

12/28/04, 11:19 FAX

Division of Corporations

W04000050570

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000253877 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.
Account Number : 072720000266
Phone : (941)366-4800
Fax Number : (941)552-5559

RECEIVED

04 DEC 28 AM 11:42

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE**LWR COUNTRY CLUB WEST II, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$113.75

85.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 DEC 28 AM 8:15

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

W04-50570*af*

12/28/04 11:20 FAX

002

E04000253877 3

ARTICLES OF MERGER OF
LWR COUNTRY CLUB WEST I, LLC
INTO
LWR COUNTRY CLUB WEST II, LLC

604-50565
604-50570

LWR Country Club West II, LLC, a Florida limited liability company ("LWR II"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of LWR Country Club West I, LLC, a Florida limited liability company ("LWR I"), with and into LWR II. LWR II shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by LWR II in accordance with Section 608.4381, Florida Statutes.
3. The foregoing Plan of Merger was approved by LWR I in accordance with Section 608.4381, Florida Statutes.
4. The effective date of the merger is the date these Articles of Merger are filed with the Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities as of the Effective Date.

LWR COUNTRY CLUB WEST I, LLC, a
Florida limited liability company

By: 

JAMES R. SCHIER, As Its Manager

MEMBER:

WILMINGTON LAND COMPANY,
a Florida corporation
As its sole Member

By: 

DALE E. WEIDMILLER, as its President

2004 DEC 28 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

[Additional signatures are on following page.]

E04000253877 3

12/28/04 11:20 FAX

BD4000253877 3

LWR COUNTRY CLUB WEST II, LLC, a
Florida limited liability company

By: 
James R. Schier, As its Manager

MEMBER:

WILMINGTON LAND COMPANY

By: 
Dale E. Weidmiller, as its President

BD4000253877 3

2004 DEC 28 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

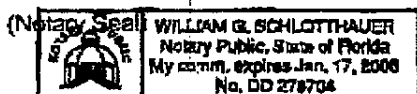
12/28/04 11:21 FAX

004

H04000253877 3

STATE OF FLORIDA
COUNTY OF MANATEE

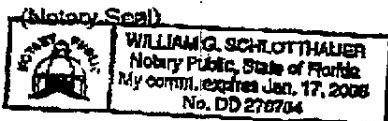
The foregoing instrument was acknowledged before me this 22nd day of December 2004 by James R. Schler, as manager of LWR COUNTRY CLUB WEST I, LLC, a Florida limited liability company, on behalf of the company. The above-named person is personally known to me or has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.


Signature of Notary PublicWilliam G. Schlottbauer
Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on _____.

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 22nd day of December 2004 by Dale E. Weldemiller, as president of WILMINGTON LAND COMPANY, a Florida corporation, on behalf of the company. The above-named person is personally known to me or has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.


Signature of Notary PublicWilliam G. Schlottbauer
Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on _____.

H04000253877 3

2004 DEC 28 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

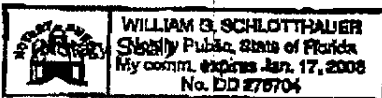
12/28/04 11:21 FAX

0005

H04000253877 3

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 12th day of December 2004 by James R. Schier, as manager of LWR COUNTRY CLUB WEST II, LLC, a Florida limited liability company, on behalf of the company. The above-named person is personally known to me or has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.



Signature of Notary PublicWilliam G. Schlotthauer

Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on _____.

FILED

2004 DEC 28 AM 8:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H04000253877 3

12/28/04 11:22 FAX

0006

H04000253877 3

EXHIBIT A**PLAN OF MERGER
OF LWR COUNTRY CLUB WEST I, LLC
WITH AND INTO
LWR COUNTRY CLUB WEST II, LLC**

LWR Country Club West I, LLC, a Florida manager-managed limited liability company, and LWR Country Club West II, LLC, a Florida manager-managed limited liability company, hereby adopt and approve the following plan as the Plan of Merger required by Sections 608.438 and 620.201, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are LWR Country Club West I, LLC, a Florida manager-managed limited liability company ("LWR I"), and LWR Country Club West II, LLC ("LWR II"). As a result of the merger, LWR I shall be merged with and into LWR II. LWR II shall be the surviving business entity.

2. The merger shall be effective on the date the Articles of Merger are filed with the Department of State (the "Effective Date").

3. As a result of the merger, the membership interest of the sole member of LWR I shall be cancelled. All consideration passing from LWR II to the member of LWR I, as a consequence of this merger or any related transaction, shall be solely in exchange for such cancellation. The member of LWR I shall have no rights to acquire membership interests in LWR II. No change shall occur in the membership interests of LWR II.

4. The name and address of the manager for LWR II is James R. Schier, 8210 Lakewood Ranch Boulevard, Bradenton, Florida 34202.

5. This plan shall be submitted to the Member and Manager of LWR I for approval. This plan shall be submitted to the Member and Manager of LWR II for approval.

6. As a result of the merger, the name of LWR II shall be changed to LWR Country Club West, LLC.

7. Each member of LWR II having a membership interest in LWR II immediately prior to the Effective Date will hold the same membership interests, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

8. The Member and Manager of LWR I and the Member and Manager of LWR II are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.

9. There are no other terms of or conditions to the merger.

H04000253877 3

610901

2004 DEC 28 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

12/28/04 11:22 FAX

007

H04000253877 3

IN WITNESS WHEREOF, this Plan of Merger has been signed by the duly authorized Member and Manager of LWR I and the Member and Manager of LWR II.

LWR COUNTRY CLUB WEST I, LLC, a
Florida limited liability company

By: 

James R. Schier
As its Manager

MEMBER:

Wilmington Land Company

By: 

Dale E. Weidmiller, as its President

LWR COUNTRY CLUB WEST II, LLC, a
Florida limited liability company

By: 

James R. Schier
As its Manager

MEMBER:

Wilmington Land Company

By: 

Dale E. Weidmiller, as its President

H04000253877 3

FILED

2004 DEC 28 AM 8:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA