

M98000000734

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

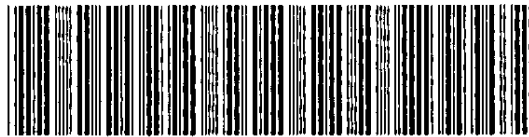
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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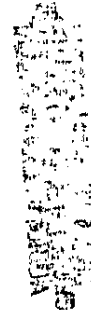


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10 JUL 30 PM 1:53



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

10 JUL 30 PM 3:15

B. KOHR

JUL 30 2010

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CONTACT: Kim Weidenbach

DATE: 07/29/10

REF. #: 000852.129536

CORP. NAME: SOUTHWINDS AT SANDESTIN, INC. merging into: INTRA WEST SANDESTIN COMPANY, L.L.C.

- | | | |
|------------------------------------------------------|-------------------------------------------------|--------------------------------------------------|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 535854 FOR \$ 70.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|------------------------------------------------|-------------------------------------------------------|--------------------------------------------------------|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
10 JUL 30 PM 3 15

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Southwinds at Sandestin, Inc.	Florida	Corporation
PG2000011817		

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Intrawest Sandestin Company, L.L.C.	Delaware	limited liability company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Suite 710 - 375 Water Street

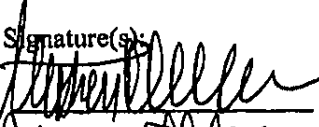
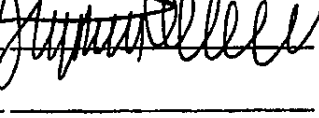
Vancouver, BC V6B 5C6

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Southwinds at Sandestin, Inc.		STEPHEN RICHARDS
Intrawest Sandestin Company, L.L.C.		STEPHEN RICHARDS
_____	_____	_____
_____	_____	_____

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General Partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Southwinds at Sandestin, Inc.	Florida	corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Intrawest Sandestin Company, L.L.C.	Delaware	limited liability company

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

See the Agreement and Plan of Merger which is attached hereto as Exhibit A

(Attach additional sheet if necessary)

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

See the Agreement and Plan of Merger which is attached hereto as Exhibit A

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See the Agreement and Plan of Merger which is attached hereto as Exhibit A

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Intrawest U.S. Holdings, Inc., 221 CORPORATE CIRCLE, SUITE A, GOLDEN, CO 80401

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

EXHIBIT A

**Agreement and Plan of Merger
[attached]**

COPY

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of the 30th day of June, 2010, by and between SOUTHWINDS AT SANDESTIN, INC., a Florida corporation, FISHERMAN'S VILLAGE ONE DEVELOPMENT COMPANY, L.L.C., a Delaware limited liability company, LAUREL GROVE THREE DEVELOPMENT COMPANY, LLC, a Delaware limited liability company, HUNTER ROAD COMMUNITY DEVELOPMENT, LLC, a Delaware limited liability company, GRAND BOULEVARD RESIDENTIAL DEVELOPMENT COMPANY, LLC, a Delaware limited liability company, GENOA DEVELOPMENT COMPANY, LLC, a Delaware limited liability company, INSPIRATION AT SANDESTIN DEVELOPMENT COMPANY, LLC, a Delaware limited liability company, HARBORSIDE AT BAYTOWNE WHARF DEVELOPMENT COMPANY, LLC, a Delaware limited liability company, SANDESTIN ENTERTAINMENT, LLC, a Delaware limited liability company, PARCEL 322 SANDESTIN DEVELOPMENT COMPANY, LLC, a Delaware limited liability company, and PARCEL 121C SANDESTIN DEVELOPMENT COMPANY, LLC, a Delaware limited liability company (each a "Disappearing Entity" and collectively, the "Disappearing Entities"), and INTRAWEEST SANDESTIN COMPANY, L.L.C., a Delaware limited liability company (the "Surviving Entity" and together with the Disappearing Entities collectively the "Entities"), with each Disappearing Entity merging with and into the Surviving Entity, such that the separate existence of each Disappearing Entity shall cease and the Surviving Entity shall continue as the surviving entity (the "Merger").

RECITALS:

WHEREAS, the Surviving Entity owns all of the issued and outstanding securities of each Disappearing Entity;

WHEREAS, the Board of Directors of the Surviving Entity deems it advisable and in the best interests of the Entities to merge each of the Disappearing Entities into the Surviving Entity; and

WHEREAS, it is the intention of the Entities that the Merger shall constitute a tax-free reorganization, as defined in Section 368 of the Internal Revenue Code of 1986, as amended, and that this Agreement and Plan of Merger shall also constitute a Plan of Reorganization.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Entities agree as follows:

ARTICLE I

MERGER

1.1 The Merger. Upon the terms and subject to the conditions hereof, and in accordance with the relevant provisions of the Delaware Limited Liability Company Act ("DE LLC Act") and the Florida Business Corporation Act ("FBCA"), each Disappearing Entity shall be merged with and into the Surviving Entity. Following the Merger, the Surviving Entity shall continue as the Surviving Entity and shall continue its existence under the laws of the State of Delaware, and the separate existence of each Disappearing Entity under the laws of their respective states or jurisdictions of formation shall cease.

1.2 Effective Date. Certificates of Merger with respect to the Merger shall be executed, delivered and filed with the Secretary of State of the State of Delaware in accordance with the provisions of the DE LLC Act. The Merger shall be effective as of June 30, 2010 (the "Effective Date"). Concurrently with the filing of the Certificates of Merger in Delaware, in the case of Southwinds at Sandestin, Inc., a Certificates Merger shall be executed, delivered and filed with the Secretary of State of Florida in accordance with the provisions of the 607.1109 of the Florida Business Corporation Act.

1.3 Effect of the Merger. As of the Effective Date and without any further action on the part of the Surviving Entity, the Surviving Entity shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public as well as of a private nature, of each of the Disappearing Entities, and be subject to all the restrictions, disabilities and duties of each of the Disappearing Entities so merged; and all of the rights, privileges, powers and franchises of each of the Disappearing Entities, and all property, real, personal and mixed, and all debts due to any of the Disappearing Entities on whatever account, shall be vested in the Surviving Entity; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter the property of the Surviving Entity as they were of the Disappearing Entities; and the title to any real estate, vested by deed or otherwise, under the laws of the State of Delaware or otherwise, in any of the Disappearing Entities, shall not revert or in any way be impaired by reason of the Merger; provided, that all debts, liabilities and duties of the Disappearing Entities, and all rights of creditors and all liens upon any property of any of the Disappearing Entities shall thenceforth attach to the Surviving Entity, and may be enforced against the Surviving Entity to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Entity.

1.4 Certificate of Incorporation and Bylaws of the Surviving Entity. From and after the Effective Date, the Certificate of Incorporation of the Surviving Entity (the "Certificate of Incorporation"), and the Bylaws of the Surviving Entity (the "Bylaws") in effect immediately prior to the Effective Date, shall be the Certificate of Incorporation and Bylaws, respectively, of the Surviving Entity, unless and until altered, amended or repealed as provided in the Certificate of Incorporation or such Bylaws.

1.5 Directors and Officers of Surviving Entity. The directors and officers of the Surviving Entity immediately prior to the Effective Date shall be the directors and officers, respectively, of the Surviving Entity and will hold such titles from the Effective Date until their respective successors are duly elected and qualified in the manner provided in the Certificate of Incorporation and the Bylaws of the Surviving Entity, or as otherwise provided by law.

ARTICLE II

CONVERSION AND EXCHANGE OF SECURITIES

2.1 Conversion of Securities. As of the Effective Date, each then issued and outstanding security of each Disappearing Entity shall, by virtue of the Merger and without any action on the part of the holders thereof, be cancelled and cease to exist and no consideration shall be issued in respect thereof.

ARTICLE III

CONDITIONS

The obligations of each party hereto to perform this Agreement and to consummate the transaction contemplated hereby shall be subject to the following:

3.1. Approval of Surviving Entity. The approval and adoption of the Merger by the Surviving Entity.

ARTICLE IV

MISCELLANEOUS

4.1 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware without regard to the conflicts of law rules thereof.

4.2 Headings. The headings in this Agreement are inserted for convenience only and shall not constitute a part hereof.

4.3 Severability. If any provision of this Agreement is held by a court of competent jurisdiction to be contrary to law, then the remaining provisions of this Agreement, as applicable, if capable of substantial performance, shall remain in full force and effect.

4.4 Third Party Beneficiaries. This Agreement is not intended to confer upon any other person or entity, other than the parties hereto, any rights or remedies.

4.5 Authorization. The proper officers of the Entities are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to effectuate or consummate any of the provisions of this Agreement or of the Merger herein provided for.

4.6 Modification or Amendment. Subject to the applicable provisions of the DE LLC Act and the FBCA, at any time prior to the approval of this Agreement by the Surviving Entity, the parties hereto may modify or amend this Agreement by mutual written agreement executed and delivered by duly authorized officers or representatives of the respective parties.

4.7 Termination. This Agreement may be terminated and abandoned by the mutual consent of the Entities at any time before the Effective Date, whether before or after approval of this Agreement by the Surviving Entity.

[Signatures on Following Page]

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement and Plan of Merger to be executed on its behalf and attested by its managers and/or officers thereunto duly authorized, all as of the date first above written.

"SURVIVING ENTITY":

INTRAWEST SANDESTIN COMPANY, L.L.C.,
a Delaware limited liability company

By: **INTRAWEST U.S. HOLDINGS, INC.**
a Delaware corporation
Its Sole Member and Sole Manager

By: 

Name: _____

Title: _____

STEPHEN RICHARDS
CORPORATE SECRETARY

"DISAPPEARING ENTITIES":

SOUTHWINDS AT SANDESTIN, INC.,
a Florida corporation

By: 

Name: _____

Title: _____

STEPHEN RICHARDS
SECRETARY

FISHERMAN'S VILLAGE ONE DEVELOPMENT COMPANY,
L.L.C., a Delaware limited liability company

By: **INTRAWEST SANDESTIN COMPANY, L.L.C.**
a Delaware limited liability company
Its Sole Member

By: **INTRAWEST U.S. HOLDINGS, INC.**
A Delaware corporation
Its Managing Member

By: 

Name: _____

Title: _____

STEPHEN RICHARDS
CORPORATE SECRETARY

LAUREL GROVE THREE DEVELOPMENT COMPANY, LLC, a
Delaware limited liability company

By: INTRAWEST SANDESTIN COMPANY, L.L.C.
a Delaware limited liability company
Its Sole Member

By: INTRAWEST U.S. HOLDINGS, INC.
A Delaware corporation
Its Managing Member

By: 
Name: STEPHEN RICHARDS
Title: CORPORATE SECRETARY

HUNTER ROAD COMMUNITY DEVELOPMENT, LLC, a
Delaware limited liability company

By: INTRAWEST SANDESTIN COMPANY, L.L.C.
a Delaware limited liability company
Its Sole Member

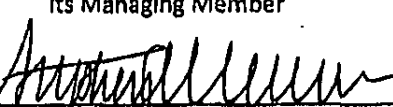
By: INTRAWEST U.S. HOLDINGS, INC.
A Delaware corporation
Its Managing Member

By: 
Name: STEPHEN RICHARDS
Title: CORPORATE SECRETARY

GRAND BOULEVARD RESIDENTIAL DEVELOPMENT
COMPANY, LLC, a Delaware limited liability company

By: INTRAWEST SANDESTIN COMPANY, L.L.C.
a Delaware limited liability company
Its Sole Member

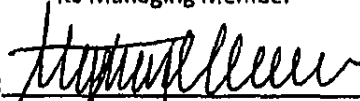
By: INTRAWEST U.S. HOLDINGS, INC.
A Delaware corporation
Its Managing Member

By: 
Name: STEPHEN RICHARDS
Title: CORPORATE SECRETARY

GENOA DEVELOPMENT COMPANY, LLC, a Delaware limited liability company

By: INTRAWEST SANDESTIN COMPANY, L.L.C.
a Delaware limited liability company
Its Sole Member

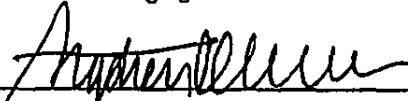
By: INTRAWEST U.S. HOLDINGS, INC.
A Delaware corporation
Its Managing Member

By: 
Name: STEPHEN RICHARDS
Title: CORPORATE SECRETARY

INSPIRATION AT SANDESTIN DEVELOPMENT COMPANY, LLC,
a Delaware limited liability company

By: INTRAWEST SANDESTIN COMPANY, L.L.C.
a Delaware limited liability company
Its Sole Member

By: INTRAWEST U.S. HOLDINGS, INC.
A Delaware corporation
Its Managing Member

By: 
Name: STEPHEN RICHARDS
Title: CORPORATE SECRETARY

HARBORSIDE AT BAYTOWNE WHARF DEVELOPMENT
COMPANY, LLC, a Delaware limited liability company

By: INTRAWEST SANDESTIN COMPANY, L.L.C.
a Delaware limited liability company
Its Sole Member

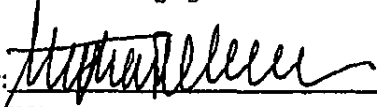
By: INTRAWEST U.S. HOLDINGS, INC.
A Delaware corporation
Its Managing Member

By: 
Name: STEPHEN RICHARDS
Title: CORPORATE SECRETARY

SANDESTIN ENTERTAINMENT, LLC,
a Delaware limited liability company

By: **INTRAWEST SANDESTIN COMPANY, L.L.C.**
a Delaware limited liability company
Its Sole Member

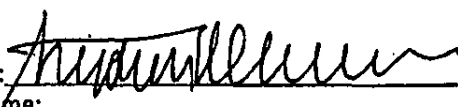
By: **INTRAWEST U.S. HOLDINGS, INC.**
A Delaware corporation
Its Managing Member

By: 
Name: _____
Title: **STEPHEN RICHARDS**
CORPORATE SECRETARY

PARCEL 322 SANDESTIN DEVELOPMENT COMPANY, LLC, a
Delaware limited liability company

By: **INTRAWEST SANDESTIN COMPANY, L.L.C.**
a Delaware limited liability company
Its Sole Member


By: **INTRAWEST U.S. HOLDINGS, INC.**
A Delaware corporation
Its Managing Member

By: 
Name: _____
Title: **STEPHEN RICHARDS**
CORPORATE SECRETARY

PARCEL 121C SANDESTIN DEVELOPMENT COMPANY, LLC, a
Delaware limited liability company

By: **INTRAWEST SANDESTIN COMPANY, L.L.C.**
a Delaware limited liability company
Its Sole Member

By: **INTRAWEST U.S. HOLDINGS, INC.**
A Delaware corporation
Its Managing Member

By: 
Name: _____
Title: **STEPHEN RICHARDS**
CORPORATE SECRETARY