

L20427

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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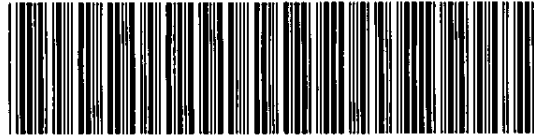
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FALLS CHURCH, VA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 720607 4302216

AUTHORIZATION

*[Handwritten signature]*

COST LIMIT : \$70.00

ORDER DATE : July 10, 2013

ORDER TIME : 2:24 PM

ORDER NO. : 720607-005

CUSTOMER NO: 4302216

ARTICLES OF MERGER

SNF FLORIDA ACQUISITION CO.

INTO

ROYALTY RESORTS CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER  
OF  
SNF FLORIDA ACQUISITION CO.  
INTO  
ROYALTY RESORTS CORPORATION

FILED  
13 JUL 10 PM 4:33  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399

In accordance with the provisions of Section 607.1105, Florida Statutes, the undersigned submit the following:

1. SNF FLORIDA ACQUISITION CO., a Florida corporation, shall be merged with and into ROYALTY RESORTS CORPORATION, a Florida corporation, which shall be the surviving corporation in the merger (the "Surviving Corporation").

2. The merger shall become effective on the date of the filing of these Articles of Merger with the Florida Secretary of State (the "Effective Date").

3. The Articles of Incorporation of ROYALTY RESORTS CORPORATION, as in effect immediately prior to the Effective Date, shall remain and be the Articles of Incorporation of the Surviving Corporation.

4. The Plan of Merger, attached to these Articles of Merger, was approved by the Written Consent of the Directors of each of SNF FLORIDA ACQUISITION CO. and ROYALTY RESORTS CORPORATION on July 10, 2013 in accordance with 607.1103, Florida Statutes.

5. The Plan of Merger was approved by the Written Consent of the Sole Shareholder of SNF FLORIDA ACQUISITION CO. on July 10, 2013 in accordance with 607.1104, Florida Statutes. Approval of the Plan of Merger by shareholders of ROYALTY RESORTS CORPORATION was not required as provided in 607.1104, Florida Statutes.

*[signatures appear on the following page]*

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed this 10th day of July 2013.

**SNF FLORIDA ACQUISITION CO.,**  
A Florida corporation

By: WDR  
Name: William D. Rahm  
Title: President and Senior Managing Director

**ROYALTY RESORTS CORPORATION,**  
A Florida Corporation

By: WDR  
Name: William D. Rahm  
Title: President and Senior Managing Director

**PLAN OF MERGER  
OF  
SNF FLORIDA ACQUISITION CO.  
INTO  
ROYALTY RESORTS CORPORATION**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 607.1103, Florida Statutes, is being submitted in accordance with Section 607.1104, Florida Statutes.

**ARTICLE I - PARENT CORPORATION**

The name of the Parent Corporation and the street address of its principal office are as follows:

SNF FLORIDA ACQUISITION CO.  
375 Park Avenue, 12th Floor  
New York, NY 10152

The Parent Corporation is a Florida corporation (Document Number P13000054907).

**ARTICLE II - SUBSIDIARY CORPORATION**

The name of the Subsidiary Corporation and the street address of its principal office are as follows:

ROYALTY RESORTS CORPORATION  
7125 Fruitville Road  
Sarasota, FL 34240

The Subsidiary Corporation is a Florida corporation (Document Number L20427).

**ARTICLE III - TERMS AND CONDITIONS**

The terms and conditions of this merger are as follows:

SNF FLORIDA ACQUISITION CO., a Florida corporation (the "Parent"), shall be merged with and into ROYALTY RESORTS CORPORATION, a Florida corporation (the "Subsidiary"). The Parent wholly owns all of the issued and outstanding shares of capital stock of the Subsidiary. Under this merger, shares of the Subsidiary will be issued on a pro rata basis to the holders of the shares of the Parent upon surrender of any certificates of outstanding shares of capital stock of the Parent. Promptly following the execution of this Plan of Merger, the parties shall file Articles of Merger with the Secretary of State of the State of Florida.

#### **ARTICLE IV - BASIS AND MANNER OF CONVERTING INTERESTS**

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

Shares of the Subsidiary shall be issued on a pro rata basis to holders of the shares of the Parent upon surrender of any certificates of outstanding shares of capital stock of the Parent.

#### **ARTICLE V – APPRAISAL RIGHTS**

Shareholders of the Subsidiary who, except for the applicability of 607.1104, Florida Statutes, would be entitled to vote and dissent from the Merger pursuant to 607.1321, Florida Statutes, may be entitled, if they comply with the relevant provisions of the Florida Business Corporation Act regarding appraisal rights, to be paid the fair value of their shares.

#### **ARTICLE VI - SURVIVING ENTITY**

The name and address of the surviving entity in this Merger, are:

ROYALTY RESORTS CORPORATION  
7125 Fruitville Road  
Sarasota, FL 34240