

L99000005886

Document Number Only

CT Corporation System

Requestor's Name

660 East Jefferson Street

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City State Zip Phone

CORPORATION(S) NAME

700003002817--2
-10/01/99--01056--016
700003002817--2
-10/01/99--01056--017
****105.00 ****105.00

ARDC - OCALA 201, INC., A FLORIDA CORPORATION

MERGING INTO:

ARDCO, L.L.C., A FLORIDA LIMITED LIABILITY COMPANY

99 SEP 29 PM 3:31

SECRETARY OF STATE
DIVISION OF CORPORATIONS

☐ Profit
☐ NonProfit

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ LLC

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

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File Stamped To:

Jeffrey Butterfield



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 29, 1999

CT CORPORATION SYSTEM
ATTN; JEFFREY BUTTERFIELD

SUBJECT: ARDCO, L.L.C.
Ref. Number: W99000022447

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The filing fees for this merger are as follows: \$35 for the corporation , \$52.50 for the limited company, \$52.50 for each certified copy, totaling \$192.50.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 999A00047466

ATTN:
Please Back Date
THANKS

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pick-up

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 SEP 30 AM 11:41

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

ARDC-OCALA 201, INC., A Florida Corporation, M01932

INTO

ARDCO, L.L.C., a Florida entity, L99000005886

File date: September 28, 1999

Corporate Specialist: Michelle Hodges

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 28 PM 3:31

FILED
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DIVISION OF CORPORATIONS
99 SEP 28 PM 3:31

ARTICLES OF MERGER

OF

ARDC-OCALA 201, INC., a Florida corporation

WITH AND INTO

ARDCO, L.L.C., a Florida limited liability company

The undersigned, pursuant to Section 607.1109 of the Florida Business Corporation Act and Section 608.4382 of the Florida Limited Liability Company Act, hereby execute the following Articles of Merger:

FIRST: ARDC-Ocala 201, Inc. is a corporation duly organized and existing under the laws of the state of Florida (the "Merging Party"), whose principal place of business is located at 1375 Buena Vista Drive, 4th Floor North, Lake Buena Vista, Florida 32830. The Merging Party's Florida Document number is M01932.

SECOND: ARDCO, L.L.C. is a limited liability company duly organized and existing under the laws of the state of Florida (the "Surviving Party"), whose principal place of business is located at 1375 Buena Vista Drive, Fourth Floor North, Lake Buena Vista, Florida 32830. The Surviving Party's Florida Document number is L99000005886.

THIRD: The Plan of Merger attached hereto as Annex 1 meets the requirements of Sections 607.1108 and 608.438, Florida Statutes, and was approved by the Surviving Party and the Merging Party in accordance with Chapters 607 and 608, Florida Statutes.

FOURTH: The Surviving Party has obtained the written consent of its sole member pursuant to Section 608.4381, Florida Statutes.

FIFTH: The merger is permitted under the laws of the state of Florida and is not prohibited by the articles of organization or regulations of the Surviving Party.

SIXTH: The merger shall become effective as of 11:59 p.m. E.D.T. on September 30, 1999.

SEVENTH: As of the effective date of the merger, the name of the Surviving Party shall be changed to "**ARDC-Ocala 201, LLC**".

EIGHTH: The Articles of Merger comply with and were executed in accordance with the laws of the state of Florida.

Signed this 27th day of September, 1999.

ARDC-OCALA 201, INC.

By:

Lee Schudde

Its:

Vice President

ARDCO, L.L.C.

By: Walt Disney World Co.,

its sole member

By:

Jeffrey H. Smith

Its:

Senior Vice President and
Deputy General Counsel

ANNEX 1

PLAN OF MERGER

BY AND BETWEEN

ARDC-OCALA 201, INC.

AND

ARDCO, L.L.C.

This Plan of Merger was adopted and approved by each party to the merger in accordance with Sections 607.1107 and 608.4381 F.S. and is submitted pursuant to Sections 607.1108 and 608.438, Florida Statutes.

WHEREAS, ARDCO, L.L.C. (the "Surviving Party") is a limited liability company duly organized and existing under the laws of the state of Florida;

WHEREAS, ARDC-Ocala 201, Inc. (the "Merging Party") is a corporation duly organized and existing under the laws of the state of Florida;

WHEREAS, the Board of Directors of the Merging Party and the Managers of the Surviving Party have determined that it is advisable and to the mutual advantage of said parties to merge with and into each other under the terms and conditions herein provided; and

WHEREAS, this merger is being consummated in order to recognize certain financial and administrative efficiencies and is intended to be treated as a tax-free transaction governed by Internal Revenue Code Section 332.

NOW, THEREFORE, in consideration of the mutual covenants, warranties, agreements and provisions set forth herein, the parties agree as follows:

FIRST: The Merging Party is a corporation duly organized and existing under the laws of the state of Florida; and

SECOND: The Surviving Party is a limited liability company duly organized and existing under the laws of the state of Florida; and

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

(a) The Merging Party shall be merged with and into the Surviving Party (the "Merger"). The Surviving Party shall continue its existence under the laws of the state of Florida. As of the effective date of the Merger, the name of the Surviving Party shall be changed to "**ARDC-Ocala 201, LLC**".

(b) Each share of the common stock of the Merging Party, which shall be issued and outstanding on the effective date of the Merger, and all rights in respect thereto shall be canceled.

(c) Other than as provided in subparagraph (a) above, The Articles of Organization of the Surviving Party in effect immediately prior to the effective date of the Merger shall continue in full force and effect as the Articles of Organization of the Surviving Party.

(d) Upon the Merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets, rights and interests of every kind and description of the Merging Party shall be transferred to, vested in and devolve upon the Surviving Company without further act or deed.

(e) The Merging Party shall from time to time, as and when requested by the Surviving Party or by its successors or assigns, execute and deliver or cause to be executed and delivered all such deeds and instruments and take or cause to be taken such further or other action as the Surviving Party may deem necessary or desirable in order to vest in and confirm to the Surviving Party title to and possession of all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind of the Merging Party acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of the Merging Party and the proper managers of the Surviving Party are fully authorized in the name of the Merging Party or otherwise to take any and all such action.

(f) The effect of the Merger is as prescribed by law.

(g) The Merger shall become effective at 11:59 p.m. E.D.T. on September 30, 1999.

FOURTH: The names, titles and addresses of the initial managers of the Surviving Party are as follows:

Name	Title	Address
Judson C. Green	President	1375 Buena Vista Drive, 4 th Floor North Lake Buena Vista, FL 32830
Marsha L. Reed	Secretary	500 S. Buena Vista Street, Burbank, CA 91521
James Hunt	Controller and Treasurer	1375 Buena Vista Drive, 4 th Floor North Lake Buena Vista, FL 32830
Anne L. Buettner	Assistant Treasurer	500 S. Buena Vista Street, Burbank, CA 91521