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TELEPHONE

Leonard H. Baird, Jr.

Attorney at Law

635 West Highway 50, Suite A

Clermont, FL  
(Address)

34711

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

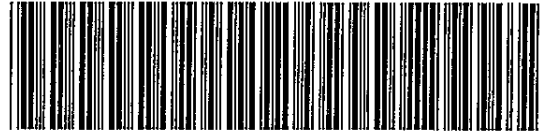
(Business Entity Name)

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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

July 29, 2003

LEONARD H. BAIRD, JR.  
ATTORNEY AT LAW  
635 WEST HIGHWAY 50, SUITE A  
CLERMONT, FL 34711

SUBJECT: GREEN VALLEY COUNTRY CLUB, INC.  
Ref. Number: 708924

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We have received your document for GREEN VALLEY COUNTRY CLUB, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

Please provide the jurisdiction, FEI number, and Florida document/registration number for each entity in the merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 803A00043843



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

August 1, 2003

LEONARD H. BAIRD, JR.  
ATTORNEY AT LAW  
635 WEST HIGHWAY 50, SUITE A  
CLERMONT, FL 34711

SUBJECT: GREEN VALLEY COUNTRY CLUB, INC.  
Ref. Number: 708924

We have received your document for GREEN VALLEY COUNTRY CLUB, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Thank you for submitting the \$35 payment requested in our previous letter. You must still provide the jurisdiction, FEI number, and Florida document/registration number for each of these two entities, as requested in our previous letter. A copy of our previous letter is attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 903A00044480

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## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>1. Green Valley Country Club, Inc.,</u> <u>a corporation not for profit</u> <u>West Highway 50, P. O. Box 120278</u> <u>Clermont, Florida 34712</u>	<u>Florida</u>	<u>Non profit corpora</u>
Florida Document/Registration Number: <u>708924</u>		FEI Number: <u>591095634</u>
<u>2. Green Valley Country Club, Inc.</u> <u>14601 Green Valley Boulevard</u> <u>P. O. Box 120278</u> <u>Clermont, Florida 34712</u>	<u>Florida</u>	<u>corporation</u>
Florida Document/Registration Number: <u>P03000082823</u>		FEI Number: <u>59-1095634</u>
<u>3.</u>		
Florida Document/Registration Number: _____		FEI Number: _____
<u>4.</u>		
Florida Document/Registration Number: _____		FEI Number: _____

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*(Attach additional sheet(s) if necessary)*

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Green Valley Country Club, Inc.</u>	<u>Florida</u>	<u>corporation</u>
_____	_____	_____
_____	_____	_____

Florida Document/Registration Number: P03000082823 FEI Number: 59-1095634

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership, and/or limited liability company that is a party to the merger.

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**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State



OR

\_\_\_\_\_  
(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY.

*(Note: Please see instructions for required signatures.)*

Name of Entity	Signature(s)	Typed or Printed Name of Individual
Green Valley Country Club, Inc., a corporation not for profit		John Modica President
Green Valley Country Club, Inc.		John Modica President

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*(Attach additional sheet(s) if necessary)*

### PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Green Valley Country Club, Inc. a corporation not for profit Florida Document/Registration No. 708924	Florida
Green Valley Country Club, Inc. Florida Document/Registration No. P03000082823	Florida

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**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Green Valley Country Club, Inc. Florida Document/Registration No. P03000082823	Florida

**THIRD:** The terms and conditions of the merger are as follows:

Green Valley Country Club, Inc.  
a corporation not for profit is to be merged into Green Valley Country Club, Inc.,  
a for profit corporation

*(Attach additional sheet(s) if necessary)*

**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each certificate holder of Green Valley Country Club, Inc., a corporation not for profit, shall be entitled to one share of Green Valley Country Club, Inc., a for profit corporation.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Each member of Green Valley Country Club, Inc., a non-profit corporation, is entitled to own a share of Green Valley Country Club, Inc., a for profit corporation.

*(Attach additional sheet(s) if necessary)*

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**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

<u>Name(s) and Address(es) of General Partner(s)</u>	If General Partner is a Non-Individual, <u>Florida Document/Registration Number</u>
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None



**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

None

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

None

**EIGHTH:** Other provisions, if any, relating to the merger:

None

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*(Attach additional sheet(s) if necessary)*