

Division of Corporations

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Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.
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MERGER OR SHARE EXCHANGE**FLORIDAYS ORLANDO VENTURES II, LLC**

Certificate of Status	1
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EXHIBIT A

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

OF

FOV HOLDING, LLC

INTO

FLORIDAYS ORLANDO VENTURES II, LLC

L07-84192

L07-82381

FOV HOLDING, LLC, a Florida limited liability company, and FLORIDAYS ORLANDO VENTURES II, LLC, a Florida limited liability company, hereby adopt and approve the following plan as the Plan of Merger required by Section 608.4382, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are **FOV HOLDING, LLC**, a Florida limited liability company ("FOV Holding"), and **FLORIDAYS ORLANDO VENTURES II, LLC**, a Florida limited liability company ("FOV II"). As a result of the merger, FOV Holding shall be merged with and into FOV II. FOV II shall be the surviving business entity.
2. The merger shall be effective on the date the Certificate of Merger is filed with the Department of State (the "Effective Date").
3. The membership interests of FOV Holding will be cancelled. No change shall occur in the membership interests of FOV II.
4. This plan shall be submitted to the Members and Manager of FOV Holding for approval. This plan shall be submitted to the Members and Manager of FOV II for approval. The Articles of Organization for FOV II will not differ from its Articles of Organization before the merger, and the members of FOV II will hold the same membership interests, with identical designations, preferences, limitations, and relative rights, immediately after the merger.
5. The Members and Manager of FOV Holding, and the Members and Manager of FOV II are hereby authorized to amend this plan at any time prior to the filing of the Certificate of Merger, to the extent permitted by law.
6. Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows: none.
7. There are no other terms of or conditions to the merger.

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**CERTIFICATE OF MERGER
OF
FOV HOLDING, LLC
INTO
FLORIDAYS ORLANDO VENTURES II, LLC**

FLORIDAYS ORLANDO VENTURES II, LLC, a Florida limited liability company ("FOV II"), hereby delivers to the Florida Department of State for filing the following Certificate of Merger for the merger of **FOV HOLDING, LLC**, a Florida limited liability company ("FOV Holding"), with and into FOV II. FOV II shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by FOV II in accordance with Section 608.4381, Florida Statutes.
3. The foregoing Plan of Merger was approved by FOV Holding in accordance with Section 608.4381, Florida Statutes.
4. The effective date of the merger is the date this Certificate of Merger is filed with the Florida Department of State.

IN WITNESS WHEREOF, this Certificate of Merger has been executed and delivered by the constituent business entities as of the Effective Date.

FLORIDAYS ORLANDO VENTURES II, LLC,
a Florida limited liability company

By: Angus C. Rogers
Angus C. Rogers
As its Manager

FOV HOLDING, LLC,
a Florida limited liability company

By: Angus C. Rogers
Angus C. Rogers
As its Manager

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