

Division of Corporations

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**M12 000005850**Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA**MERGER OR SHARE EXCHANGE****Halstatt, LLC, a Delaware limited liability company**

Certificate of Status	0
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**EXAMINER**

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**CERTIFICATE OF MERGER OF  
FLORIDA GENERAL PARTNERSHIP INTO  
A DELAWARE LIMITED LIABILITY COMPANY**

Pursuant to Section 620.8918 of the Florida Revised Uniform Partnership Act and Section 18-209 of the Delaware Limited Liability Company Act, the undersigned constituent organizations executed the following Certificate of Merger:

- FIRST:** The name of the surviving company is Halstatt, LLC, a Delaware limited liability company ("Surviving Company"), and the name of the general partnership being merged into the Surviving Company is Poinciana Professional Park, a Florida general partnership ("Poinciana").
- SECOND:** The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the constituent organizations pursuant to Section 620.8918 of the Florida Revised Uniform Partnership Act and Section 18-209 of the Delaware Limited Liability Company Act.
- THIRD:** The Certificate of Formation and the Limited Liability Company Agreement of the Surviving Company as in effect immediately prior to the effective time of the merger shall be the Certificate of Formation and the Limited Liability Company Agreement of the Surviving Company after the merger is effected.
- FOURTH:** The effective date of the merger will be upon filing with the Department of State for the State of Delaware.
- FIFTH:** The Plan and Agreement of Merger is on file at 2600 Golden Gate Parkway, Naples, Florida 34105, the principal office of the Surviving Company.
- SIXTH:** A copy of the Agreement and Plan of Merger will be furnished by the Surviving Company on request, without cost, to any member of the Surviving Company or partner of the merging partnership.

[Signatures on following page]

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IN WITNESS WHEREOF, said constituent organizations have caused this certificate to be signed by all of the partners of Poinciana and an authorized representative of the Surviving Company, this 21 day of September, 2012.

**POINCIANA:**

Edith Collier Sproul Trust u/a 12/29/69, General Partner

By: Barron G. Collier III  
Barron G. Collier III, Trustee

By: Andrew Meulenber  
Andrew Meulenber, Trustee

By: Patrick George  
Patrick George, Trustee

Trust Under Will of Barron G. Collier, Jr.  
f/b/o Juliet C. Sproul, General Partner

By: Barron G. Collier III  
Barron G. Collier III, Trustee

By: Andrew Meulenber  
Andrew Meulenber, Trustee

By: Patrick George  
Patrick George, Trustee

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TALLAHASSEE, FL 32399

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**SURVIVING COMPANY:**

HALSTATT, LLC

By: Juliet A. Sproul  
Juliet A. Sproul, Director

By: Jennifer S. Sullivan  
Jennifer S. Sullivan, Director

By: Katherine G. Sproul  
Katherine G. Sproul, Director

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