



P02000028795

ACCOUNT NO. : 072100000032

REFERENCE : 468544 9725B

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

FILED
2002 MAR 15 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 13, 2002

ORDER TIME : 8:27 AM

ORDER NO. : 468544-015

CUSTOMER NO: 9725B

000005110070--9

CUSTOMER: Ms. Jeanne L. Seewald
Roetzel & Andress
Trainon Centre, Third Floor
850 Park Shore Drive
Naples, FL 34103

ARTICLES OF MERGER

GOLF CLUB MERGER CORP.

Please file 3rd.

INTO

THE OLD COLLIER GOLF CLUB,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

C. Coulliette MAR 15 2002

CONTACT PERSON: Susie Knight EX 1156

EXAMINER'S INITIALS:

RECEIVED
02 MAR 15 AM 10:28
DIVISION OF REGISTRATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

GOLF CLUB MERGER CORP., a Florida corporation, P98000076170

INTO

THE OLD COLLIER GOLF CLUB, INC., a Florida entity, P02000028795

File date: March 15, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 78.75

**ARTICLES OF MERGER
OF
GOLF CLUB MERGER CORP.,
a Florida corporation
INTO
THE OLD COLLIER GOLF CLUB, INC.,
a Florida corporation**

**FILED
2002 MAR 15 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The following Articles of Merger are submitted in accordance with the §§ 607.1101-607.11101, Florida Statutes.

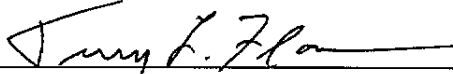
1. These Articles of Merger are being filed to effect the merger of the following entities:
 - A. Golf Club Merger Corp.,
a Florida corporation
Date of Organization: August 28, 1998
 - B. The Old Collier Golf Club, Inc.
a Florida corporation,
Date of Organization: March 15, 2002
2. The name of the surviving entity is The Old Collier Golf Club, Inc., a Florida corporation (the "Surviving Entity").
3. The name of the merging entity is Golf Club Merger Corp., a Florida corporation (the "Merging Entity").
4. The Plan of Merger, attached hereto as Exhibit A, meets the requirements of §§ 607.1101-607.11101, Florida Statutes (the "Plan of Merger").
5. The Plan of Merger was approved by all of the directors and all of the shareholders of the Surviving Entity and the Merging Entity on March 15, 2002, in accordance with the applicable provisions of Chapter 607, Florida Statutes.
6. The merger shall be effective on the later of: (1) the date the articles of merger are filed with the Florida Department of State; or (2) March 15, 2002.

Dated to be effective the 15th day of March, 2002

SURVIVING ENTITY:

THE OLD COLLIER GOLF CLUB, INC., a Florida corporation

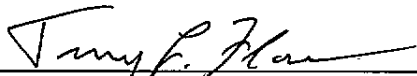
By:


Terry L. Flora, Vice President

MERGING ENTITY:

GOLF CLUB MERGER CORP., a Florida corporation

By:


Terry L. Flora, Vice President

371854_1

EXHIBIT A
PLAN OF MERGER

The plan of merger dated to be effective March 15, 2002, between The Old Collier Golf Club, Inc., the surviving entity (the "Surviving Entity"), and Golf Club Merger Corp., the merging entity (the "Merging Entity"), is submitted in compliance with Florida Statutes §§ 607.1101-607.11101.

- A. Surviving Entity (For Profit Corporation). The Surviving Entity is a Florida for profit corporation organized and existing under the laws of the State of Florida, with its principal office at 3003 Tamiami Trail North, Naples, Florida 34103.
- B. Merging Entity (For Profit Corporation). Merging Entity is a Florida for profit corporation organized and existing under the laws of the State of Florida with its principal office at 3003 Tamiami Trail North, Naples, Florida 34103.
- C. Terms of Merger; Method of Conversion. Merging Entity shall merge with and into Surviving Entity, which shall be the Surviving Entity. Upon the effectiveness of the merger, the shares in the Merging Entity shall be cancelled and the former shareholders of the Merging Entity shall become the shareholders in the Surviving Entity, with no further action required, as follows:
- a. Each share of common stock of Merging Entity issued and outstanding immediately prior to the effectiveness of the merger shall be canceled, the stock of the Surviving Entity being held in the same proportions as the stock of Merging Entity.
 - b. Each share of common stock of Surviving Entity issued and outstanding immediately prior to the effectiveness of the merger shall continue to be issued and outstanding, the stock of Surviving Entity being held in the same proportions as the stock of Merging Entity.
- D. Terms of Merger; Surviving Entity Successor to Merging Entity. On the effective date of the merger, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the absorbed entity, without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of the Merging Entity, and neither the rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the merger.
- E. Articles of Incorporation and Bylaws. The articles of incorporation of the Surviving Entity filed with the Florida Secretary of State shall continue to be its articles of organization following the effective date of the merger. The bylaws of the Surviving Entity shall continue to be its bylaws following the effective date of the merger.
- F. Filing. The officers of the Surviving Entity shall cause to be filed a certified copy of the Articles of Merger in the office of the official who is the recording officer of each

county in the State of Florida in which real property of the Merging Entity is situated in order to effectuate transfer of title to the Surviving Entity.

G. Effective Date. The effective date of this merger shall be the later of: (1) the date when articles of merger are filed by the Florida Department of State; or (2) March 15, 2002.

H. Directors. The directors of the Surviving Entity and their addresses shall be as follows:

Thomas J. Flood, 3003 Tamiami Trail North, Naples, Florida 34103
Jeffrey Birr, 3003 Tamiami Trail North, Naples, Florida 34103
Terry L. Flora, 3003 Tamiami Trail North, Naples, Florida 34103

I. Officers of Surviving Entity. The officers of the Surviving Entity and their addresses shall be as follows:

Jeffrey Birr, President, 3003 Tamiami Trail North, Naples, Florida 34103
Terry L. Flora, Vice President and Secretary, 3003 Tamiami Trail North, Naples, Florida 34103
Thomas J. Flood, Vice President, 3003 Tamiami Trail North, Naples, Florida 34103
John D. O'Connor, Vice President and Treasurer, 3003 Tamiami Trail North, Naples, Florida 34103
Robert D. Corina, Assistant Treasurer, 3003 Tamiami Trail North, Naples, Florida 34103

J. Registered Agent. The registered agent of the Surviving Entity and his address shall be as follows:

Terry L. Flora, 3003 Tamiami Trail North, Naples, Florida 34103