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GOODLETTE, COLEMAN & JOHNSON, P.A.

ATTORNEYS AT LAW

KEVIN G. COLEMAN  
J. DUDLEY GOODLETTE  
BOARD CERTIFIED REAL ESTATE ATTORNEY  
HOLLY A. HARMON  
BOARD CERTIFIED REAL ESTATE ATTORNEY  
KENNETH R. JOHNSON  
RICHARD D. YOVANOVICH

NORTHERN TRUST BANK BUILDING  
4001 TAMiami TRAIL NORTH, SUITE 300  
NAPLES, FLORIDA 34103  
(941) 435-3535  
(941) 435-1218 FACSIMILE  
E-MAIL: gcj@sprintmail.com

LINDA C. BRINKMAN  
SCOTT M. KETCHUM  
KEVIN R. LOTTES  
HAROLD J. WEBRE, III

November 30, 1998

Division of Corporations  
c/o Amendment Department  
P.O. Box 6327  
Tallahassee, FL 32314

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-12/03/98--01057--002  
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RE: Articles of Merger of Old Kensington Golf & Country Club, Inc.,  
a Florida corporation into Kensington Golf & Country Club, Inc.,  
a Florida corporation  
Our File No. 318.001

Dear Madam/Sir:

Enclosed for filing please find original executed and a duplicate copy of Articles of Merger of the referenced corporations, together with this firm's operating account Check No. 4078 payable to Secretary of State in the amount of \$70.00 associated with said filing.

Please file the enclosed document appropriately and return the file stamped copy to this office at your earliest convenience. Thank you for your prompt attention to this matter. If you have any questions, please feel free to contact us.

Sincerely,

*Mary DelCorso*  
Mary A. DelCorso  
Assistant to Holly A. Harmon

HAH/md  
Enclosures as Stated

cc: Jeffrey R. Mangan, KENSINGTON GOLF & COUNTRY CLUB, INC.  
J. Dudley Goodlette, Esquire  
Kenneth R. Johnson, Esquire

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC -3 PM 12:27

merger  
12/11/98

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

OLD KENSINGTON GOLF & COUNTRY CLUB, INC., a FL corp.,  
#P93000038987

INTO

KENSINGTON GOLF & COUNTRY CLUB, INC., a Florida corporation,  
N97000004570.

File date: December 3, 1998

Corporate Specialist: Susan Payne

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIO  
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**ARTICLES OF MERGER  
OF  
OLD KENSINGTON GOLF & COUNTRY CLUB, INC., a Florida Corporation  
into  
KENSINGTON GOLF & COUNTRY CLUB, INC., a Florida Not-for-Profit Corporation**

**ARTICLES OF MERGER** between Old Kensington Golf & Country Club, Inc., a Florida corporation ("Old Kensington") and Kensington Golf & Country Club, Inc., a Florida not-for-profit corporation ("New Kensington").

Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act"), Old Kensington and New Kensington adopt the following Articles of Merger.

1. The Plan of Merger ("Plan of Merger"), between Old Kensington and New Kensington was approved and adopted by a vote of the shareholders of Old Kensington on April 1, 1997 and was adopted by the Board of Directors of Old Kensington on March 11, 1997.

New Kensington has members rather than shareholders. Approval of the Plan of Merger by the members of New Kensington is not required by §607.1103(7) of the Act or by Florida Statutes §617.1103. The Plan of Merger was approved by the Board of Directors of New Kensington on May 20, 1997.

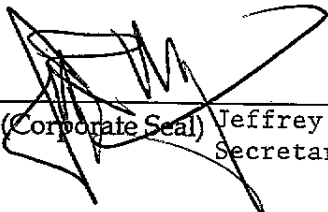
2. Pursuant to the Plan of Merger, each existing shareholder's share of stock and equity membership certificate in Old Kensington will be exchanged for a membership certificate in New Kensington. Old Kensington has been merged into New Kensington with New Kensington being the surviving corporation.

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

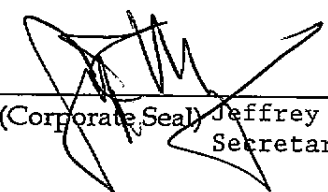
4. Pursuant to §607.1105(1)(b) of the Act, the date and time of effectiveness of the Merger shall be the date and time of the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 20th day of May, 1997.

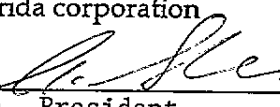
ATTEST:

  
(Corporate Seal) Jeffrey R. Mangan,  
Secretary

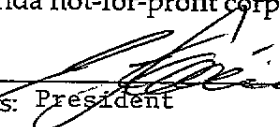
ATTEST:

  
(Corporate Seal) Jeffrey R. Mangan,  
Secretary

Old Kensington Golf & Country Club,  
Inc.,  
a Florida corporation

By:  Arlette Steiner  
Its: President

Kensington Golf & Country Club, Inc.,  
a Florida not-for-profit corporation

By:  Anton Steiner  
Its: President

## PLAN OF MERGER

Merger between KENSINGTON GOLF & COUNTRY CLUB, INC. ("New Kensington") and OLD KENSINGTON GOLF & COUNTRY CLUB, INC. ("Old Kensington"), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101 *et. seq.* of the Florida Business Corporation Act (the "Act").

1. Surviving Corporation. Old Kensington is merged into New Kensington and New Kensington shall be the surviving corporation.
2. Articles of Incorporation. The Articles of Incorporation of New Kensington, as in effect immediately before the Effective Date shall be the Articles of Incorporation of New Kensington until further amended as provided by law.
3. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each shareholder's share of stock and equity membership in Old Kensington which is issued and outstanding at that time shall be converted into and exchanged for a membership certificate and equity membership in New Kensington in accordance with this Plan. New Kensington shall have members in lieu of shareholders and shall issue membership certificates in lieu of stock certificates. Each membership certificate in New Kensington that is issued and outstanding on the Effective Date shall continue as outstanding evidence of ownership in New Kensington.
4. Effect of Merger. On the Effective Date, the separate existence of Old Kensington shall cease, and New Kensington shall be fully vested in Old Kensington's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act. The membership rights and privileges of members in New Kensington shall be governed by the following Membership Plan Documents: Plan for the Offering of Equity Memberships, By-Laws, General Club Rules, Articles of Incorporation, and Purchase and Sale Agreement, and all exhibits thereto.
5. Supplemental Action. If at any time after the Effective Date New Kensington shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of New Kensington or Old Kensington, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of New Kensington, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in New Kensington, or to otherwise carry out the provisions of this Plan.
6. Filing with the Florida Secretary of State and Effective Date. Old Kensington and New Kensington shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached to this Plan and upon such execution this Plan shall be deemed

incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by New Kensington to the Florida Secretary of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders or members of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part as long as such change is in accordance with §607.1103 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Board of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders or members of the respective Constituent Corporations.