

Division of Corporations

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
Windover Fort Myers Beach, LLC

Certificate of Status	1
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Page Count	04
Estimated Charge	\$67.50

85.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF MERGER
OF
WINDOVER FORT MYERS BEACH, LLC,
A MASSACHUSETTS LIMITED LIABILITY COMPANY
INTO AND WITH
WINDOVER FORT MYERS BEACH, LLC,
A FLORIDA LIMITED LIABILITY COMPANY,**

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Pursuant to Section 608.438 of the Florida Limited Liability Company Act and Chapter 156C, Sections 59 and 61 of the Massachusetts Limited Liability Company Act, the undersigned constituent organizations have executed and hereby enter into the following Agreement and Certificate of Merger and Cancellation (for MA LLC):

- FIRST:** The name of the surviving company is Windover Fort Myers Beach, LLC, a Florida limited liability company ("Surviving Company"), and the name of the company being merged into the Surviving Company is Windover Fort Myers Beach, LLC, a Massachusetts limited liability company ("Merging Company"). The Merging Company shall be cancelled in the Commonwealth of Massachusetts upon the approval of this Certificate of Merger and Cancellation by the Secretary of State of the Commonwealth of Massachusetts.
- SECOND:** The federal employer identification number for the Merging Company is 26-4225249. The federal employer identification number for the Surviving Company is 90-0985001.
- THIRD:** The name and office location for the Merging Company is 13 Elm Street, Manchester, Massachusetts 01944. The name and office location for the Surviving Company is 13 Elm Street, Manchester, Massachusetts 01944.
- FOURTH:** The Merging Company was formed in Massachusetts on February 10, 2009. The Surviving Company shall be formed in Florida on May 17, 2013, by filing the Articles of Organization with the Secretary of State of Florida.
- FIFTH:** A Plan of Merger has been approved, adopted, certified, executed and acknowledged by the constituent organizations pursuant to Section 608.4381 of the Florida Limited Liability Company Act and Section 60 of the Massachusetts Limited Liability Company Act and is attached hereto as "Exhibit A."
- SIXTH:** The Articles of Organization and the Limited Liability Company Operating Agreement of the Surviving Company as in effect immediately prior to the effective time of the merger shall be the Articles of Organization and the Limited Liability Company Operating Agreement of the Surviving Company after the merger is effected.
- SEVENTH:** The effective date of the merger will be May 23, 2013.
- EIGHTH:** The Plan of Merger is on file at 13 Elm Street, Manchester, Massachusetts 01944-1365, the principal office of the Surviving Company.

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NINTH: A copy of the Plan of Merger will be furnished by the Surviving Company on request, without cost, to any member of the Surviving Company or member of the Merging Company.

TENTH: The Surviving Company agrees that, if the Surviving Company does not continuously maintain an agent for service of process in the Commonwealth of Massachusetts, it must appoint, irrevocably, the state secretary to be its true and lawful attorney upon whom all lawful process in any action or proceeding in the Commonwealth of Massachusetts may be served in the manner set forth in M.G.L. Chapter 156D, Section 15.10.

IN WITNESS WHEREOF, said Surviving Company and the Merging Company have caused this certificate to be signed by the managers of the Merging Company and the managers of the Surviving Company, this 22 day of May, 2013.

MERGING COMPANY:


WINDOVER FORT MYERS BEACH, LLC,
a Massachusetts limited liability company

By: 
Steven B. Dodge, Manager

By: 
Lee R. Dellicker, Manager

SURVIVING COMPANY:

WINDOVER FORT MYERS BEACH, LLC,
a Florida limited liability company

By: 
Steven B. Dodge, Manager

By: 
Lee R. Dellicker, Manager

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EXHIBIT "A"

**PLAN OF MERGER
OF
WINDOVER FORT MYERS BEACH, LLC,
A MASSACHUSETTS LIMITED LIABILITY COMPANY
INTO AND WITH
WINDOVER FORT MYERS BEACH, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

1. The name of the entity to be merged (the "Merging Company") is Windover Fort Myers Beach, LLC, which is a Massachusetts limited liability company. The name of the surviving entity (the "Surviving Company") is Windover Fort Myers Beach, LLC, which is a Florida limited liability company.
2. Immediately following the merger of the Merging Company with and into the Surviving Company, the Surviving Company will be the surviving entity.
3. The Surviving Company is and will continue to be domiciled in Florida.
4. As a result of the merger, all real estate and other assets of the Merging Company will become assets of the Surviving Company and become vested in the Surviving Company and the Surviving Company will assume all of the liabilities and obligations of the Merging Company.
5. Windover Florida Holdings, LLC is the sole member of the Merging Company and of the Surviving Company. As a result of the merger, all ownership interests in the Merging Company will be cancelled and Windover Florida Holdings, LLC shall continue as the sole member of the Surviving Company. There are no outstanding rights in third parties to purchase interests in the Merging Company.
6. The merger shall become effective on a date specified by the managers of the Merging Company and the Surviving Company on or after the date an Agreement and Certificate of Merger is filed with the Florida Department of State and the Secretary of the Commonwealth of Massachusetts.
7. The Surviving Company will be responsible for the payment of all fees and franchise taxes required by law and will be obligated to pay such fees and franchise taxes if same are not paid.
8. The plan of merger was adopted by all necessary action on the part of the members and managers of the Merging Company and the Surviving Company. As to each party to the Plan of Merger, the Plan of Merger was duly authorized by all action required by the laws under which it was formed or organized and by its constituent documents.

[SIGNATURE PAGE TO FOLLOW]

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DATED: May 22, 2013

SURVIVING COMPANY:

Windover Fort Myers Beach, LLC, a Florida limited liability company

By: 
Steven B. Dodge, Manager

BY: 
Lee R. Dellicker, Manager

MERGING COMPANY:

Windover Fort Myers Beach, LLC, a Massachusetts limited liability company

BY: 
Steven B. Dodge, Manager

BY: 
Lee R. Dellicker, Manager

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