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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

LAKE CLUB INVESTORS, LLC

UFAC, LLC

Signature _____

Requested by: Seth

12/15/10 11:00

Name

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- ____ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ☒ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ____ Cert. Copy _____
- ☒ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
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- ____ UCC 1 or 3 File _____
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**CERTIFICATE OF MERGER
of**

UFAC, LLC, L10000084760
a Florida limited liability company

with and into

LAKE CLUB INVESTORS, LLC,
a Florida limited liability company

Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act, the undersigned enter into this Certificate of Merger by which UFAC, LLC, a Florida limited liability company (the "Merging LLC"), shall be merged with and into Lake Club Investors, LLC, a Florida limited liability company (the "Surviving LLC"), and the Surviving LLC shall be the surviving business entity, in accordance with a Plan of Merger (the "Plan"), adopted pursuant to Section 608.4381 of the Florida Limited Liability Company Act. The undersigned hereby certify as follows:

FIRST: A copy of the Plan is attached hereto as Appendix A and made a part hereof.

SECOND: The merger shall become effective at the close of business on December 31, 2010.

THIRD: The Plan was duly adopted and approved on October 19, 2010, by the Managing Member of the Merging LLC, in accordance with applicable provisions of Chapter 608, Florida Statutes (which vote was sufficient for approval), and the Plan was duly adopted and approved effective October 19, 2010, by Members holding in the aggregate 1,463 of the 2,100 outstanding membership units of the Surviving LLC, in accordance with applicable provisions of Chapter 608, Florida Statutes (which vote was sufficient for approval).

FOURTH: The Surviving LLC has agreed to pay to any members with appraisal rights the amount to which such members are entitled under Sections 608.4351-608.43595 of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, this Certificate of Merger has been executed by each of the Surviving LLC and the Merging LLC, this 14th day of December, 2010.

MERGING LLC

UFAC, LLC, a Florida limited liability company, by LWR Holdings, LLC, Manager, by its members:

Schroeder-Manatee Ranch, Inc., a Delaware corporation


By: 
Rex E. Jensen, President

SMR-4, Inc., a Florida corporation

By: 
Rex E. Jensen, President

SURVIVING LLC

LAKE CLUB INVESTORS, LLC, a Florida limited liability company, by JCAG Management, LLC, its Manager

By: 
Print Name: Andrew M. Gardner
Title: Manager

PLAN OF MERGER

THIS PLAN OF MERGER, dated as of December 14th, 2010 (the "Plan"), is made and entered into by and between LAKE CLUB INVESTORS, LLC, a Florida limited liability company (the "Surviving LLC"), and UFAC, LLC, a Florida limited liability company (the "Merging LLC").

WITNESSETH:

WHEREAS, 608.438 of the Florida Limited Liability Company Act (the "LLC Act"), authorizes the merger of one or more Florida limited liability companies with and into a Florida limited liability company;

WHEREAS, the Surviving LLC and the Merging LLC now desire to merge (the "Merger"), following which the Surviving LLC shall be the surviving entity;

WHEREAS, the requisite number of the members of the Surviving LLC have approved this Plan and the consummation of the Merger; and

WHEREAS, the requisite number of the members of the Merging LLC have approved this Plan and the consummation of the Merger.

NOW THEREFORE, the parties hereto hereby agree as follows:

ARTICLE I THE MERGER

(a) The parties shall cause the Merger to be consummated by filing a certificate of merger (the "Certificate of Merger") with the Secretary of State of the State of Florida evidencing the Merger of the Merging LLC with and into the Surviving LLC and make all other filings or recordings required by Florida law in connection with the Merger. The Merger shall become effective at such time as is specified in the Certificate of Merger (the "Effective Time").

(b) At the Effective Time, the Merging LLC shall be merged with and into the Surviving LLC, whereupon the separate existence of the Merging LLC shall cease, and the Surviving LLC shall be the surviving entity of the Merger in accordance with the LLC Act.

(c) At the Effective Time, by virtue of the Merger and without further action or deed by or on behalf of Surviving LLC, Merging LLC or each of the sole members thereof, all currently issued and outstanding membership units of the Merging LLC immediately prior to the Merger shall remain outstanding as membership units of the Surviving LLC, and each of the membership units of the Surviving LLC issued and outstanding immediately prior to the Merger shall be converted into the right to receive from the Surviving LLC, immediately at the Effective Time, cash in the amount of \$1.00 for each outstanding membership unit, for a total of \$2,100.00 in cash.

**ARTICLE II
THE SURVIVING LLC**

The Articles of Organization of the Surviving LLC shall, at the Effective Time, be amended and restated in their entirety and shall thereafter (unless and until further amended) be as shown in Exhibit A hereto. The limited liability company Operating Agreement of the Surviving LLC in effect prior to the Effective Time shall, at the Effective Time, be terminated.

**ARTICLE III
TRANSFER AND CONVEYANCE OF ASSETS
AND ASSUMPTION OF LIABILITIES**

At the Effective Time, the Surviving LLC shall continue in existence as the surviving entity in the Merger, and without further transfer, succeed to and possess all of the rights, privileges and powers of the Merging LLC, and all of the assets and property of whatever kind and character of the Merging LLC shall vest in the Surviving LLC without further act or deed; thereafter, the Surviving LLC shall be liable for all of the liabilities and obligations of the Merging LLC, and any claim or judgment against the Merging LLC may be enforced against the Surviving LLC, as the surviving entity, in accordance with the LLC Act.

**ARTICLE IV
TERMINATION**

The Plan may be terminated upon the mutual consent of the parties at any time prior to the Effective Time. The Plan may be amended, modified or supplemented at any time (before or after member approval) prior to the Effective Time of the Merger with the mutual consent of the members of each of the parties to the Merger.

**ARTICLE V
COUNTERPARTS**

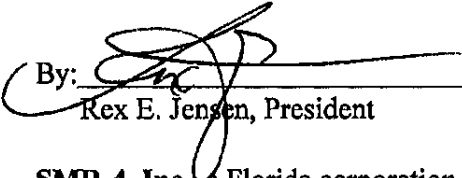
The Plan may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed by their respective authorized representatives as of the day and year first above written.

MERGING LLC

UFAC, LLC, a Florida limited liability company, by LWR Holdings, LLC, Manager, by its members:

Schroeder-Manatee Ranch, Inc., a Delaware corporation

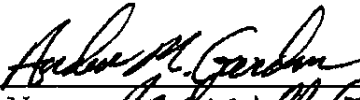
By: 
Rex E. Jensen, President

SMR-4, Inc., a Florida corporation

By: 
Rex E. Jensen, President

SURVIVING LLC

LAKE CLUB INVESTORS, LLC, a Florida limited liability company, by JCAG Management, LLC, its Manager

By: 
Print Name: Andrew M. Gardner
Title: Manager