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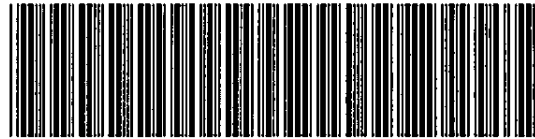
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Art. of  
Merger

12/04/06

De



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Since 1926*

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\*BOARD CERTIFIED IN WILLS, TRUSTS  
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LITIGATION LAW  
\*BOARD CERTIFIED REAL ESTATE LAW LAWYER  
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■ALSO ADMITTED IN NORTH CAROLINA  
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\*△ALSO ADMITTED IN WISCONSIN  
△△ALSO ADMITTED IN CALIFORNIA

November 29, 2006

Direct Dial  
(941) 364-2414  
Reply to Sarasota

Florida Department of State  
Division of Corporations  
Amendment Section  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: The Bluffs Golf Course, Inc.  
Document #P06000139920

Dear Sir/Madam:

Enclosed are Articles of Merger with Plan of Merger and Reorganization attached thereto for the above corporation, together with our firm's check in the sum of \$78.75 made payable to the Secretary of State for the filing fee. Please file this document at your earliest convenience and return a certified copy to me in the envelope provided.

If you have any questions or need additional information, please call me.

Sincerely,

Judy Rosenfeld, Legal Assistant to  
David M. Silberstein

/jr  
Enclosures

## **ARTICLES OF MERGER**

**(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>The Bluffs Golf Course, Inc.</u>	<u>Florida</u>	<u>P06000139920</u>

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>The Bluffs Golf Course, Inc.</u>	<u>Michigan</u>	<u>052687</u>

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TALLAHASSEE, FLORIDA

**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**     /     /     (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.)

**Fifth:** Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on November 29, 2006.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 29, 2006

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

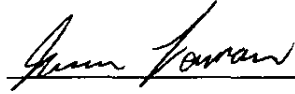
Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

The Bluffs Golf Course, Inc.



Jason Laman

(a Florida corporation)

The Bluffs Golf Course, Inc.



Jason Laman

(a Michigan corporation)

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## PLAN OF MERGER AND REORGANIZATION

This Plan of Merger and Reorganization is made and entered into this 29 day of November, 2006, effective as of November 29, 2006, by and between THE BLUFFS GOLF COURSE, INC., a Florida corporation (hereinafter sometimes called the "Surviving Corporation"), and THE BLUFFS GOLF COURSE, INC., a Michigan corporation (hereinafter sometimes called the "Merged Corporation"). Surviving Corporation and Merged Corporation are collectively referred to herein as the "Constituent Corporations".

### W I T N E S S E T H:

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Organization filed and effective on November 6, 2006, with an authorized capital stock of 10,000 shares of common stock, par value \$0.10 per share, of which 1,000 shares are issued and outstanding and owned 100% by Jason Laman.

WHEREAS, Merged Corporation is a corporation organized and existing under the laws of the State of Michigan, having its Articles of Incorporation filed March 10, 1969, with an authorized capital stock of 25,000 shares of common stock, no par value per share, of which 1,000 shares are issued and outstanding and owned 100% by Jason Laman.

WHEREAS, the Board of Directors and Shareholder of Surviving Corporation and the Board of Directors and Shareholder of Merged Corporation have by resolutions established that it is advisable for the general welfare and advantage of each of the Constituent Corporations that Merged Corporation be merged into Surviving Corporation (Surviving Corporation's corporate existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger), in a transaction intended to qualify as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the above premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the President and Secretary of Surviving Corporation and the President and Secretary of Merged Corporation, in accordance with the provisions of the Michigan Business Corporation Act ("Michigan Act") and the Florida Business Corporations Act ("Florida Act"), hereby execute this Plan of Merger and Reorganization for the purposes of complying therewith.

1. Names of Corporations Proposing to Merge. The names of the corporations that are parties to the merger are as follows:

(a) The Bluffs Golf Course, Inc., a Michigan corporation.

(b) The Bluffs Golf Course, Inc., a Florida corporation.

2. Name of Surviving Corporation. The Surviving Corporation shall be The Bluffs Golf Course, Inc., a Florida corporation.

3. Terms and Conditions. Upon the merger becoming effective:

(a) The separate existence of the Merged Corporation shall cease and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

(b) The Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to, or due to each of the corporations merging herein, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this merger.

(c) Henceforth, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of the Merged Corporation; and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this merger.

4. Conversion of Shares. The manner of converting or otherwise dealing with the stock of the Constituent Corporations shall be that on the effective date of the merger, all shares of Merged Corporation shall be deemed canceled, and no additional shares of stock in Surviving Corporation shall be issued.

5. No Changes in Articles of Organization. The merger will not effect any change in the Articles of Incorporation of the Surviving Corporation.

6. Officers and Directors. The Officers and Directors of the Surviving Corporation in office at the time the merger becomes effective shall be and remain the Officers and Directors of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified.

7. Effective Date of the Merger. The merger shall be effective on filing the Articles of Merger with the Florida Department of State.

8. Further Assurances. At any time, or from time to time after the effective date of this merger, the last acting officers of Merged Corporation and the appropriate officers of Surviving Corporation shall execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in Surviving Corporation title to and

possession of all of Merged Corporation's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Plan of Merger and Reorganization.


IN WITNESS WHEREOF, this Plan of Merger and Reorganization has been executed and acknowledged by the President and Secretary of Surviving Corporation and the President and Secretary of Merged Corporation.

Attest:

SURVIVING CORPORATION:

THE BLUFFS GOLF COURSE, INC., a Florida corporation


  
\_\_\_\_\_  
JASON LAMAN, Secretary

By:   
\_\_\_\_\_  
JASON LAMAN, President

MERGED CORPORATION:

THE BLUFFS GOLF COURSE, INC., a Michigan corporation

  
\_\_\_\_\_  
JASON LAMAN, Secretary

By:   
\_\_\_\_\_  
JASON LAMAN, President