

Division of Corporations

Page 1 of 2

**No 00000002843**

**Florida Department of State**

Division of Corporations

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Fax Number : (850) 922-4000

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**MERGER OR SHARE EXCHANGE**

**WESTVIEW COUNTRY CLUB MERGER SUB, INC.**

Certificate of Status	1
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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

WESTVIEW LAND CORPORATION, a Florida entity, 221705

INTO

**WESTVIEW COUNTRY CLUB MERGER SUB, INC.,** a Florida entity,  
N00000002843

File date: May 5, 2000

Corporate Specialist: Shawn Logan

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**ARTICLES OF MERGER  
OF  
WESTVIEW LAND CORPORATION  
INTO  
WESTVIEW COUNTRY CLUB MERGER SUB, INC.**

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 party are as follows:

1. Westview Land Corporation, a Florida corporation  
2601 N.W. 119<sup>th</sup> Street, Miami, Florida 33167  
Florida Document/Registration Number: 221705  
FEIN: 59-6069031
2. Westview Country Club Merger Sub, Inc., a Florida Not For Profit corporation  
2601 N.W. 119<sup>th</sup> Street, Miami, Florida 33167  
Florida Document/Registration Number: N00000002843  
FEIN: applied for

**SECOND:** Westview Country Club Merger Sub, Inc., a Florida Not For Profit corporation located at 2601 N.W. 119<sup>th</sup> Street, Miami, Florida 33167 shall be the surviving corporation.

**THIRD:** The attached Plan of Merger meets the requirements of Section 607.1108, Florida Statutes, and was approved by each domestic corporation and domestic not for profit corporation that is a party to the merger in accordance with Chapters 607 and 617, Florida Statutes.

**FOURTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of incorporation or bylaws of either party to the merger.

**FIFTH:** The merger shall become effective upon filing these Articles of Merger with the Florida Department of State.

**SIXTH:** The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of  
Merger as of the 4th day of MAY, 2000.

WESTVIEW LAND CORPORATION

By:  
Name:  
Title:

*[Signature]*  
J. J. JONES  
PRESIDENT

WESTVIEW COUNTRY CLUB  
MERGER SUB, INC.

By:  
Name:

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IN WITNESS WHEREOF, the undersigned have executed these Articles of  
Merger as of the 4th day of May, 2000.

WESTVIEW LAND CORPORATION

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

WESTVIEW COUNTRY CLUB  
MERGER SUB, INC.

By: James D. Tate  
Name: JAMES D. TATE  
Title: President

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## PLAN OF MERGER

The following is the Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1107 and 617.1103, Florida Statutes.

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

1. Westview Land Corporation, a Florida corporation (the "Termination Corporation")
2. Westview Country Club Merger Sub, Inc., a Florida not for profit corporation (the "Surviving Corporation")

**SECOND:** Westview Country Club Merger Sub, Inc. , a Florida not for profit corporation shall be the surviving corporation.

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

1. The Articles of Incorporation of the Surviving Corporation, when the merger becomes effective, shall be the Articles of Incorporation of the Surviving Corporation.
2. The Bylaws of the Surviving Corporation will be the Bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Not For Profit Corporation Act.
3. The directors and officers in office of the Surviving Corporation when the merger becomes effective shall be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

**FOURTH:** The manner and basis of converting the securities of each merged party into securities of the Surviving Corporation, in whole or in part, into cash or other property are as follows:

When the merger becomes effective all shares of capital stock of the Terminating Corporation (the "Terminating Shares") shall be deemed to be no longer outstanding, shall automatically be cancelled and retired, shall cease to exist, and the Terminating Shares shall cease to have any rights, except the right to receive \$3,500 per share (the "Merger Consideration"). All the membership interests of the Surviving Corporation shall remain unaffected by the Merger.

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The Merger Consideration shall be paid within 30 days of the effective time of the merger. However, in order to receive the Merger Consideration, each holder of Terminating Shares must deliver to the Surviving Corporation the certificate evidencing the Terminating Shares or provide the Surviving Corporation with written assurance regarding the loss of such certificate as the Surviving Corporation may reasonably request.

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