

L99000001647

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MERGER OR SHARE EXCHANGE

NEW SUN GROVE, L.L.C.

|                       |         |
|-----------------------|---------|
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**MINUTES OF THE BOARD OF DIRECTORS****OF****NEW SUN GROVE, INC.**

A meeting of the Board of Directors of **NEW SUN GROVE, INC.** Was held on the 12<sup>th</sup> day of November, 1999 in its offices in Glen Echo, Maryland. The sole member of the Board was present and waived notice as to the time, place and purpose of the meeting. The Chairman discussed the need to merge the corporation into a limited liability company and presented to the Board a Plan of merger, a copy of which is attached to these minutes. After discussion, upon motion duly made, seconded and unanimously carried, it was;

**RESOLVED** that the Plan of Merger, a copy of which is attached to these minutes, is adopted and approved.

**FURTHER RESOLVED** that the Plan of merger be submitted to the Shareholder of the corporation for the Shareholder's approval.

**FURTHER RESOLVED** that the Board of Directors recommend to the Shareholder that the Plan of Merger be approved.

**FURTHER RESOLVED** that upon approval by the Shareholder, the President execute any and all documents, including the plan of Merger and Articles of Merger.

There being no further business to come forth before the Board, the meeting was adjourned.

*William L. Walde*  
William L. Walde, Secretary

Approved:

*William L. Walde*  
William L. Walde, President

Agreed to by the sole Director and Shareholder this 19<sup>th</sup> day of November, 1999

*William L. Walde*  
William L. Walde  
Sole Shareholder and Director

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**APPROVAL OF PLAN OF MERGER**

by

**NEW SUN GROVE, L.L.C.**

**A Florida Limited Liability Company**

The undersigned, as Members of **NEW SUN GROVE, L.L.C.**, hereby consents and agrees as follows:

1. **NEW SUN GROVE, INC.** shall be merged into **NEW SUN GROVE, L.L.C.**, a Florida limited liability company.
2. The plan of Merger and Articles of Merger for the foregoing are approved.
3. The sole Shareholder of **NEW SUN GROVE, INC.** hereby consents to the Managing Member of the surviving entity which is William L. Walde. There is no prohibition against the merger in the Articles of Organization or Regulations of **NEW SUN GROVE, L.L.C.**
4. The undersigned hereby waives notification of any meeting or action with respect to the approval of the Plan of Merger, including as set out in Florida Statute 608.4381.

  
WILLIAM L. WALDE

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DEC-9 PM 5:09  
CLERK OF COURT  
JANUARY 11, 2000  
CLERK OF COURT

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**PLAN OF MERGER**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 607.1103, is being submitted in accordance with the section 607.1108, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party is as follows:

| <u>Name</u>         | <u>Jurisdiction</u> |
|---------------------|---------------------|
| NEW SUN GROVE, INC. | Florida             |

898-104595

**SECOND:** The exact name and jurisdiction of the surviving party is as follows:

| <u>Name</u>           | <u>Jurisdiction</u> |
|-----------------------|---------------------|
| NEW SUN GROVE, L.L.C. | Florida             |

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

The merging Florida corporation shall be merged with and into the surviving Florida limited liability company, and the Florida limited liability company shall continue after the merger and the Florida merging corporation shall cease on the Effective Date of the merger.

**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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

There is only one (1) class of common stock in the merging party and there is only one (1) class of membership interest in the surviving entity. The percentage of outstanding and issued stock owned by each shareholder as it relates to the total outstanding and issued stock in the merging corporation shall be converted into the same percentage of membership interest in the surviving limited liability company. Any outstanding interests existing before in the corporation shall be unaffected by the merger and shall continue to constitute outstanding membership interest in the surviving entity.

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- B. The manner and basis of converting right to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

There is only one (1) class of common stock in the merging party and there is only one (1) class of membership in the surviving entity. The same manner and proportionate right to acquire shares in the corporation merging entity shall be converted into the same manner and rights to acquire the same percentage of membership interest in the surviving limited liability company.

FIFTH: A limited liability company is the surviving entity and it is to be managed by its members.

SIXTH: There are no Non-Florida business entities that are a party to the merger.

SEVENTH: The Effective Date of the merger shall be the date of filing the Certificate of Merger.

NEW SUN GROVE, INC., a Florida corporation

By: William L. Walde  
William L. Walde

NEW SUN GROVE, L.L.C., a Florida limited  
Liability company

By: William L. Walde  
William L. Walde

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## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 607.1109, 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> |
|---|----------------------|---------------------|
| NEW SUN GROVE, INC., a Florida corporation<br>6501 Gold leaf Drive<br>Bethesda, MD 20812-0719 | Florida              | corporation         |

Florida Document/Registration Number: H98000104595

FEI # \_\_\_\_\_

**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>          |
|---|----------------------|------------------------------|
| NEW SUN GROVE, L.L.C<br>6501 Gold leaf Drive<br>Bethesda, MD 20812-0719 | Florida              | limited liability<br>Company |

Florida Document/Registration Number: L99000001647

FEI # \_\_\_\_\_

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

**FOURTH:** All merging parties and surviving parties are organized or otherwise formed under the laws of the State of Florida.

**FIFTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company this is a party to the merger.

**SIXTH:** The Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

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SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

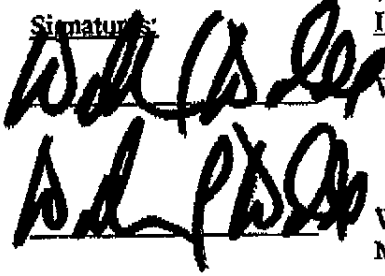
EIGHTH: Signatures for each party:

Name of Entity:

NEW SUN GROVE, INC., a  
Florida corporation

NEW SUN GROVE, L.L.C., a  
Florida limited liability company

Signature:

Two handwritten signatures in black ink. The top signature is for William L. Walde, President, and the bottom signature is for William L. Walde, Managing Member. Both signatures are written over horizontal lines.

Typed or Printed Name of Individual:

William L. Walde, President

William L. Walde  
Managing Member

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

NEW SUN GROVE, INC. a Florida entity P98000104595  
,

INTO

**NEW SUN GROVE, L.L.C.**, a Florida entity, L99000001647

File date: December 9, 1999

Corporate Specialist: Tammi Cline

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