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MERGER OR SHARE EXCHANGE

Camping on the Gulf Land LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$58.75

A. LUNT

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\$80.00 EXAMINER

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
for the Merger of Camping on the Gulf Land LLC,
a Georgia limited liability company into Camping on the Gulf Land LLC,
a Florida limited liability company

The undersigned is the sole member and manager of Camping on the Gulf Land LLC, a Georgia limited liability company and Camping on the Gulf Land LLC, a Florida limited liability company and state as follows:

1. Name of Merging Limited Liability Company. The name of the merging corporation which will cease separate existence is Camping on the Gulf Land LLC, a Georgia limited liability company.
2. Name of Surviving Limited Liability Company. The name of the surviving entity is Camping on the Gulf Land LLC, a Florida limited liability company.
3. Plan of Merger. The plan of carrying said merger into effect shall be pursuant to the Plan of Merger attached to the Certificate of Merger.
4. Effective Date. The merger shall be effective as of the date the Certificate of Merger is filed with the Florida Department of State.
5. Adoption. These articles were adopted by the sole member and manager of Camping on the Gulf Land LLC, a Georgia limited liability company and Camping on the Gulf Land LLC, a Florida limited liability company. Since the same individual is the sole member and manager for both entities, notification was not required to either entity.

Camping on the Gulf Land LLC, a Florida
limited liability company

By: 
Frank B. Bradshaw, III, Member-Manager

ATTEST:

Frank B. Bradshaw, III
Print Name:

Camping on the Gulf Land LLC, a Georgia
limited liability company

By: 
Frank B. Bradshaw, III, Member-Manager

ATTEST:

Frank B. Bradshaw, III
Print Name:

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CERTIFICATE OF MERGER

The following certificate of merger is being submitted in accordance with section 608.4382 of the 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>
1. Camping on the Gulf Land LLC, a Florida limited liability company 3642 Peachtree Road NE Atlanta, Georgia 30319	Florida	Limited Liability Company

Florida Document/Registration Number: L04000055741 FEI Number: N/A

2. Camping on the Gulf Land LLC, a Georgia limited liability company 3642 Peachtree Road NE Atlanta, Georgia 30319	Georgia	Limited Liability Company
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Georgia Document/Registration Number: 0436666 FEI Number: N/A

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>
Camping on the Gulf Land LLC, a Florida limited liability company 3642 Peachtree Road NE Atlanta, Georgia 30319	Florida	Limited Liability Company

Florida Document/Registration Number: L04000055741 FEI Number: N/A

THIRD: The attached Plan of Merger meets the requirements of section 608.438 and any other pertinent section of the Florida Statutes and was approved by each domestic and foreign limited liability company that is a party to the merger in accordance with Chapter 608 of the Florida Statutes.

FOURTH: The attached Plan of Merger was approved by all business entities that are parties to the

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merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: The surviving entity is an already existing business entity formed and organized under the laws of the state of Florida.

SIXTH: The merger was approved in writing by written consent by the sole member of both entities pursuant to Florida Statute 608.

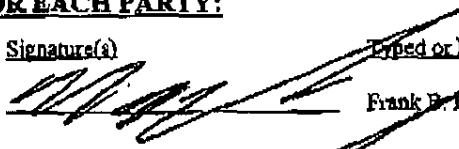
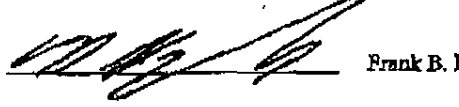
SEVENTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

EIGHTH: The merger shall become effective as of:

The date the Certificate of Merger is filed with the Florida Department of State.

NINTH: The Certificate of Merger complies and was executed in accordance with the laws of each party's applicable jurisdiction.

TENTH: SIGNATURES FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Camping on the Gulf Land LLC, a Florida limited liability company		Frank B. Bradshaw, III
Camping on the Gulf Land LLC, a Georgia limited liability company		Frank B. Bradshaw, III

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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 608.4381 of the Florida Statutes is being submitted in accordance with section 608.438 of the Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Camping on the Gulf Land LLC, a Florida limited liability company	Florida
Camping on the Gulf Land LLC, a Georgia limited liability company	Georgia

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

<u>Name</u>	<u>Jurisdiction</u>
Camping on the Gulf Land LLC, a Florida limited liability company	Florida

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

- A. The existing Articles of Organization and the Operating Agreement of the surviving entity shall remain in effect and the Operating Agreement shall be amended to reflect the changed ownership interests as a result of this merger.
- B. The managing member of surviving entity on the effective date shall remain as the managing member of the surviving entity after the merger. The name and business address of the managing member of the surviving entity are as follows:

Frank B. Bradshaw, III 3642 Peachtree Road N.E., Atlanta, GA 30319
- C. Surviving entity shall pay all expenses incident to this merger.
- D. Upon the effective date, the separate existence of the merged entities shall cease, and the merged entity shall be merged into surviving entity, in accordance with the provisions hereof and the laws of the State of Florida. After the merger, the surviving entity shall possess all the rights, privileges, immunities, powers and franchises of a public and private nature, and shall be subject to all the restrictions, disabilities and duties of the merged entity. Also, title to all property, whether real, personal and mixed tangible and intangible, and all debts due to merged entity shall be vested in the surviving entity, and

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the title to any real estate, whether by deed or otherwise, vested in merged entity shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of merged entity shall be preserved unimpaired, and all debts, liabilities and duties of merged entity shall thenceforth attach to the surviving entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the surviving entity.

- E. Following the merger, surviving entity shall cause a copy of the Articles of Merger, such other documents as the officers of surviving entity shall agree, to be filed in the office of the official who is the recorded officer of each County in the State of Florida in which real property, if any, of merged entity is situated.
- F. If, at any time, the surviving entity shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in the surviving entity, according to the terms hereof, the title to any property of rights of merged entity, the proper officers or managers of the merged entity shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in the surviving entity, and otherwise to carry out the purposes of this Plan.

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:
- i. Each membership interest in the surviving entity outstanding on the effective date of the merger shall, by virtue of the merger and without further action on the part of the holder, remain outstanding and unchanged.
 - ii. Any and all membership interests of the merged entity, by virtue of the merger and without action on the part of the holders, shall upon the effective date of the merger, be cancelled and extinguished and shall cease to exist, and shall be converted into membership interests of the surviving entity based on the respective fair market values of the interests in the merged entity and the surviving entity. If applicable, as soon as practical after the effective date of the merger, each holder of a certificate representing a membership interest in the merged entity shall tender their respective certificates to surviving entity for cancellation.

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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:

There are no rights to acquire membership interests in the merged entity or the surviving entity.

FIFTH 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: N/A

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

Camping on the Gulf Land LLC, a Florida
limited liability company

By: 
Frank B. Bradshaw, III, Member-Manager

Dated: February 1, 2011

Camping on the Gulf Land LLC, a Georgia
limited liability company

By: 
Frank B. Bradshaw, III, Member-Manager

Dated: February 1, 2011

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

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