

P13 000090884

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

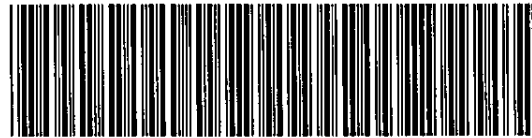
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200264719102

200264719102  
10/07/14--01029--007 \*\*70.00

RECEIVED  
FALL WASH STATE  
FALL WASH STATE, WASH

17 OCT 23 AM 10:32

FILED

OCT 24 2014

C. CARROTHERS



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 17, 2014

FRANK R KEASLER  
ISIGHT CONSULTANTS  
3728 PHILIPS HIGHWAY STE 212A  
JACKSONVILLE, FL 32207

SUBJECT: SOLE GOLF PROPERTIES II, INC.  
Ref. Number: P13000090884

We have received your document for SOLE GOLF PROPERTIES II, 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):

THE ENTITY TYPE FOR SOLE GOLF PROPERTIES II, INC. IS LISTED AS AN LLC.

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) 245-6050.

Cathy A Carrothers  
Regulatory Specialist

Letter Number: 314A00022269



BUSINESS • GROWTH • PERSPECTIVES™

October 3, 2014

**VIA US Priority Mail No.: 9114901230803127509296**

Department of State  
Division of Corporations  
Recording and Filing Department  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: MERGER OF:  
Florida Country Club Properties, Ltd.  
Sole Golf Properties II, Inc.**

Dear Madam/Sir:

Please find enclosed the Articles of Merger for filing in regards to the merger of above-referenced Florida Limited Partnership into the referenced Domestic Corporation and surviving organization. Also enclosed is our firm's check #1049 in the amount of \$70.00 (\$35.00 per entity) for such filing.

Should you have any questions with regard to the above matter and Articles of Merger submitted for filing, please feel free to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read 'Frank R. Keasler'.

Frank R. Keasler

C: Sole Golf Management, Inc.

**Enclosures:** Articles of Merger  
Check #1049

**ARTICLES OF MERGER**  
**for**  
**FLORIDA COUNTRY CLUB PROPERTIES, LTD**  
**merging into**  
**SOLE GOLF PROPERTIES II, INC.**

FILED  
14 OCT 23 AM 10:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted in accordance with Sections 607.1109 and 620.2108, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction and entity type for the **Merging Limited Partnership** is as follow:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Florida Country Club Properties, Ltd 2525 Country Club Blvd Orange Park, FL 32082 Florida Document Number: A03000000995	Florida    FEI #:20-0091035	Limited Partnership

**SECOND:** The exact name, street address of its principal office, jurisdiction and entity type of the **Surviving Organization** is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sole Golf Properties II, Inc. 2525 Country Club Blvd Orange Park, FL 32073 Florida Document Number: P13000090884	Florida    FEI #: 46-4129117	Corporation

**THIRD:** The Plan of Merger attached as **Exhibit "A"** meets the requirements of Sections 607.1108(3) and 620.2107 Florida Statutes, was approved by the Surviving Organization that is a party to the merger in accordance with the applicable provisions of Chapter 607 Florida Statutes, and through the consent of each shareholder of such domestic corporation, and is approved by the domestic partnership which is a party to this merger in accordance with the applicable provisions of Chapter 620 and approved by the sole General Partner and Limited Partner of said Merging Limited Partnership.

**FOURTH:** The merger is permitted under the laws of the State of Florida and the governing laws of each constituent organization that is a party to the merger, each constituent organization to the merger has approved the merger and said merger is not prohibited by the regulations or articles of organization of the limited liability company that is a party to the merger.

**FIFTH:** The merger shall become effective as of the filing of these Articles of Merger with the Florida Secretary of State.

**SIXTH:** The Articles of Merger comply and were executed in accordance with the laws of the State of Florida and said Articles of Merger shall suffice to meet the requirements of Section 620.2108(3) Florida Statutes and may be used for the purposes of Sections 607.1109(2) and 620.2109(3) Florida Statutes.

**SEVENTH:** The Articles of Merger shall act as a statement of termination for purposes of Section 620.1203 Florida Statutes for the Merging Limited Partnership that is a party to this merger and which is not the Surviving Organization, and which shall be deemed filed upon the effective date of this merger.

**SIGNATURE FOR EACH PARTY:**

**FLORIDA COUNTRY CLUB PROPERTIES, LTD**



By: AR Club Management, Inc.  
Its: General Partner  
Through: Charles R. Raulerson, Jr.  
Its: President  
Dated: October 2, 2014

**SOLE GOLF PROPERTIES II, INC.**



By: Charles R. Raulerson, Jr.  
Its: President  
Dated: October 2, 2014

# FLORIDA COUNTRY CLUB PROPERTIES LIMITED PARTNERSHIP

## SOLE GOLF PROPERTIES II, INC.

### PLAN OF MERGER

The following Plan of Merger (the "Plan") is adopted, approved by and consented to by each general and limited partner in and to Florida Country Club Properties Limited Partnership (the "Merging Limited Partnership") and each and every shareholder to Sole Golf Properties II, Inc. (the "Surviving Organization") and same is effectuated in accordance with §§607.1108-607.11101 Florida Statutes and in conformity with §§620.2106 through 620.2110 Florida Statutes.

#### 1. Authority for Merger

Pursuant F.S. §607.1108 and §620.2106 the Plan is adopted to merge the Merging Limited Partnership into the Surviving Organization both of whose governing documents and by way of incorporating the application of Chapters 607 and 620 Florida Statutes, and the organic law by which they are governed, authorize the Plan and such governing law permits the merger effectuated by the Plan. The Surviving Organization to this Plan, has complied with F.S. §§607.1108-607.11101 in effecting the Plan including the adoption of the Articles of Merger attached hereto as *Exhibit "A"*.

#### 2. The Name and Form of Merging Limited Partnership

Florida Country Club Properties Limited Partnership, a Florida Limited Partnership

#### 3. The Name and Form of Surviving Organization

Sole Golf Properties II, Inc., a Florida corporation

#### 4. Terms and Conditions of Merger

Upon the effective time and date of the Plan, 12:00 AM, October 1<sup>st</sup>, 2014, the Merging Limited Partnership, will be merged into the Surviving Organization which is a Florida domestic corporation known as, Sole Golf Properties II, Inc. and:

- i. The legal person of the Merging Limited Partnership shall now be recognized and continued under the name, operations and legal existence of the Surviving Organization;
- ii. The merger will be effectuated by the 99% Limited Partnership Interest held by the Surviving Organization being cancelled of record and the 1% General Partnership Interest held by the General Partner of the Merging Limited Partnership which is a Florida corporation owned solely by the singular owner of the Surviving Organization likewise being cancelled of record and the assets and liabilities of the Merging Limited Partnership thereafter being held by and reflected on the financial statements of the Surviving Organization;
- iii. Title to all property of the Merging Limited Partnership will vest in the Surviving Organization as of the effective time and date of the Plan;
- iv. The Surviving Organization will have all liabilities of the Merging Limited Partnership;
- v. Any proceeding pending by or against the Merging Limited Partnership may be continued as if the merger did not occur, or the Surviving Organization may be substituted in such proceeding;
- vi. The Surviving Organization's articles of incorporation and bylaws shall not be amended or modified by the Plan except as allowed therein and by law;
- vii. The partnership interests, general and limited, in the Merging Limited Partnership shall be cancelled of record and the only equities remaining shall be the original Stock Certificates in the Surviving Organization which were issued to the founder and singular owner thereof.

#### 5. Manner and Basis of Merging Ownership Interests.

The general and limited partners of the Merging Limited Partnership and the singular Shareholder of the Surviving Organization agree that all current and issued and outstanding stock in the Surviving Organization will remain as issued following the Plan. The only equity interests in and to the Surviving Organization shall be the equity interests in and to the Surviving Organization as same were issued and outstanding prior to the effectuating of the Plan and the effective date thereof.

**6. Record and Approval of Plan; Articles of Merger.**

Pursuant to the Written Consent to Corporate Action and the Partnership Resolution which are attached hereto as **Composite Exhibit "B"** the Plan and the merger to be effectuated thereby was recommended by, consented to and approved by the Sole Shareholder of the Surviving Organization in accordance with F.S. §607.1108(5), and in accordance with 620.2110, was approved by the sole general partner and sole limited partner of the Merging Limited Partnership the Plan. The merger accomplished by this Plan shall be certified to the Florida Secretary of State by the Company's filing of the Articles of Merger which is attached hereto as **Exhibit "A"**. For purposes of F.S. §620.2108(3) said Articles of Merger shall suffice as a certificate of merger for filing in the Department of State for this Plan which is effectuated in accordance with §607.1109(1) and such Articles of Merger substantially complies with the requirements of F.S. §620.2108 and accordingly the Articles of Merger will be used for purposes of F.S. §620.2109(3).

**MERGING LIMITED PARTNERSHIP**

**GENERAL PARTNER**



AR Club Management, Inc.

By: Charles R. Raulerson, Jr.

Its: President

Effective Date: October 1<sup>st</sup>, 2014

1% General Partnership Interest

**LIMITED PARTNER**



Sole Golf Properties II, Inc.

By: Charles R. Raulerson, Jr.

Its: President

Effective Date: October 1<sup>st</sup>, 2014

99% Limited Partnership Interest

**SURVIVING ORGANIZATION**



Sole Golf Properties II, Inc.

By: Charles R. Raulerson, Jr.

Its: President

Effective Date: October 1<sup>st</sup>, 2014