

From: Fisher, Tousey Leas & Ball

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Division of Corporations

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MERGER OR SHARE EXCHANGE
The West Oaks Club, LLC

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**CERTIFICATE AND PLAN OF MERGER***by and between***THE WEST OAKS CLUB, LLC, a New Jersey limited liability company
and THE WEST OAKS CLUB, LLC, a Florida limited liability company***with***THE WEST OAKS CLUB, LLC, a Florida limited liability company
AS THE SURVIVING ENTITY**

THIS CERTIFICATE AND PLAN OF MERGER ("Certificate of Merger") is made and entered into this 18th day of May, 2010, by and among **THE WEST OAKS CLUB, LLC, a Florida limited liability company** with its principal office located at 9831 Del Webb Parkway, Unit 1303, Jacksonville, Florida 32256 (the "**Surviving Entity**"), and **THE WEST OAKS CLUB, LLC, a New Jersey limited liability company** with its principal office located at 9831 Del Webb Parkway, Unit 1303, Jacksonville, Florida 32256 (the "**Disappearing Entity**"). In this Certificate of Merger, the Surviving Entity and the Disappearing Entity are collectively referred to as the "**Constituent Entities**".

A. James Saldutti and Ellyn Saldutti (the "**Members**") are the Members of the Surviving Entity and the Disappearing Entity.

B. The Members have determined it to be in the best interest of the Disappearing Entity to merge with and into the Surviving Entity pursuant to the terms and conditions set forth in this Certificate of Merger (the "**Merger**").

NOW, THEREFORE, the Constituent Entities and the Members, in consideration of the mutual covenants, agreements and provisions set forth below, have agreed that the Disappearing Entity will merge with and into the Surviving Entity pursuant to the laws of the State of Florida and the State of New Jersey upon the terms and conditions set forth below:

**ARTICLE I
MERGER**

As of May 18, 2010 (the "**Effective Date**"), the Disappearing Entity shall be merged with and into the Surviving Entity. Upon the approval of this Certificate of Merger by the Florida Secretary of State and the approval of the Certificate of Merger required by Section 42:2B-20 of the New Jersey Statutes with the New Jersey Secretary of State, and the payment of all fees and taxes required by the laws of the State of Florida and the State of New Jersey, this Certificate of Merger shall be filed with the Florida Secretary of State and the Certificate of Merger required by Section 42:2B-20 of the New Jersey Statutes with the New Jersey Secretary of State. The Merger shall be effective, and the separate existence of the Disappearing Entity shall cease (except as continued by statute) as of the Effective Date. Following the Merger, the Surviving Entity shall be governed by the laws of the State of Florida, which state shall be its domicile.

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ARTICLE II ARTICLES OF ORGANIZATION

The Articles of Organization of the Surviving Entity as in effect immediately prior to the effective date of the Merger shall remain in full force and effect as the Articles of Organization of the Surviving Entity after the Merger.

ARTICLE III CONVERSION OF OUTSTANDING MEMBERSHIP INTERESTS

Because the (a) Members collectively own one hundred percent (100%) of the membership interests in both of the Constituent Entities, and (b) the membership interest of the Members in the Constituent Entities are not certificated or maintained in any form other than a percentage of ownership in the Constituent Entities, no additional membership interest in the Surviving Entity can be issued to the Members in conjunction with the Merger.

ARTICLE IV TERMS AND CONDITIONS

(a) The Operating Agreement of the Surviving Entity in effect on the Effective Date of the Merger shall continue to be the Operating Agreement of the Surviving Entity.

(b) The principal office of the Surviving Entity shall be 9831 Del Webb Parkway, Unit 1303, Jacksonville, Florida 32256.

(c) If at any time the Surviving Entity shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest in the Surviving Entity, according to the terms hereof, the title to any property or rights of the Disappearing Entity, the proper officers and representatives of the Disappearing Entity or the Surviving Entity shall execute and make all such property assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Entity or otherwise to carry out the intent or accomplish the purposes of this Certificate of Merger.

ARTICLE V EFFECT OF MERGER

Upon the effectiveness of the Merger, (a) the separate existence of the Disappearing Entity, except insofar as it may be continued by statute, shall cease, and (b) the Surviving Entity shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises for a public as well as a private nature, and be subject to all restrictions, disabilities, and duties of the Disappearing Entity, and all the rights, privileges, immunities, powers and franchises of the Disappearing Entity and all property, real, personal and mixed, and all debts due or belonging to the Disappearing Entity, shall be vested in the Surviving Entity; and all assets (tangible, intangible, personal, real or otherwise), property, rights, privileges, immunities, powers and franchises, and every other interest shall be the property of

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the Surviving Entity, and the title to any real estate vested by deed or otherwise in the Disappearing Entity shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of the Disappearing Entity shall be preserved, unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities, obligations and duties of the Disappearing Entity attach to and shall be assumed by the Surviving Entity, and may be enforced against the Surviving Entity to the same extent as if those debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Entity.

**ARTICLE VI
AUTHORIZATION OF MERGER**

The Members of the Constituent Entities, by resolution, approved the Plan of Merger set forth in this Certificate of Merger.

**ARTICLE VII
COMPLIANCE WITH LEGAL REQUIREMENTS**

All provisions of the laws of the State of Florida and the State of New Jersey applicable to the Merger have been or will have been complied with upon the filing and recording of this Certificate of Merger with the Florida Secretary of State and the filing and recording of the Certificate of Merger required by Section 42:2B-20 of the New Jersey Statutes with the New Jersey Secretary of State.

IN WITNESS WHEREOF, the Constituent Entities have caused this Certificate of Merger to be executed the day and year first above written.

THE WEST OAKS CLUB, LLC
a Florida limited liability company

By: 

James Saldutti, Managing Member

THE WEST OAKS CLUB, LLC,
a New Jersey limited liability company

By: 

James Saldutti, Managing Member

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