

ROSENTHAL

LAW GROUP

November 27, 2013

LO8000112339

Federal Express

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
Attn: Lynn Shoffstall

700254416047

Re: Rescission of Merger of Palm Hill Inc. P12000093608
Reinstatement of Various Corporations and LLC entities

Dear Ms. Shoffstall:

Pursuant to our discussion on November 27, 2013, I enclose a Certified Copy of the Final Judgment which rescinded the merger dated December 28, 2012 and directs the Secretary of State to rescind same and to reinstate the Florida entities that were merged into the surviving entity.

I appreciate your assistance with this. Please let me know if you have any questions.

Very truly yours,


Alex P. Rosenthal

Enc.

FILED
13 DEC -2 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FL 32301

IN THE CIRCUIT COURT OF THE 17TH
JUDICIAL CIRCUIT, IN AND FOR
BROWARD COUNTY, FLORIDA

CASE NO. 13-024391 (09)

GLOBAL INNOVATIVE PROPERTIES, INC.,
HM PROPERTY INVESTMENTS, LLC,
TREASURE COAST PROPERTIES
INVESTMENT, LLC, PALM HILL
EQUIPMENT, LLC, MARLIN BAY
PROPERTY INVESTMENTS, INC.,
MARLIN BAY YACHT CLUB, LLC,
NC INVESTMENT PROPERTIES, INC.,
GATED COMMUNITIES AT CREST
MOUNTAIN, LLC, GATED COMMUNITIES
OF ASHEVILLE, LLC, RIVER DUNES
INVESTMENT PROPERTIES, LLC, RIVER
DUNES DEVELOPMENT, LLC, RIVER
DUNES MARINA, LLC, RIVER DUNES
HARBOR ASSOCIATION, LLC, RIVER DUNES
HOSPITALITY, LLC, BAY RIVER OF PAMLICO,
LLC, RIVER DUNES SERVICES, LLC, RIVER
DUNES CONVEYANCE, LLC, RIVER DUNES
LAND HOLDING, LLC, and RIVER DUNES TWO, LLC

Plaintiffs,

PALM HILL, INC.,

Defendant.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Agreed
FINAL JUDGMENT

THIS CAUSE having come before the Court on the Settlement Stipulation entered into between the parties, and the Court having reviewed the Settlement Stipulation, and having been otherwise advised, it is thereupon

ORDERED and ADJUDGED that

1. The Settlement Stipulation is ratified and approved by this Court, and entered as an order of the Court;

2. The Merger Documents, attached hereto as Exhibit A, are rescinded, *nunc pro*

* Only Plaintiff's
counsel appeared
at hearing on
11/27/2013

time to December 27, 2012;

3. Any and all parties, including the state of Florida Secretary of State, may and shall rely on the rescission of the Merger Documents as if they Merger Documents never existed;

5. The Florida Secretary of State is directed to reinstate the following Florida entities:

a. Global Innovative Properties, Inc. - Florida corporation document number P11000014949.

b. HM Property Investments, LLC - Florida limited liability company document number L08000112339.

c. Treasure Coast Properties Investments, LLC - Florida limited liability company document number L11000067465.

d. Palm Hill Equipment, LLC - Florida limited liability company document number L11000085040.

e. Marlin Bay Property Investments, Inc. - Florida corporation document number P11000093935.

f. Marlin Bay Yacht Club, LLC - Florida limited liability company document number L11000083233.

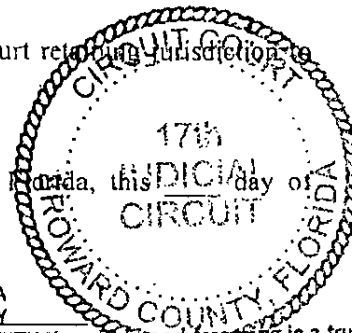
g. NC Investment Properties, Inc. - Florida corporation document number P12000024945.

4. The case is dismissed without prejudice with the Court retaining jurisdiction to enforce the terms of the Settlement Stipulation.

DONE and ORDERED in chambers at Broward County, Florida, this 17th day of November 2013.

Copies:

Alex P. Rosenthal, Esq., 2115 North Commerce Parkway, Weston, FL 33326
Palm Hill, Inc., 2897 SE Ocean Blvd., Stuart, FL 34997



STATE OF FLORIDA
BROWARD COUNTY
CIRCUIT COURT
JUDGE

the within and foregoing is a true and correct copy of the original as it appears on record and file in the office of the Circuit Court Clerk of Broward County, Weston, FL 33326
WITNESS my hand and Official Seal at Fort Lauderdale Florida, this the 27th day of NOV 27 2013
Clerk of the Court

Deputy Clerk

ARTICLES OF MERGER
(profit corporation)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1109, Florida Statutes

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|-----------------|---------------------|------------------------|
| Palm Hill, Inc. | Florida | P 12000093608 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|--|---------------------|------------------------|
| Global Innovative Properties, Inc. | Florida | P 11000014949 |
| HM Property Investments, LLC | Florida | L 08000112339 |
| Treasure Coast Properties Investments, LLC | Florida | L 11000067465 |
| Palm Hill Equipment, LLC | Florida | L 11000085040 |
| Marlin Bay Property Investments, Inc. | Florida | P 11000093935 |
| Marlin Bay Yacht Club, LLC | Florida | L 11000083233 |
| NC Investment Properties, Inc. | Florida | P 12000024945 |
| Gated Communities at Crest Mountain, LLC | North Carolina | C 201220900546 |
| Gated Communities of Asheville, LLC | North Carolina | C 201207500193 |
| River Dunes Investment Properties, LLC | North Carolina | C 201208700175 |
| River Dunes Development, LLC | North Carolina | C 201227600918 |
| River Dunes Marina, LLC | North Carolina | C 201227600877 |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

| | | |
|-------------------------------------|----------------|----------------|
| River Dunes Harbor Association, LLC | North Carolina | C 201227600874 |
| River Dunes Hospitality, LLC | North Carolina | C 201227600867 |
| Bay River of Pamlico, LLC | North Carolina | C 201227600832 |
| River Dunes Services, LLC | North Carolina | C 201227600863 |
| River Dunes Conveyance, LLC | North Carolina | C 201227600850 |
| River Dunes Land Holding, LLC | North Carolina | C 201227600847 |
| River Dunes Two, LLC | North Carolina | C 201223400032 |

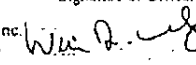
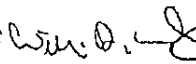
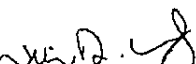
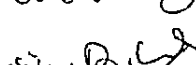
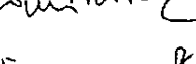
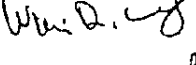
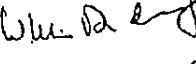
Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by surviving corporation.

Sixth: Adoption of Merger by merging corporations:

Seventh: Signatures for each corporation

| <u>Name of Corporation</u> | <u>Signature of Officer</u> | <u>Name & Title</u> |
|--|---|-----------------------------------|
| Global Innovative Properties, Inc. |  | William D. Anderson, Jr. VP |
| HM Property Investment, LLC |  | William D. Anderson, Jr., Mgr. |
| Treasure Coast Properties Investments, LLC |  | William D. Anderson, Jr., Mgr. |
| Marlin Bay Property Investments, Inc. |  | William D. Anderson, Jr., Mgr. |
| Marlin Bay Yacht Club, LLC |  | William D. Anderson, Jr., VP |
| North Carolina Investment Properties Inc. |  | William D. Anderson, Jr., Mgr. |
| Gated Communities at Crest Mountain, LLC |  | William D. Anderson, Jr., VP |

| | | |
|--|---------------------------|----------------------------------|
| River Dunes Investment Properties, LLC | <i>W.D. Anderson, Jr.</i> | William D. Anderson, Jr. Mgr. |
| Gated Communities of Asheville, LLC | <i>W.D. Anderson, Jr.</i> | William D. Anderson, Jr. Mgr. |
| River Dunes Development, LLC | <i>W.D. Anderson, Jr.</i> | William D. Anderson, Jr. Mgr. |
| River Dunes Marine, LLC | <i>W.D. Anderson, Jr.</i> | William D. Anderson, Jr. Mgr. |
| River Dunes Harbor Association, LLC | <i>W.D. Anderson, Jr.</i> | William D. Anderson, Jr. Mgr. |
| River Dunes Hospitality, LLC | <i>W.D. Anderson, Jr.</i> | William D. Anderson, Jr. Mgr. |
| Bay River of Pamlico, LLC | <i>W.D. Anderson, Jr.</i> | William D. Anderson, Jr. Mgr. |
| River Dunes Services, LLC | <i>W.D. Anderson, Jr.</i> | William D. Anderson, Jr. Mgr. |
| River Dunes Conveyance, LLC | <i>W.D. Anderson, Jr.</i> | William D. Anderson, Jr. Mgr. |
| River Dunes Land Holding, LLC | <i>W.D. Anderson, Jr.</i> | William D. Anderson, Jr. Mgr. |
| River Dunes Two, LLC | <i>W.D. Anderson, Jr.</i> | William D. Anderson, Jr. Mgr. |
| Palm Hill Equipment, LLC | <i>W.D. Anderson, Jr.</i> | William D. Anderson, Jr. Mgr. |

PLAN OF MERGER
(Non- subsidiaries)

The following plan of merger is submitted in compliance with Section 607.1109, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|-----------------|---------------------|
| Palm Hill, Inc. | Florida |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|---|---------------------|
| Global Innovative Properties, Inc. | Florida |
| HIM Property Investments, LLC | Florida |
| Treasure Coast Investment Properties, LLC | Florida |
| Palm Hill Equipment, LLC | Florida |
| Marlin Bay Property Investments, Inc. | Florida |
| Marlin Bay Yacht Club, LLC | Florida |
| NC Investment Properties, Inc. | Florida |
| Gated Communities at Crest Mountain, LLC | North Carolina |
| Gated Communities of Asheville, LLC | North Carolina |
| River Dunes Investment Properties, LLC | North Carolina |
| River Dunes Development, LLC | North Carolina |
| River Dunes Marina, LLC | North Carolina |

| | |
|-------------------------------------|----------------|
| River Dunes Harbor Association, LLC | North Carolina |
| River Dunes Hospitality, LLC | North Carolina |
| Bay River of Pamlico, LLC | North Carolina |
| River Dunes Services, LLC | North Carolina |
| River Dunes Conveyance, LLC | North Carolina |
| River Dunes Land Holding, LLC | North Carolina |
| River Dunes Two, LLC | North Carolina |

Third: The terms and conditions of the merger are as follows:

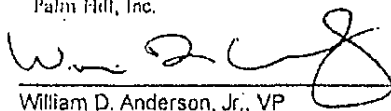
Complete merger of corporate interests, for simplicity of future income tax reporting. The merged and surviving corporations contain identical shareholders with the same ownership interests. No change in voting rights.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The identical shareholders exist in the merged and surviving corporation. The ownership interests of the shareholders remains the same in the merged and surviving corporation. No minority shareholders are created by this merger. The merger was approved by the unanimous votes of all shareholders, officers, and directors of each of the merged and surviving corporation.

Adopted this 29th day of November, 2012.

Palm Hill, Inc.



William D. Anderson, Jr., VP