

12/28/2018
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Division of Corporations

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MERGER OR SHARE EXCHANGE

Bradenton CC, Inc.

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ARTICLES OF MERGER

(Not for Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Bradenton CC, Inc.	Florida	N18000012999 ✓

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Bradenton Country Club, Inc.	Florida	143556

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 1 / 1 / 19 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

(Attach additional sheets if necessary)

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Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
_____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and
executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on October 23, 2018. The number of directors in
office was ¹ _____. The vote for the plan was as follows: ¹ _____ FOR ⁰ _____
AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on
October 23, 2018. The number of votes cast for the merger was sufficient for approval and the vote
for the plan was as follows: 894 FOR 4.9 AGAINST

SECTION II

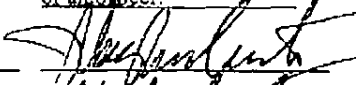
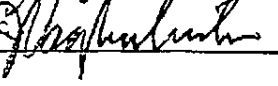
(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and
executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in
office was _____. The vote for the plan was as follows: _____ FOR _____
AGAINST

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer.</u>	<u>Typed or Printed Name of Individual & Title</u>
Bradenton CC, Inc.		Vaughan Curtis, President
Bradenton Country Club, Inc.		Vaughan Curtis, President
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger (this "Agreement") dated as of October 23, 2018, is made and entered into by and between **BRADENTON CC, INC.**, a Florida not-for-profit corporation (the "Surviving Corporation") and **BRADENTON COUNTRY CLUB, INC.**, a Florida corporation (the "Merging Corporation" and collectively with the Surviving Corporation, the "Constituent Corporations").

RECITALS:

A. **BRADENTON CC, INC.**, is a not-for-profit corporation organized and existing under the laws of the State of Florida, with its principal office at 4646 9th Ave W, Bradenton, FL 34209.

B. **BRADENTON COUNTRY CLUB, INC.**, is a corporation organized and existing under the laws of the State of Florida, with its principal office at 4646 9th Ave W, Bradenton, FL 34209.

C. The Board of Directors of the Surviving Corporation and the Board of Directors of the Merging Corporation each deem it desirable and in the best business interests of their respective corporations and their shareholders that **BRADENTON COUNTRY CLUB, INC.**, be merged with and into **BRADENTON CC, INC.**, pursuant to the provisions of Sections 607.1108, et seq., of the Florida Statutes on the terms and conditions set forth in this Agreement.

IN CONSIDERATION OF the mutual covenants herein contained, and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

1. **MERGER.** **BRADENTON COUNTRY CLUB, INC.**, shall merge with and into **BRADENTON CC, INC.**, which shall be the surviving corporation (the "Merger").

2. **TERMS AND CONDITIONS.** On the effective date of the Merger, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the Merger.

3. **CANCELLATION AND ISSUANCE OF MEMBERSHIP.** The manner and basis of cancelling the shares of the Merging Corporation and issuing memberships of Surviving Corporation is as follows:

- (i) Each active Member of the Merging Corporation owning shares of Merging Corporation shall receive a membership interest with rights and privileges substantially similar to their current membership category in the Merging Corporation as more fully described in the Bylaws of the Surviving Corporation as may be adopted and amended from time to time by the Board of Directors of the Surviving Corporation. Any shareholder of Merging Corporation owning shares of Merging Corporation who is not an active member of the Merging Corporation, shall

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receive an amount equal their number of common shares multiplied by the common share par value of one cent (\$.01) per share. Such shareholders shall have any appraisal rights such shareholder is entitled to under Section 607.1302, et seq., of the Florida Statutes.

- (ii) In exchange for the payment set forth in subsection (i) above, upon the effective date of the Merger, by virtue of this Agreement, and without any action on the part of the holder thereof, each share of common stock of BRADENTON COUNTRY CLUB, INC., outstanding immediately prior thereto shall be canceled, retired and cease to be outstanding.

4. CHANGE OF NAME. The Articles of Incorporation of the Surviving Corporation shall be amended to change the name of the Surviving Corporation to "Bradenton Country Club, Inc., a Florida not for profit corporation" following the effective date of the Merger.

5. CHANGES IN BYLAWS. The bylaws of the Surviving Corporation shall continue to be its bylaws following the effective date of the Merger.

6. PROHIBITED TRANSACTIONS. Neither of the Constituent Corporations shall, prior to the effective date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except that the Surviving Corporation and Merging Corporation may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

7. APPROVAL. The Plan of Merger shall be submitted for a vote of approval of the Board of Directors of the Constituent Corporations and the shareholders of the Merging Corporation as provided under Sections 607.1302; 607.1103; and 607.1112(6), et seq., of the Florida Statutes on or before October 23, 2018, or at such other time as to which the Board of Directors of the Constituent Corporations may agree.

8. EFFECTIVE DATE OF MERGER. The effective date of this merger shall be on the date the Articles of Merger, in the form attached hereto as Exhibit "A" are filed with the Florida Secretary of State.

9. ABANDONMENT OF MERGER. This Plan of Merger may be abandoned by action of the management of either the Surviving Corporation or the Merging Corporation without shareholder approval at any time prior to the effective date on the happening of either of the following events:

- (i) If the Merger is not approved by the shareholders of the Merging Corporation on or before December 31, 2018.
- (ii) If, in the judgment of the management of either the Surviving Corporation or the Merging Corporation, the Merger would be impracticable because of the number of dissenting shareholders asserting dissenter's rights under the laws of the State of Florida.

8. EXECUTION OF AGREEMENT. This Agreement may be executed in several counterparts, each of which shall be construed as an original, and all so executed will together

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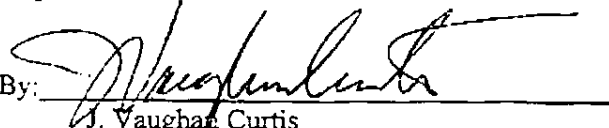
constitute one Agreement, binding on all the parties hereto, notwithstanding that all the parties may not be signatories to the same counterpart.

[Signature Page to Follow]


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Executed on behalf of the parties by their respective officers and sealed with their corporate and company seals pursuant to the authorization of their respective Board of Directors on the date first above written.

BRADENTON CC, INC., a Florida not-for-profit corporation

By: 
J. Vaughan Curtis
Its: President

BRADENTON COUNTRY CLUB, INC., a Florida corporation

By: 
J. Vaughan Curtis
Its: President