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EFFECTIVE DATE  
12-31-12

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12 DEC 19 PM 2:55  
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TALLAHASSEE, FLORIDA

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LC Merger  
12-20-12  
DC

## CAPITAL CONNECTION, INC.

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

UFAC2, LLC

COUNTRY CLUB EAST INVESTORS, LLC

Signature \_\_\_\_\_

Requested by: SETH

12/19/12

Name

Date

Time

Walk-In

Will Pick Up

\_\_\_\_ 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 \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

**CERTIFICATE OF MERGER**  
**of**

**UFAC2, LLC,**  
**a Florida limited liability company**

**with and into**

**COUNTRY CLUB EAST INVESTORS, LLC,**  
**a Florida limited liability company**

**EFFECTIVE DATE**

**12-31-12**

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 UFAC2, LLC, a Florida limited liability company (the "Merging LLC"), shall be merged with and into Country Club East 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, 2012.

**THIRD:** The Plan was duly adopted and approved on December 17, 2012, 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 December 17, 2012, by Members holding in the aggregate 3,508 of the 5,000 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 19th day of December, 2012.

**MERGING LLC**

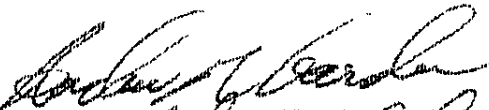
**UFAC2, LLC**, a Florida limited liability company, by LWR Holdings, LLC, Manager, by one of its Managers;

**Schroeder-Manatee Ranch, Inc.**, a Delaware corporation

By:   
Daniel J. Perka, Vice President

**SURVIVING LLC**

**COUNTRY CLUB EAST INVESTORS, LLC**, a Florida limited liability company, by JCAG Management, LLC, its Manager

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

## **PLAN OF MERGER**

**THIS PLAN OF MERGER**, dated as of December 17, 2012 (the "**Plan**"), is made and entered into by and between **COUNTRY CLUB EAST INVESTORS, LLC**, a Florida limited liability company (the "**Surviving LLC**"), and **UFAC2, 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 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 \$5,000.00 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**

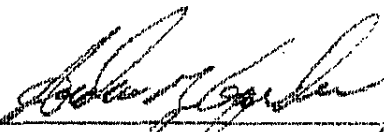
**UFAC2, LLC**, a Florida limited liability company, by LWR Holdings, LLC, Manager, by one of its Managers:

**Schroeder-Manatee Ranch, Inc.**, a Delaware corporation

By:   
Daniel J. Perka, Vice President

**SURVIVING LLC**

**COUNTRY CLUB EAST INVESTORS, LLC**, a Florida limited liability company, by JCAG Management, LLC, its Manager

By:   
Print Name: Andrew McCardan  
Title: Manager

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION OF  
COUNTRY CLUB EAST INVESTORS, LLC  
A Limited Liability Company**

**ARTICLE 1  
NAME**

The name of the limited liability company ("Company") is COUNTRY CLUB EAST INVESTORS, LLC.

**ARTICLE 2  
ADDRESS**

The mailing and street address of the Company's principal office is 14400 Covenant Way, Lakewood Ranch, Florida 34202.

**ARTICLE 3  
REGISTERED AGENT AND OFFICE**

The name of the Company's Registered Agent in Florida is Anthony Chiofalo. The address of the Company's registered agent is 14400 Covenant Way, Lakewood Ranch, Florida 34202.

**ARTICLE 4**

The Limited Liability Company is to be managed by one or more members and is therefore a member-managed company. The name and address of each Managing Member is as follows:

Name:

Address:

LWR Holdings, LLC,  
a Florida limited liability  
company

14400 Covenant Way  
Lakewood Ranch, FL 34202

The remaining members of the Company have the right to continue business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company.

**ARTICLE 5**

The Articles of Organization of the Company were originally filed on August 23, 2005.



IN WITNESS WHEREOF, the Managing Member has caused these Amended and Restated Articles of Organization to be (a) executed by its duly authorized representatives on this 19<sup>th</sup> day of December, 2012, and (b) filed, all pursuant to Section 608.411, Florida Statutes, to become effective at the close of business on December 31, 2012.

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

Schroeder-Manatee Ranch, Inc., a Delaware corporation

By:   
Daniel J. Perka, Vice President

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.411 OR 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is COUNTRY CLUB EAST INVESTORS, LLC.
2. The name and the Florida street address of the registered agent and office are:  
Anthony Chiofalo, 14400 Covenant Way, Lakewood Ranch, Florida 34202

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered as provided for in Chapter 608, Florida Statutes.*

Dated: December 19, 2012

  
\_\_\_\_\_  
Anthony Chiofalo  
Registered Agent