

Division of Corporations

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Florida Department of State
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MERGER OR SHARE EXCHANGE**Legacy Ranch of Flagler, LLC**

Certificate of Status	0
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF MERGER FOR
FLORIDA LIMITED LIABILITY COMPANIES**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Legacy Ranch of Flagler, LLC	FL	Limited Liability Company
Countryside Flagler, LLC	FL	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Legacy Ranch of Flagler, LLC	FL	Limited Liability Company

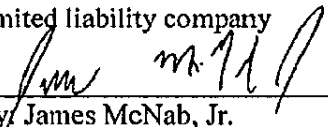
THIRD: The attached plan of merger was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The effective date of the merger shall be the date of filing with the Florida Department of State.

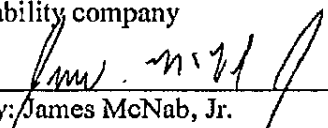
FIFTH: The surviving party is organized under the laws of Florida.

SIXTH: Signatures for Each Party:

LEGACY RANCH OF FLAGLER, LLC, a Florida
limited liability company


By: James McNab, Jr.
Member/Manager

COUNTRYSIDE FLAGLER, LLC, a Florida limited
liability company


By: James McNab, Jr.
Managing Member

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**AGREEMENT AND PLAN OF MERGER BETWEEN
LEGACY RANCH OF FLAGLER, LLC
AND
COUNTRYSIDE FLAGLER, LLC**

The following Agreement and Plan of Merger, which was adopted and approved by LEGACY RANCH OF FLAGLER, LLC, a Florida limited liability company ("Surviving Company") and COUNTRYSIDE FLAGLER, LLC, a Florida limited liability company ("Countryside"), is being submitted in accordance with section 608.4382, Florida Statutes.

1. The exact name, form/entity type, and jurisdiction of each merging party is as follows:

Legacy Ranch of Flagler, LLC, a Florida limited liability company

Countryside Flagler, LLC, a Florida limited liability company

2. The exact name, form/entity type, and jurisdiction of the surviving party is:

Legacy Ranch of Flagler, LLC, a Florida limited liability company

3. On the effective date of the merger the general terms and conditions of the merger are: (i) the separate existence of Countryside shall cease and Countryside shall be merged with and into Surviving Company, (ii) the Articles of Organization of Surviving Company, as amended restated in accordance with section 6 below, shall be the Articles of Organization of the Surviving Company, (iii) the Operating Agreement of Surviving Company in effect immediately prior to the effective date of the merger shall be the Operating Agreement of the Surviving Company, and (iv) the Federal Employer Identification Number ("FEIN") assigned to Surviving Company shall remain the FEIN used for the Surviving Company.

4. The manner and basis of converting the interests of Countryside into interests of the Surviving Company are as follows: As of the effective date of the merger, the interests of Countryside shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist, and each holder of a certificate representing any such interest shall cease to have any rights with respect thereto. The members of the Surviving Company shall retain their respective pre-merger interests in the Surviving Company post-merger.

5. There are no rights to acquire any interests in Countryside or the Surviving Company.

6. The Articles of Organization of the Surviving Company are hereby amended and restated in accordance with Exhibit "A" attached hereto.

7. This Agreement may not be modified, changed, or altered by any statement not contained herein, and may only be modified by further written consent signed by both parties.

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Dated: January 28, 2013

LEGACY RANCH OF FLAGLER, LLC, a Florida
limited liability company

James McNab, Jr.
Print: James McNab, Jr.
Member/Manger

COUNTRYSIDE FLAGLER, LLC, a Florida limited
liability company

James McNab, Jr.
Print: James McNab, Jr.
Managing Member

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EXHIBIT A
AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
LEGACY RANCH OF FLAGLER, LLC

The Articles of Organization of Legacy Ranch of Flagler, LLC were filed on April 30, 2007 and assigned Document Number L07000045548.

The Articles of Organization are hereby amended and restated in their entirety, and superseded by the following Articles of Organization which have been adopted by the limited liability company:

ARTICLE 1.
NAME

The name of this Limited Liability Company is: Legacy Ranch of Flagler, LLC

ARTICLE 2.
PRINCIPAL OFFICE AND REGISTERED AGENT

The mailing address of the limited liability company is P.O. Box 459, Palatka, Florida 32178, and the street address of the principal office of the limited liability company is 5185 S. Tropical Trail, Merritt Island, Florida 32962-6422. The name and address of the registered agent of the limited liability company is James McNab, Jr., 5185 S. Tropical Trail, Merritt Island, Florida 32962-6422.

ARTICLE 3.
MANAGEMENT

The company is to be a manager-managed company. The names and addresses of its Managers are:

James McNab, Jr.
5185 S. Tropical Trail
Merritt Island, FL 32962-6422

Edward E. Schatz, Jr.
34 Aububon Lane
Flagler Beach, FL 32136

IN WITNESS WHEREOF, the undersigned member does hereby execute and acknowledge these articles of organization this 28th day of January, 2013.

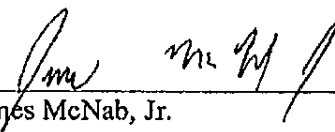

James McNab, Jr.

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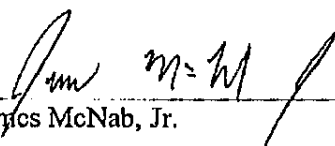
**CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS**

Pursuant to Section 608.415 Florida Statutes, Legacy Ranch of Flagler, LLC hereby designates James McNab, Jr., 5185 S. Tropical Trail, Merritt Island, FL 32962-6422 as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.


James McNab, Jr.

ACCEPTANCE OF DESIGNATION

The undersigned understands the obligations of and hereby accepts the foregoing designation as registered agent of Legacy Ranch of Flagler, LLC for service of process within the State of Florida.


James McNab, Jr.

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