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MERGER OR SHARE EXCHANGE

LEGACY AT LELY RESORT, LLC

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JAN - 5 2009

EXAMINER

**ARTICLES OF MERGER
FOR
LEGACY AT LELY RESORT, INC.
A FLORIDA PROFIT CORPORATION**

The following Articles of Merger are submitted to merge the following Florida corporation and limited liability company in accordance with sections 607.1109 and 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Legacy at Lely Resort, Inc. 7869 Hawthorne Drive Suite 302 Naples FL 34113	Florida	Corporation
Legacy at Lely Resort, LLC 639 Legacy Circle Suite 2101 Naples FL 34113	Florida	Limited Liability Company

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Legacy at Lely Resort, LLC 639 Legacy Circle Suite 2101 Naples FL 34113	Florida	Limited Liability Company

THIRD: The attached Plan of Merger meets the requirements of sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

FOURTH: The merger is permitted under the laws of Florida and is not prohibited by the bylaws or articles of incorporation of the corporation or by the operating agreement or articles of organization of the limited liability company, which are parties to the merger.

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FIFTH: The merger shall be effective as of December 31, 2008.

SIXTH: The Articles of Merger comply with, and were executed in accordance with the laws of the State of Florida.

LEGACY AT LELY RESORT, INC.
a Florida corporation

By: Arthur L. Bateman
Arthur L. Bateman, Its President

LEGACY AT LELY RESORT, LLC
a Florida limited liability company

By: Arthur L. Bateman
Arthur L. Bateman, Its Manager

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**PLAN OF MERGER
LEGACY AT LELY RESORT, INC.**

THIS PLAN OF MERGER ("Plan") effective on December 31, 2008, between LEGACY AT LELY RESORT, LLC, a Florida limited liability company, (the "Surviving Company"), and LEGACY AT LELY RESORT, INC., a Florida corporation (the "Merged Company"), is submitted in compliance with Florida Statutes §607.11101 and §608.438.

WITNESSETH:

WHEREAS, the Articles of Organization of the Surviving Company were filed in the office of the Secretary of State of Florida on December ____, 2008; and

WHEREAS, the Articles of Organization of the Merged Company were filed in the office of the Secretary of State of Florida on October 30, 2003; and

WHEREAS, the member and the manager of the Surviving Company and the shareholder and the Board of Directors of the Merged Company have authorized the merger of the Merged Company with and into the Surviving Company pursuant to the Plan set forth herein, in the manner prescribed by the applicable Florida Statutes; and

NOW, THEREFORE, the merger of the Merged Company into the Surviving Company shall be accomplished as follows:

**ARTICLE I
Merger**

Effective December 31, 2008 (the "Effective Date"), the Merged Company shall be merged with and into the Surviving Company and the separate existence of the Merged Company shall cease.

**ARTICLE II
Articles of Organization, Operating Agreement and Name**

The Articles of Organization and Operating Agreement of the Surviving Company shall remain in effect and unchanged as a result of the merger. The name of the Surviving Company shall be "LEGACY AT LELY RESORT, LLC."

**ARTICLE III
Manner of Converting Shares**

(a) As of the Effective Date, the shareholder of the Merged Company shall be deemed to have exchanged his shares of capital stock in the Merged Company for a proportionately equivalent share of membership interest in the Surviving Company.

(b) Any and all shares of the Merged Company shall by virtue of the merger and without any action on the part of the holder thereof, be deemed cancelled and extinguished on the part of the holder as of the Effective Date.

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(c) The transfer books of the Merged Company shall be closed as of the close of business on the Effective Date and no transfer of record of any of the shares of capital stock of the Merged Company shall take place thereafter.

(d) Any rights (if any) to acquire interests, shares, obligations or other securities of the Merged Company as of the Effective Date, by virtue of the merger and without any action by any party or holder, shall be deemed terminated.

(e) The intent of the forgoing provisions is that the shareholder of the Merged Company shall own one hundred percent (100%) of the Surviving Company.

ARTICLE IV
Other Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) The Articles of Organization and the Operating Agreement of the Surviving Company shall remain in effect and unchanged as a result of this merger.

(b) The Surviving Company shall pay all expenses incident to this merger.

(d) Upon the Effective Date, the separate existence of the Merged Company shall cease, and the Surviving Company shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the Merged Company, without the necessity for any separate transfer. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to the Merged Company shall be vested in the Surviving Company, and the title to any real estate, whether by deed or otherwise, vested in the Merged Company shall not revert or be in any way impaired by reason of this merger; provided, however, that all rights of creditors and all liens upon the property of the Merged Company shall be preserved unimpaired.

(e) Following the merger, the Surviving Company may cause a copy of the Articles of Merger and Plan of Merger, and such other documents as the Manager of the Surviving Company shall decide, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of the Merged Company is situated.

(f) If, at any time, the Surviving Company shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in the Surviving Company, according to the terms hereof, the title to any property or rights of the Merged Company, the proper shareholders, directors, officers and/or agents of the Merged Company shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in the Surviving Company, and otherwise to carry out the purposes of this Plan.

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ARTICLE V
Manager

The name and the address of the Manager of the Surviving Company is:

Arthur L. Bateman
6389 Legacy Circle
Suite 2101
Naples, Florida 34113

ARTICLE VI
Tax Consequences

Immediately following the merger, the Surviving Company shall be disregarded as an entity separate from its owner for federal income tax purposes. For federal income tax purposes, the merger of the Merged Company with and into the Surviving Company shall be treated as a liquidation of the Merged Company for all purposes under the Internal Revenue Code of 1986, as amended.

ARTICLE VII
Approval of Merger

The parties do hereby acknowledge and confirm as follows:

(a) In accordance with §607.1103 of the Florida Statutes, this Plan has been duly adopted and approved by written consent dated December __, 2008, by the shareholder and directors of the Merged Company, and the undersigned Directors of the Merged Company have been authorized and directed to execute same

(b) In accordance with §608.4381 of the Florida Statutes, this Plan has been duly adopted and approved by written consent dated December __, 2008, by the manager and the member of the Surviving Company, and the undersigned Manager of the Surviving Company has been authorized and directed to execute same.

The parties have caused this Plan to be executed by their duly authorized director and manager effective as of the day first above-written.

LEGACY AT LELY RESORT, LLC
a Florida limited liability company
"Surviving Limited Liability Company"


Arthur L. Bateman, Its Manager

LEGACY AT LELY RESORT, INC.
a Florida corporation
"Merged Corporation"


Arthur L. Bateman, Its Director

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