florida limited liability company (the "Company"), is as follows:

(1) At the Effective Time (as hereinafter defined), the Corporation shall be merged with and into the Company and the Company shall be the surviving company of the Merger. The Company is hereinafter sometimes referred to as the "Surviving Entity."

(2) The terms and conditions of the Merger are as follows:

(a) The Surviving Entity shall continue in existence and shall possess all the rights, privileges, licenses, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate, or any interest therein, vested in either party to the Merger shall not revert or be in any way impaired by reason of such Merger; and the Surviving Entity shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against either party to the Merger may be prosecuted as if such Merger had not taken place, or the Surviving Entity may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall be impaired by the Merger.

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(b) The Articles of Organization of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Entity until thereafter amended as provided by law.

(c) The Operating Agreement of the Company, as in effect immediately prior to the Effective Time, shall be the Operating Agreement of the Surviving Entity until thereafter amended as provided by law.

(3) The sole shareholder of the Corporation is also the sole member of the Company. As of the Effective Time, by virtue of the Merger, all of the issued and outstanding shares of common stock in the Corporation, which are held by the sole shareholder of the Corporation, will be converted into and become, without any action on the part of such sole shareholder, limited liability company membership interests in the Surviving Entity, such that the shareholder of the Corporation will continue to be the sole member of the Surviving Entity owning all of the limited liability company membership interests in the Surviving Entity.

(4) The Merger shall become effective (the "Effective Time") upon the filing of Articles of Merger with the Division of Corporations of the Department of State of the State of Florida.

SECOND: Pursuant to the applicable provisions of the Florida Business Corporation Act and the Bylaws of the Corporation, all of the directors and the sole shareholder of the Corporation approved the Merger by written consents dated as of February 26, 2002.

THIRD: Pursuant to the applicable provisions of the Florida Limited Liability Company Act and the Operating Agreement of the Company, the sole member of the Company approved the Merger by a written consent dated as of February 26, 2002.

IN WITNESS WHEREOF, the Corporation and the Company have caused these Articles of Merger to be signed on their behalf by their respective duly authorized representatives on this 26 day of February, 2002.

LAKE NONA GOLF RESORTS, INC.,
a Florida corporation

By: 

Jefferson R. Voss, Vice President

LAKE NONA GOLF RESORTS, LLC, a
Florida limited liability company

By: Lake Nona Property Holdings, LLC, a
Florida limited liability company, sole
member

By: Tavistock Corporation, a Florida
corporation, sole member

By: 

Jefferson R. Voss, Vice President