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CT CORPORATION

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CORPORATION(S) NAME

The Tops'l Club of NW Florida, Inc.

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
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ARTICLES OF MERGER
Merger Sheet

MERGING:

THE TOPS'1 CLUB OF NW FLORIDA, INC., A FLORIDA ENTITY,
#P94000043801

INTO

TOPS'L CLUB OF NW FLORIDA, LLC, a Florida entity, L02000034328

File date: December 31, 2002

Corporate Specialist: Joey Bryan

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 607.1109, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of each **merging** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
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The Tops'l Club of NW Florida, Inc.
Principal Address:
35000 Emerald Coast Pkwy.
Destin, Florida 32541

Florida

Corporation

Mailing Address:

c/o Resort Quest International, Inc.
530 Oak Court Drive, Suite 360
Memphis, Tennessee 38117

Florida Document/Registration Number: P94000043801

FEI Number: 59-3256259

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>
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Tops'l Club of NW Florida, LLC
530 Oak Court Drive
Suite 360
Memphis, Tennessee 38117

Florida

Limited Liability
Company

Florida Document/Registration Number: L02000034328

FEI Number: Applied for

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

FOURTH: The attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions. **(Not applicable)**

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger. **(Not applicable)**

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SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes. **(Not applicable)**

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes. **(Not applicable)**



EIGHTH: 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.

NINTH: The merger shall become effective as of the later of:

The date the Articles of Merger are filed with Florida Department of State
OR
December 31, 2002.

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
The Tops'l Club of NW Florida, Inc.	By: 	J. Scott Murphy Title: Vice President & Controller
Tops'l Club of NW Florida, LLC	By: 	J. Scott Murphy Title: Vice President & Controller

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 607.1107, is being submitted in accordance with section 607.1108, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
The Tops'1 Club of NW Florida, Inc.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Tops'1 Club of NW Florida, LLC	Florida

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

(a) The operating agreement of the surviving limited liability company as it shall exist on the effective date of this Agreement shall be and remain the operating agreement of the surviving limited liability company until the same shall be altered, amended and repealed as therein provided.

(b) The managers and/or the managing member of the surviving limited liability company shall continue in office until the next annual meeting of members and until a successor or successors have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Florida, or if later, the effective date of the merger shall be as of the close of business on December 31, 2002.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merging corporation shall be transferred to, vested in and devolve upon the surviving limited liability company without further act or deed. All property, rights, and every other interest of the surviving limited liability company and the merging corporation shall be as effectively the property of the surviving limited liability company as they were of the surviving limited liability company and the merging corporation respectively. The merging corporation hereby agrees from time to time, as and when requested by the surviving limited liability company or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving limited liability company may deem to be necessary or desirable in order to vest in and confirm to the surviving limited liability company title to and possession of any property of the merging corporation acquired or to be acquired by reason of or as a result of the merger herein provided for, and otherwise to carry out the intent and purposes hereof. The proper officers and directors of the merging corporation and the proper managers and/or managing member of the surviving limited liability company are fully authorized in the name of the merging corporation or otherwise to take any and all such action.

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of the merging corporation into the interests, shares, obligations or other securities of the surviving limited liability company, in whole or in part, into cash or other property are as follows:

(1) The membership interests of the surviving limited liability company, which shall be issued and outstanding on the effective date of this Plan of Merger, shall remain issued and outstanding.

(2) One hundred percent (100%) of the shares of common stock of the merging corporation which shall be outstanding on the effective date of this Plan of Merger, and all rights in respect thereof shall forthwith be changed and converted into one hundred percent (100%) of the membership interests of the surviving limited liability company.

(3) After the effective date of this Plan of Merger, the holder of an outstanding certificate representing shares of one hundred percent (100%) of the common stock of the merging corporation shall surrender the same to the surviving limited liability company. The holder shall be entitled upon such surrender to receive one hundred percent (100%) of the membership interests of the surviving limited liability company on the basis provided herein. Until so surrendered, the outstanding shares of stock of the merging corporation to be converted into the membership interest of the surviving limited liability company as provided herein, may be treated by the surviving limited liability company for all corporate purposes as evidencing the membership interest of the surviving limited liability company as though said surrender and exchange had taken place.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merging corporation into rights to acquire interests, shares, obligations or other securities of the surviving limited liability corporation, in whole or in part, into cash or other party property are as follows:

Rights to acquire shares of the common stock of the merging corporation which shall be outstanding on the effective date of this Plan of Merger, and all rights in respect thereof, shall be changed and converted to rights to acquire the membership interests of the surviving limited liability company.

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows: **(Not applicable).**

SIXTH: If a limited liability company is the surviving entity the name and address of the managing member is as follows:

**Abbott Resorts, LLC
A Florida Limited Liability Company
530 Oak Court Drive, Suite 360
Memphis, Tennessee 38117**

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows: **(Not Applicable)**

EIGHTH: Other provisions, if any, relating to the merger: None

