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9/18/97 FLORIDA DIVISION OF CORPORATIONS 1:43 PM
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((H97000015524 6)))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036
CONTACT: KYLE L WHITE
PHONE: (407)843-4600 FAX #: (407)843-4444

NAME: LAKE NONA CLUB, INC., A DELAWARE CORPORATION
AUDIT NUMBER.....H97000015524
DOC TYPE.....MERGER OR SHARE EXCHANGE
CERT. OF STATUS..0 PAGES..... 2
CERT. COPIES.....1 DEL.METHOD.. FAX
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

CLIENT: 069062	MATTER: 48073
LAKE NONA GOLF & COUNTRY CLUB, INC.	ATTY: 181

SPECIAL INSTRUCTIONS:

**PLEASE NOTE THAT THE EFFECTIVE DATE OF THIS MERGER IS
SEPTEMBER 17, 1997 @ 11:30 p.m.**

RECEIVED
97 SEP 18 PM 3:14
DIVISION OF CORPORATIONS

Plan + Articles
one in the
same.

See 9/19 Merger

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97 SEP 17 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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97 SEP 17 PM 2:51

CERTIFICATE OF MERGERMERGING

LAKE NONA CLUB, INC., A FLORIDA NOT-FOR-PROFIT CORPORATION
INTO
LAKE NONA CLUB, INC., A DELAWARE NON-STOCK CORPORATION

Pursuant to Section 617.1105 of the Florida Not For Profit Corporation Act ("Act") and Section 256 of the General Corporation Law of the State of Delaware ("General Corporation Law"), the undersigned have duly executed this Certificate of Merger and state as follows:

1. Lake Nona Club, Inc., a Florida not-for-profit corporation ("Club-Florida"), shall be merged with and into Lake Nona Club, Inc., a Delaware non-stock corporation ("Club-Delaware"), in accordance with that certain Agreement and Plan of Merger between Club-Florida and Club-Delaware dated as of the 17th day of September, 1997 (the "Plan of Merger"), a copy of which is on file at the principal place of business of Club-Delaware, 9801 Lake Nona Road, Orlando, Florida 32827. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to the sole equity (voting) member of Club-Florida.
2. Upon the Merger, the surviving corporation shall be Club-Delaware, and the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.
3. The Plan of Merger is that the sole equity (voting) member of Club-Florida will surrender its memberships which will be canceled, for which no payment is necessary.
4. The Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 256 of the General Corporation Law as set forth in paragraphs 5 and 6 below.
5. The Boards of Directors of Club-Florida and Club-Delaware approved and adopted the Plan of Merger by Written Consents to Action dated as of the 17th day of September, 1997.
6. The sole owner of the equity (voting) memberships of Club-Florida approved the Plan of Merger by Written Consent to Action, executed in accordance with Section 617.0701 of the Act, and dated as of the 17th day of September, 1997. The sole member of Club-Delaware approved the Plan of Merger by Written Consent to Action, executed in accordance with Section 228 of the General Corporation Law, and dated as of the 17th day of September, 1997.

7. The merger shall be effective on September 17, 1997 at 11:30 pm.

This document was prepared by:

BARRY L. GOFF, ESQUIRE

Florida Bar Number: 658261
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
'403' 843 4600

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IN WITNESS WHEREOF, Club-Florida and Club-Delaware have each caused this Certificate of Merger to be signed by its Vice President as of the 17th day of September, 1997.


LAKE NONA CLUB, INC.,
a Florida not-for-profit corporation

By:


Jefferson R. Voss, Vice President

LAKE NONA CLUB, INC.,
a Delaware non-stock corporation

By:


Jefferson R. Voss, Vice President

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