

L11000012636

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

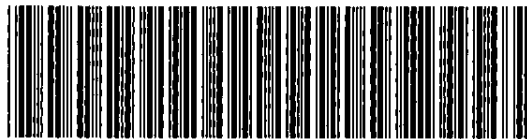
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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03/01/11--01022--021 \*\*877.50

EFFECTIVE DATE

3/4/2011

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 MAR - 1 PM 3:14

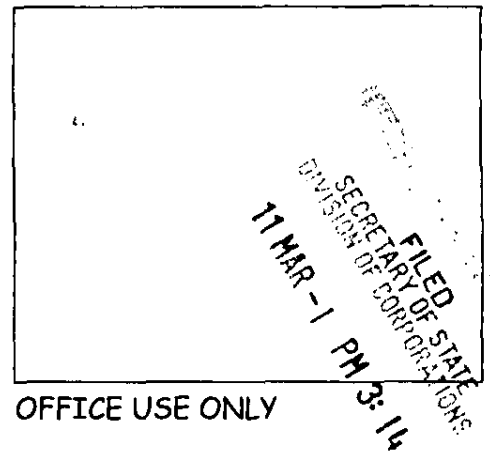
B. KOHR

MAR - 1 2011

EXAMINER

54m

FLORIDA RESEARCH & FILING SERVICES, INC.  
1211 CIRCLE DRIVE  
TALLAHASSEE, FL 32301  
PHONE (850)656-6446



WALK-IN

ENTITY NAME:

EFFECTIVE DATE 3/4/2011

LVC TIMESHARE MANAGEMENT, LLC (Surviving Party)

CK# 5068 FOR \$877.50 (\$300.00 for this filing)

PLEASE FILE THE ATTACHED <sup>MERGER</sup>~~QUALIFICATION~~ & RETURN THE FOLLOWING:

\_\_\_ CERTIFIED COPY

XXX STAMPED COPY

\_\_\_ CERTIFICATE OF STATUS

Examiner's Initials

EFFECTIVE DATE

3/4/2011

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** **LVC Timeshare Management, LLC**  
(Name of Surviving Party)

FILED  
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DIVISION OF CORPORATIONS  
11 MAR - 1 PM 3:14

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Marty A. Stone, Esq.  
Legacy Vacation Club  
8451 Palm Parkway  
Orlando, Florida 32836

anna.dirocco@lvcresorts.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marty A. Stone, Esq. at (407) 997-3000  
Name of Contact Person Area Code and Daytime Telephone Number

\_\_\_\_ Certified copy (optional) \$30.00

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE 3/4/2011

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 MAR - 1 PM 3:14

**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) 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>
Celebrity Resorts Management, LLC L03000044821	Florida	limited liability company
Celebrity Resorts of Florida Management Company, LLC L03000044823	Florida	limited liability company
Celebrity Resorts of Colorado Management Company, LLC	Colorado	limited liability company
Celebrity Resorts of Nevada Management Company, LLC	Nevada	limited liability company
Celebrity Resorts of New Jersey Management Company, LLC	New Jersey	limited liability company
Celebrity Resorts Management Services, LLC L04000047223	Florida	limited liability company
Venezia CE, LLC L07000107616	Florida	limited liability company
Celebrity Resorts of Clearwater Management Company, LLC L07000107614	Florida	limited liability company
Celebrity Resorts Connections, LLC L04000047230	Florida	limited liability company
Celebrity Resorts Reservations, LLC L04000093820	Florida	limited liability company
The Club of Celebrity Resorts, LLC L06000114173	Florida	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>
LVC Timeshare Management, LLC	Florida	limited liability company

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

March 4, 2011 at 5:00 p.m.

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

The surviving party is organized under the laws of Florida.

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

The surviving party is organized under the laws of Florida.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

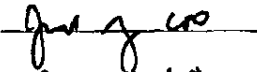

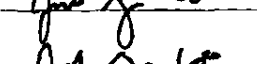


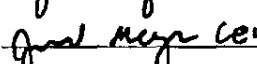


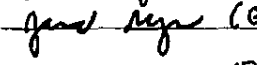

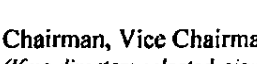
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

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

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

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Celebrity Resorts Management, LLC		Jared M. Meyers
Celebrity Resorts of Florida Management Company, LLC		Jared M. Meyers
Celebrity Resorts of Colorado Management Company, LLC		Jared M. Meyers
Celebrity Resorts of Nevada Management Company, LLC		Jared M. Meyers
Celebrity Resorts of New Jersey Management Company, LLC		Jared M. Meyers
Celebrity Resorts Management Services, LLC		Jared M. Meyers
Venezia CE, LLC		Jared M. Meyers
Celebrity Resorts of Clearwater Management Company, LLC		Jared M. Meyers
Celebrity Resorts Connections, LLC		Jared M. Meyers
Celebrity Resorts Reservations, LLC		Jared M. Meyers
The Club of Celebrity Resorts, LLC		Jared M. Meyers

**Corporations:**

General partnerships:

Florida Limited Partnerships:

Non-Florida Limited Partnerships:

Limited Liability Companies:

Chairman, Vice Chairman, President or Officer

*(If no directors selected, signature of incorporator.)*

Signature of a general partner or authorized person

Signatures of all general partners

Signature of a general partner

Signature of a member or authorized representative

**Fees:**

For each Limited Liability Company: \$25.00

For each Corporation: \$35.00

For each Limited Partnership: \$52.50

For each General Partnership: \$25.00

For each Other Business Entity: \$25.00

**Certified Copy (optional):**

\$30.00

## PLAN OF MERGER

**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>
Celebrity Resorts Management, LLC	Florida	limited liability company
Celebrity Resorts of Florida Management Company, LLC	Florida	limited liability company
Celebrity Resorts of Colorado Management Company, LLC	Colorado	limited liability company
Celebrity Resorts of Nevada Management Company, LLC	Nevada	limited liability company
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Celebrity Resorts Management Services, LLC	Florida	limited liability company
Venezia CE, LLC	Florida	limited liability company
Celebrity Resorts of Clearwater Management Company, LLC	Florida	limited liability company
Celebrity Resorts Connections, LLC	Florida	limited liability company
Celebrity Resorts Reservations, LLC	Florida	limited liability company
The Club of Celebrity Resorts, LLC	Florida	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>
LVC Timeshare Management, LLC	Florida	limited liability company

**THIRD:** The terms and conditions of the merger are as follows:

Each of the entities executing the Certificate of Merger to which this Plan of Merger is attached, other than LVC Timeshare Management, LLC (collectively, the "Merged Entities"), shall be merged (the "Merger") with and into LVC Timeshare Management, LLC, a Florida limited liability company (the "Surviving Entity"). The Surviving Entity shall be the surviving entity of the Merger. The Merger shall become effective at 5:00 p.m., EST, on March 4, 2011 (the "Effective Time"), following the filing of the Certificate of Merger with the Department of State of Florida and with the Departments of State or similar governmental office of each state under the laws of which each of the Merged Entities is organized, and all such other documents as may be required for filing therewith, all in accordance with the provisions of applicable law of Florida and each such other state. The Articles of Organization of the Surviving Entity, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Entity, and the Operating Agreement of the Surviving Entity, as in effect immediately prior to the Effective Time, shall be the Operating Agreement of the Surviving Entity, in each case without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law.

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

At the Effective Time, all outstanding membership interests of each of the Merged Entities shall be cancelled and of no effect without the issuance of additional membership interests in the Surviving Entity. At the Effective Time, each membership interest in the Surviving Entity will remain issued and outstanding.

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A



**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

The principal address of the Surviving Entity is 8451 Palm Parkway, Orlando, Florida 32836. This Plan of Merger, together with that Plan and Agreement of Merger, dated effective March 4, 2011, executed by and among each of the Merged Entities and the Surviving Entity (the "Merger Agreement") are on file at the principal address of the Surviving Entity at 8451 Palm Parkway, Orlando, Florida 32836. A copy of this Plan of Merger and the Merger Agreement shall be furnished by the Surviving Entity upon request and without cost to any member of any Merged Entity and to any member of the Surviving Entity or to any person holding an interest in any Merged Entity or the Surviving Entity.

Surviving Entity agrees that it may be served with process in the state of New Jersey in any action, suit, or proceeding for the enforcement of any obligation of any Merged Entity organized pursuant to the laws of New Jersey, and hereby irrevocably appoints the Secretary of State of New Jersey as its agent to accept service of process in any such action, suit, or proceeding. A copy of such process shall be mailed to the Surviving Entity at 8451 Palm Parkway, Orlando, Florida 32836.

Copies of process may be sent by the Secretary of State of Nevada to the principal address of the Surviving Entity at 8451 Palm Parkway, Orlando, Florida 32836.

The Surviving Entity authorizes service of process upon it, to the extent provided in § 7-90-204.5 of the Colorado Corporations and Associations Act, by mailing in accordance with § 7-90-704(2) of such act to the principal address of the Surviving Entity at 8451 Palm Parkway, Orlando, Florida 32836.

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

N/A.