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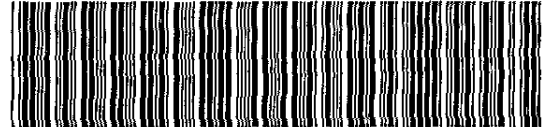
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Special Instructions to Filing Officer:

Susan Payne and Louise Jackson reviewed merger.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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11:30

Merger

# PAVESE LAW FIRM

**CHRISTOPHER J. SHIELDS**  
BOARD CERTIFIED REAL ESTATE LAWYER  
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April 13, 2005

Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: Merger and Consolidation of  
Langshire of Legends Association, Inc.  
Langshire of Legends Commons Association, Inc.  
Into Langshire of Legends Association, Inc.**

Dear Sir/Madam:

I am enclosing herewith the original and one copy of the Articles of Merger for the above-referenced matter to be filed with the Secretary of State. It is my understanding that the fee for same is \$35.00 per Association merging with an additional \$11.75 for a certified copy, for a total of \$81.75. Please cause these Articles of Merger to be filed and return the certified copy to this office.

Thank you in advance for your prompt and courteous attention to the above. Please feel free to contact me if you have any questions.

Very truly yours,



Christopher J. Shields

Enclosures

cc: John B. Debitetto, Division President

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**ARTICLES OF MERGER  
OF  
LANGSHIRE OF LEGENDS ASSOCIATION, INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION  
AND  
LANGSHIRE OF LEGENDS COMMONS ASSOCIATION, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION  
INTO  
LANGSHIRE OF LEGENDS ASSOCIATION, INC.**

**FILED**  
05 APR 18 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Pursuant to Section 617.1105 of the Florida Statutes, the undersigned corporations, Langshire of Legends Association, Inc., a Florida not for profit corporation, and Langshire of Legends Commons Association, Inc., a Florida not for profit corporation, adopt the following Articles of Merger for the purpose of merging Langshire of Legends Association, Inc. and Langshire of Legends Commons Association, Inc., both Florida not for profit corporations, into Langshire of Legends Association, Inc.

**PLAN OF MERGER**

1. The Agreement and Plan of Merger ("Plan") setting forth the terms and conditions of the merger of Langshire of Legends Association, Inc. is attached to these Articles as **Exhibit "A"**.

**ADOPTION OF PLAN**

2. The Langshire of Legends Association, Inc. had 98 members entitled to vote on the Plan. The Plan was adopted by written consent of the members. The Statement of Consent executed by the members of Langshire of Legends Association, Inc., is attached to these Articles as **Exhibit "B"**.

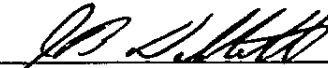
3. Langshire of Legends Commons Association, Inc. had 1 member entitled to vote on the Plan. The Plan was adopted by written consent of the member. The Statement of Consent executed by the member of Langshire of Legends Commons Association, Inc. is attached to these Articles as **Exhibit "C"**.

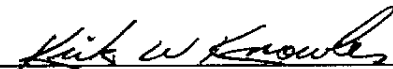
**EFFECTIVE DATE**

4. The Plan of Merger shall be effective on the date these Articles are filed with the Department of State.


IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed this 11 day of APRIL, 2005.


**LANGSHIRE OF LEGENDS ASSOCIATION,  
INC., a Florida not for profit corporation**

By:   
Printed Name: John Debitetto  
Title: President

By:   
Printed Name: Kirk Knowles  
Title: Secretary

**LANGSHIRE OF LEGENDS COMMONS  
ASSOCIATION, INC., a Florida not for profit  
corporation**

By:   
Printed Name: John Debitetto  
Title: President

By:   
Printed Name: Kirk Knowles  
Title: Secretary

**EXHIBIT "A"**

**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger is dated as of the 9<sup>th</sup> day of MARCH, 2005 by and among **LANGSHIRE OF LEGENDS COMMONS ASSOCIATION, INC.**, a Florida Not for Profit Corporation, (herein referred to as the non-surviving corporation), and **LANGSHIRE OF LEGENDS ASSOCIATION, INC.** a Florida Not for Profit Corporation (herein referred to as the surviving corporation) said corporation being herein sometimes referred to as the "Constituent Corporation".

The non-surviving corporation is duly organized and existing under the laws of the State of Florida, having been incorporated thereunder on February 19, 2002. The surviving corporation is a corporation organized and existing under the laws of the State of Florida, having been incorporated thereunder on February 19, 2002. All corporations were organized under their present names and such names have never been changed.

Neither corporation is authorized to issue shares. The non-surviving corporation currently has 1 member. The surviving corporation currently has 98 members.

The principal office of the non-surviving corporation is Tropical Isles Management, c/o Don Roedding, 12734 Kenwood Lane, Suite 49, Fort Myers, Florida 33907. The registered office of the surviving corporation is located at Tropical Isles Management, c/o Don Roedding, 12734 Kenwood Lane, Suite 49, Fort Myers, Florida 33907 and Don Roedding is currently the registered agent thereof upon whom process against the Florida Corporation may be served.

The Board of Directors of the non-surviving corporation and the Board of Directors of the surviving corporation deem it to be to the benefit and advantage of each of said corporations and their respective members that said corporations merge under and pursuant to the provisions of Section 617.1105 of the Florida Statutes, and the Board of Directors of each of the constituent corporations, by resolution duly adopted, have approved this Agreement and Plan of Merger (sometimes herein called the "Agreement"), and the Directors of each has duly authorized the execution of the same, and each of said Board of Directors has directed that the Agreement be submitted to a vote of the respective members of the non-surviving and surviving corporations entitled to vote thereon (namely all of the members of each) for the purpose, among others, of considering approval of the Agreement.

In consideration of the foregoing and the mutual agreements hereinafter set forth, the parties hereto agree that in accordance with Section 617.1105 of the Florida Statutes, the non-surviving corporation shall be merged with and into the surviving corporation and that the terms and conditions of such merger and the mode of carrying it into effect are, and shall be, as herein set forth.

## **ARTICLE I**

Except as herein specifically set forth, the corporate existence of the surviving corporation, with all its purposes, powers and objects shall continue in effect and unimpaired by the merger, and the corporate identity and existence, with all the purposes, powers and objects of the non-surviving corporation shall be merged into the surviving corporation and the surviving corporation, as the corporation surviving the merger, shall be fully vested therewith. The separate existence and corporate organization of the non-surviving corporation shall cease as soon as the merger shall become effective as herein provided and thereupon the non-surviving corporation and the surviving corporation shall be a single corporation, to wit, the surviving corporation. This Agreement shall continue in effect and the merger shall become effective only if the Agreement is adopted by the members of the constituent corporations as provided in Article IX hereof. Upon such adoption, that fact shall be certified upon the Agreement of the Secretary or Assistant Secretary of each of the constituent corporations, under the seals thereof. Thereupon, complying with the requirements of Section 617.1103 of the Florida Statutes, the Agreement shall be filed in the office of the Secretary of State of Florida and a copy of this Agreement, certified by the Secretary of State of Florida, shall be recorded in the office of the Clerk of Courts of Lee County in the State of Florida.

Effective on the date of the first Annual Meeting following the merger of the individual Langshire of Legends Association, Inc. and Langshire of Legends Commons Association, Inc. into Langshire of Legends Association, Inc., there shall be three (3) directors as set forth in the Bylaws of the surviving corporation.

The merger shall become effective when the necessary filing shall have been accomplished in Florida. The date when the merger becomes effective is sometimes herein referred to as the "effective date of the merger".

## **ARTICLE II**

Upon the effective date of the merger, the Articles of Incorporation of Langshire of Legends Association, Inc. as hereinafter amended shall be the Articles of Incorporation of the surviving corporation. Said Articles of Incorporation are made a part of this Agreement and Plan of Merger with the same force and effect as if set forth in full.

## **ARTICLE III**

Upon the effective date of the merger, the By-Laws of Langshire of Legends Association, Inc. shall be the By-Laws of the surviving corporation until the same shall be thereafter altered, amended or repealed in accordance with the law, the Articles of Incorporation and said By-Laws.

## **ARTICLE IV**

Upon the effective date of the merger, the surviving corporation shall continue in existence and without further transfer succeed to and possess all the rights, privileges and purposes of each of the constituent corporations and all of the property, real and personal, including causes of action, and every other asset of each of the constituent corporations shall vest in the surviving corporation without further act or deed, and the surviving corporation shall be liable for all the liabilities, obligations, and penalties of each of the constituent corporations. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any member, officer, director or employee thereof, shall be released or impaired by such merger. No action or proceeding, whether civil or criminal, then pending by or against either constituent corporation, or any member, officer, director or employee thereof shall abate or be discontinued by such merger but may be enforced, prosecuted, defended, settled or compromised as if such merger had not occurred, or the surviving corporation may be substituted in any action or proceeding in place of either constituent corporation. Notwithstanding the foregoing, should any claim brought after the merger relate back to or have arisen prior to the merger, the claim or any expense incurred in defending such claim shall be assessed only against the properties or units which were under the pre-merger Association which incurred the loss, claim or liability.

If at any time the surviving corporation shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to best perfect or confirm of record in the surviving corporation the title of any property or rights of the constituent corporation or otherwise to carry out the provisions thereof, the proper officers and directors of the constituent corporation, as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments and assurances in law and do all things necessary or proper to best perfect or confirm title to such property or rights in the surviving corporation and otherwise to carry out the provisions thereof.

#### **ARTICLE V**

Upon the effective date of the merger, each membership of the non-surviving corporation shall be and become converted into a membership in the surviving corporation. Each member of the non-surviving corporation shall be entitled to precisely the same rights he would enjoy if he held membership in the surviving corporation.

#### **ARTICLE VI**

In order to perfect the merger, the Articles of Incorporation of the surviving corporation are hereby amended by striking all of Article I and substituting the following: "Article I: The name of the corporation is Langshire of Legends Association, Inc."

#### **ARTICLE VII**

The officers of the surviving corporation at the effective date of the merger shall serve as the officers of the corporation, until their successors shall have been elected and shall qualify, or as otherwise provided in the By-Laws of the surviving corporation. The directors of both the

surviving corporation and the non-surviving corporation shall serve as directors of the corporation, until their successors shall have been elected and shall qualify, or as otherwise provided in the By-Laws of the surviving corporation. If, on or after the effective date of the merger, a vacancy shall exist in the Board of Directors of the surviving corporation, or in any of the offices specified above, such vacancy may be filled in the manner provided in the By-Laws of the surviving corporation.

#### **ARTICLE VIII**

All corporate acts, plans, policies, approvals, and authorizations of the non-surviving corporation, its members, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents which were valid and effective immediately prior to the effective date of the merger, shall be taken for all purposes as the acts, plans, policies, approvals, and authorizations of the surviving corporation and shall be effective and binding thereon as they were on the non-surviving corporation. Such merger shall not in itself effect any other change in such plans or rights. The employees of the non-surviving corporation shall become the employees of the surviving corporation and continue to be entitled to the same rights and benefits they enjoyed as employees of the non-surviving corporation.

#### **ARTICLE IX**

This Agreement of Merger shall be submitted to the members of each of the constituent corporations as provided by the applicable laws of the State of Florida. There shall be required for the adoption of this Agreement by (i) the non-surviving corporation - the affirmative vote of the holders of at least a majority of the membership of the corporation and by (ii) the surviving corporation - the affirmative vote of the holders of at least a majority of the membership of the corporation. In addition, consummation of the merger shall be subject to obtaining any consents or approvals determined by the respective Boards of Directors of the constituent corporations to be necessary to effect such merger.

#### **ARTICLE X**

The surviving corporation hereby agrees that it may be served with process in any proceedings for enforcement of any obligation of the non-surviving corporation as well as for the enforcement of any obligation resulting from the merger.

#### **ARTICLE XI**

This Agreement and the merger may be terminated and abandoned by resolution of the Board of Directors of the non-surviving corporation and the surviving corporation prior to the merger becoming effective. In the event of the termination and the abandonment of this Agreement and the merger pursuant to the foregoing provisions of this Article XI, this Agreement shall become void and of no further effect without any liability on the part of either of the constituent corporations or its stockholders or the directors or officers in respect thereof.

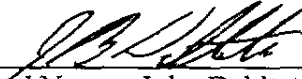


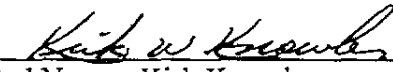
## **ARTICLE XII**

This Agreement and Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original and such counterparts shall together constitute but one and the same instrument.

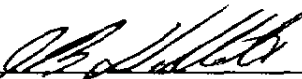
**IN WITNESS WHEREOF**, each party of this Agreement and Plan of Merger pursuant to authority duly given by its respective Board of Directors has caused these presents to be executed on its behalf by its President and its Corporate Seal to be hereunto affixed and attested to by its Secretary as of the day and year first hereinabove written.

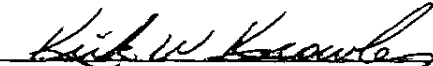
### **LANGSHIRE OF LEGENDS ASSOCIATION, INC., a Florida Not For Profit Corporation**

By:   
Printed Name: John Debitetto  
Title: President

By:   
Printed Name: Kirk Knowles  
Title: Secretary

### **LANGSHIRE OF LEGENDS COMMONS ASSOCIATION, INC., a Florida Not For Profit Corporation**

By:   
Printed Name: John Debitetto  
Title: President

By:   
Printed Name: Kirk Knowles  
Title: Secretary

**EXHIBIT "B"**

**RESOLUTION OF THE MEMBERS OF  
LANGSHIRE OF LEGENDS ASSOCIATION, INC.  
ADOPTING PLAN OF MERGER**

**WHEREAS**, the Board of Directors of this Association has approved a Plan of Merger at a meeting of Directors duly held at LEGENDS GOLF AND COUNTRY CLUB on the 9TH day of MARCH, 2005 and ordered such plan to be submitted to the members for approval at this meeting as provided by law; it is

**RESOLVED**, that the members of this Association hereby ratify and adopt the Plan of Merger dated the 9TH day of MARCH, 2005 between the Association and Langshire of Legends Commons Association, Inc., a Florida Not for Profit Corporation, and direct the Secretary of the Association to insert a copy of such plan in the minute book of the Association immediately following the minutes of this meeting; and

**FURTHER RESOLVED**, that the officers of this Association are hereby authorized and directed to execute all documents and take such further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this Resolution.

DATED this 9TH day of MARCH, 2005.

Member(s):

Kirk W. Knowles  
Secretary

**RESOLUTION OF THE DIRECTORS OF  
LANGSHIRE OF LEGENDS ASSOCIATION, INC.**

**WHEREAS**, there has been presented to and discussed at this meeting of the Board of Directors of Langshire of Legends Association, Inc. a proposed plan providing for the merger of Langshire of Legends Commons Association, Inc., a Florida Not for Profit Corporation into the Association, a copy of which plan the Secretary is hereby directed to insert in the minute book of the Association immediately following the minutes of this meeting; and

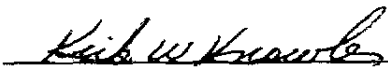
**WHEREAS**, it is deemed in the best business interest of the Association and its members that this Association merge according to the terms of such plan; it is

**RESOLVED**, that the merger of Langshire of Legends Commons Association, Inc., a Florida Not for Profit Corporation, into this Association and the terms and conditions of the proposed plan for carrying such merger into effect are hereby adopted and approved;

**FURTHER RESOLVED**, that the appropriate officers of this Association are hereby authorized and directed to execute all documents and to take all actions they may deem necessary or advisable to carry out and accomplish the purposes of this Resolution.

**FURTHER RESOLVED**, that the officers of this Association are hereby authorized and directed to take such steps as they may deem necessary and proper to obtain the approval of the plan by the members of this corporation.

DATED this 7th day of MARCH, 2005.

  
Secretary

**EXHIBIT "C"**

**RESOLUTION OF THE MEMBERS OF  
LANGSHIRE OF LEGENDS COMMONS ASSOCIATION, INC.  
ADOPTING PLAN OF MERGER**

**WHEREAS**, the Board of Directors of this Association has approved a Plan of Merger at a meeting of Directors duly held at LEGENDS GOLF AND COUNTRY CLUBS on the 9TH day of MARCH, 2005 and ordered such plan to be submitted to the members for approval at this meeting as provided by law; it is

**RESOLVED**, that the members of this Association hereby ratify and adopt the Plan of Merger dated the 9TH day of MARCH, 2005 between the Association and Langshire of Legends Association, Inc., a Florida Not for Profit Corporation, and direct the Secretary of the Association to insert a copy of such plan in the minute book of the Association immediately following the minutes of this meeting; and

**FURTHER RESOLVED**, that the officers of this Association are hereby authorized and directed to execute all documents and take such further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this Resolution.

DATED this 9TH day of MARCH, 2005.

Member(s):

Kirk W. Knowles  
Secretary

**RESOLUTION OF THE DIRECTORS OF  
LANGSHIRE OF LEGENDS COMMONS ASSOCIATION, INC.**

**WHEREAS**, there has been presented to and discussed at this meeting of the Board of Directors of Langshire of Legends Commons Association, Inc., a proposed plan providing for the merger of the Association into Langshire of Legends Association, Inc., a Florida Not for Profit Corporation, a copy of which plan the Secretary is hereby directed to insert in the minute book of the Association immediately following the minutes of this meeting; and

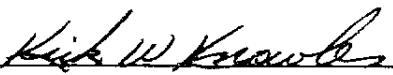
**WHEREAS**, it is deemed in the best business interest of the Association and its members that this Association merge according to the terms of such plan; it is

**RESOLVED**, that the merger of this Association into Langshire of Legends Association, Inc., a Florida Not for Profit Corporation, and the terms and conditions of the proposed plan for carrying such merger into effect are hereby adopted and approved;

**FURTHER RESOLVED**, that the appropriate officers of this Association are hereby authorized and directed to execute all documents and to take all actions they may deem necessary or advisable to carry out and accomplish the purposes of this Resolution.

**FURTHER RESOLVED**, that the officers of this Association are hereby authorized and directed to take such steps as they may deem necessary and proper to obtain the approval of the plan by the members of this Association.

DATED this 27th day of MARCH, 2005.

  
\_\_\_\_\_  
Secretary