CAPITAL CONNECTION, INC.
417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

Nº 26801

P93000008099

RE: The Mar-A-Lago Club, Inc.

NAME
FIRM
ADDRESS

PHONE ( )

Service: Top Priority ____ Priority ____

To us via ____ Return via ____

Job No.: ____ Express Mail No. ____

State Fee $ ____ Our $ ____

	C.C. FEE.	DISBURSED
Capitol Express		
✓ Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
✓ ( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
✓ C U S. good standing		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s ____ Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		
SUBTOTALS		

600000111516
-02/03/93--01021--021
***131.25 ***131.25

9000289536869

93 FEB -2 AM 8:44
TALLAHASSEE, FLORIDA

FEE	$
DISBURSED	$
SURCHARGE	$
TAX on corporate supplies	$
SUBTOTAL	$
PREPAID	$
BALANCE DUE	$
	$

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME	HB		CK No.
BY			

WALK-IN
Will Pick Up 2-2 11:00

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1½% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF

THE MAR-A-LAGO CLUB, INC.

The undersigned, acting as incorporator of a corporation under the Florida Statutes, adopts the following Articles of Incorporation:

<u>First</u>: The name of the corporation is:

THE MAR-A-LAGO CLUB, INC.

<u>Second</u>: The principal office and mailing address of the corporation is:

The Mar-a-Lago Club, Inc.
c/o Paul Rampell, Esq.
125 Worth Avenue
Palm Beach, FL 33480-4466

<u>Third</u>: The period of duration of the corporation is perpetual unless sooner dissolved.

<u>Fourth</u>: The general purpose or purposes for which the corporation is organized are to preserve the estate known as Mar-a-Lago and to engage in any or all lawful activity for which corporations may be incorporated under the provisions of the Florida Statutes, including, without limitation, the ownership and operation of a private social, swimming, golf, tennis and/or yacht club.

<u>Fifth</u>: The Board of Directors of the corporation shall consist of such number as the shareholders may select at any annual or special meeting of shareholders.

<u>Sixth</u>: The aggregate number of shares which the corporation shall have authority to issue is 500 shares.

<u>Seventh</u>: The street address of the initial registered office of the corporation is 125 Worth Avenue, Palm Beach, FL 33480-4466 and the name of the initial registered agent at such address is Paul Rampell.

<u>Eighth</u>: The name and address of the incorporator is:

Paul Rampell, Esq.
125 Worth Avenue
Palm Beach, FL 33480-4466

Paul Rampell, Incorporator

FILED
90 FEB -2 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
(SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 1st day of February, 1993, by Paul Rampell, Esq. for THE MAR-A-LAGO CLUB, INC.

Notary Public

Paul Rampell, Esq. having been designated to act as Registered Agent, hereby agrees to act in this capacity.

Paul Rampell, Esq., Registered Agent

FILED
'93 FEB -2 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILE NOW, FILING FEE AFTER MAY 1 IS $225.00

5-T-Z-B-

APPROVED AND FILED

CORPORATION ANNUAL REPORT 1994

FLORIDA DEPARTMENT OF STATE

Jim Smith

Secretary of State

DIVISION OF CORPORATIONS

-1 PM 3:29

SECRETARY OF STATE TALLAHASSEE, FLORIDA

1. Corporation Name: THE MAR-A-LAGO CLUB, INC.

DOCUMENT # P93000008099 (2)

Mailing Address: ~~% PAUL RAMPELL, ESQUIRE 125 WORTH AVE PALM BEACH FL 33480-4466~~

Principal Place of Business: ~~% PAUL RAMPELL, ESQUIRE 125 WORTH AVE PALM BEACH FL 33480-4466~~

DO NOT WRITE IN THIS SPACE

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

3. Date Incorporated or Qualified: 02/02/1993

3a. Date of Last Report: N/A

2. Mailing Address	2a. Principal Place of Business
21 725 Fifth Avenue	26 725 Fifth Avenue
Suite, Apt. #, etc.: 22 26th Floor	Suite, Apt. #, etc.: 27 26th Floor
City & State: 23 New York, NY	City & State: 28 New York, NY
Zip: 24 10022 Country: 25 USA	Zip: 29 10022 Country: 30 USA

4. FEI Number: 65-0401289 — Applied For / Not Applicable

5. Certificate of Status Desired — $8.75 Additional Fee Required X

6. Election Campaign Financing Trust Fund Contribution ☐ $5.00 May Be Added to Fees

7. Nonprofit Exempt from $113c FA Supplemental Fee ☐

8. This corporation has taxes, for the year ..., under ... Florida Statutes ☐ Yes X No

9. Name and Address of Current Registered Agent

RAMPELL PAUL
125 WORTH AVE
PALM BEACH FL 33480-4466

10. Name and Address of New Registered Agent

91 Name
92 Street Address (P.O. Box Number is Not Acceptable)
93
94 City FL 95 Zip Code

11. Pursuant to the provisions of Sections 607.1502 and 617.1508 or Sections 617.0502 and 617.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505 or 617.0503, Florida Statutes.

SIGNATURE ____________ DATE ____________

12. OFFICERS AND DIRECTORS		13. CHANGES TO OFFICERS AND DIRECTORS IN 12	
1 TITLE	P/S/T/D	1 TITLE	500001194185
1 NAME	Donald J. Trump	1 NAME	-06/07/94--01026--014
1 STREET ADDRESS	725 Fifth Avenue	1 STREET ADDRESS	****208.75 ****208.75
1 CITY-ST-ZIP	New York, NY 10022	1 CITY-ST-ZIP	
2 TITLE		2 TITLE	
2 NAME		2 NAME	
2 STREET ADDRESS		2 STREET ADDRESS	
2 CITY-ST-ZIP		2 CITY-ST-ZIP	
3 TITLE		3 TITLE	
3 NAME		3 NAME	
3 STREET ADDRESS		3 STREET ADDRESS	
3 CITY-ST-ZIP		3 CITY-ST-ZIP	
4 TITLE		4 TITLE	
4 NAME		4 NAME	
4 STREET ADDRESS		4 STREET ADDRESS	
4 CITY-ST-ZIP		4 CITY-ST-ZIP	
5 TITLE		5 TITLE	
5 NAME		5 NAME	
5 STREET ADDRESS		5 STREET ADDRESS	
5 CITY-ST-ZIP		5 CITY-ST-ZIP	
6 TITLE		6 TITLE	
6 NAME		6 NAME	REMITTED BY MAY 1
6 STREET ADDRESS		6 STREET ADDRESS	
6 CITY-ST-ZIP		6 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that ... true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607 or Chapter 617, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: X [signature] 4/20/93 212-832-2000

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Daytime Phone #

_____ of _____

CAPITAL CONNECTION, INC.
2417 E. Virginia St, Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: The Mar-A-Lago Club, Inc.

P93000008099

NAME
FIRM
ADDRESS

PHONE ( )

Service: Top Priority ____ One Day Service Regular ____ Two Day Service

To us via ____ Return via ____

Matter No.: ____ Express Mail No ____

State Fee $ ____ Our $ ____

		DISBURSED
	Capital ...	
	Art. of ...	
	Corp. Record Search	
	Ltd. Partnership File	
	Foreign Corp. File	
1	( ) Cert. Copy(s)	
1	Art. of Amend. File	
	Dissolution/Withdrawal	
	C U S	
	Fictitious Name File	
	Name Reservation	
	Annual Report/Reinstatement	
	Reg. Agent Service	
	Document Filing	
	Corporate Kit	
	Vehicle Search	
	Driving Record	
	Document Retrieval	
	UCC 1 or 3 File	
	UCC 11 Search	
	UCC 11 Retrieval	
	____ File No.'s, ____ Copies	
	Courier Service	
	Shipping/Handling	
	Phone ( )	
	Top Priority	
	Express Mail Prep.	
	FAX ( ) pgs	

100001105431
-02/14/95--01048--018
*****87.50 *****87.50

SUBTOTALS

95 FEB 14 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

FEE
DISBURSED
SURCHARGE $
TAX on corporate supplies $
SUBTOTAL $
PREPAID $
BALANCE DUE $

Amend
C.C.

REQUEST TAKEN CONFIRMED APPROVED

DATE

TIME ____ CK No.

BY

Removed reference to Exhibit per Julia

WALK-IN
Will Pick Up 2/14 ____ MW

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

STATE OF FLORIDA
AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE MAR-A-LAGO CLUB, INC.

FILED
95 FEB 14 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, THE MAR-A-LAGO CLUB, INC. adopts the following Amendment as Articles Ninth, Tenth and Eleventh to its Articles of Incorporation.

Article Ninth: Until The Mar-a-Lago Club, Inc. operates at a break-even point, or profitability for three (3) consecutive years, Donald J. Trump shall pay any and all real estate taxes, maintenance costs, insurance premiums, and similar expenses to the extent The Mar-a-Lago Club, Inc. is unable to meet such obligations.

A separate fiduciary account shall be established by The Mar-a-Lago Club, Inc. into which ten percent (10%) of all gross revenues from the guest suites shall be deposited and used exclusively for maintenance and restoration purposes.

If the club use of the real property ~~described in Exhibit "A"~~ (the "Land") is unintentionally abandoned for a period of one (1) year after The Mar-a-Lago Club, Inc. has been in operation, or is intentionally abandoned at any time, the use of the Land shall revert to a single family residence and the ownership of Donald J. Trump. Bylaws and/or documents relating to The Mar-a-Lago Club, Inc. membership shall include an agreement to be executed by The Mar-a-Lago Club, Inc. members acknowledging their understanding of and consent to the terms of the Declaration of Use Agreement between The Town of Palm Beach, The Mar-a-Lago Club, Inc. and Donald J. Trump dated August 10, 1993, and specifically agreeing to the reversion of the Land to Donald J. Trump, and its return of the Land to use as a single family residence, in the event of intentional or unintentional abandonment of club use. Donald J. Trump, The Mar-a-Lago Club, Inc., and The Mar-a-Lago Club, Inc. members shall agree to hold the Town of Palm Beach harmless from any liability or claim against the Town of Palm Beach resulting from the enforcement of the terms of the Declaration of Use Agreement, the reversion to single family use, the reversion to Donald J. Trump or any other claims resulting therefrom.

Article Tenth: The foregoing shall not be revocable or subject to amendment without the prior approval of the Town of Palm Beach.

Article Eleventh: The above amendment was adopted by the unanimous consent of all of the shareholders and directors of this corporation on February 8, 1995.

IN WITNESS WHEREOF the undersigned President and Secretary of this corporation have executed these Articles of Amendment on this 8 day of February, 1995.

THE MAR-A-LAGO CLUB, INC.

By: ______________________
Donald J. Trump
President and Secretary

STATE OF NEW YORK

COUNTY OF NEW YORK

The foregoing instrument was acknowledged before me this 8th day of February, 1995, by Donald J. Trump, who is personally known to me, for The Mar-a-Lago Club, Inc. as its President and Secretary.

Signature of Notary Public

NORMA FOERDERER

Printed Name of Notary Public

Commission No.: 31-4743494

Commission Expires: 9-30-95

NORMA FOERDERER
Notary Public, State of New York
No. 31-4743494
Qualified in New York County
Commission Expires Sept. 30, 1995

FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

CORPORATION ANNUAL REPORT 1995

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 APR 11 PM 5:40

DO NOT WRITE IN THIS SPACE

DOCUMENT # P93000008099 (2)

1. Corporation Name
THE MAR-A-LAGO CLUB, INC.

Principal Place of Business	Mailing Address
725 FIFTH AVE 26TH FLOOR NEW YORK NY 10022 US	725 FIFTH AVE 26TH FLOOR NEW YORK NY 10022 US

3. Date Incorporated or Qualified: 02/02/1993
3a. Date of Last Report: 05/13/1994
4. FEI Number: 65-0401289 — Applied For / Not Applicable
5. Certificate of Status Desired: X — $8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution ☐ — $5.00 May Be Added to Fees
7. This corporation has liability for intangible tax under S. 199.032, Florida Statutes ☐ Yes ☒ No

2. Principal Place of Business	2a. Mailing Address
21 1100 S Ocean Blvd	26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23 Palm Beach, FL	City & State 28
Zip 24 33480 — Country 25 USA	Zip 29 — Country 30

9. Name and Address of Current Registered Agent

RAMPELL, PAUL
125 WORTH AVE
PALM BEACH FL 33480-4466

10. Name and Address of New Registered Agent

81 Name:
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City — FL — 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE ______
Signature, typed or printed name of registered agent and title if applicable — NOTE: Registered agent signature required when reinstating — Date

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PSTD	1-1 TITLE	☐ Change ☐ Addition
NAME	TRUMP, DONALD J	1-2 NAME	
STREET ADDRESS	725 FIFTH AVE.	1-3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NJ 10022	1-4 CITY-ST-ZIP	
TITLE		2-1 TITLE	☐ Change ☐ Addition
NAME		2-2 NAME	
STREET ADDRESS		2-3 STREET ADDRESS	
CITY-ST-ZIP		2-4 CITY-ST-ZIP	
TITLE		3-1 TITLE	☐ Change ☐ Addition
NAME		3-2 NAME	
STREET ADDRESS		3-3 STREET ADDRESS	
CITY-ST-ZIP		3-4 CITY-ST-ZIP	
TITLE		4-1 TITLE	☐ Change ☐ Addition
NAME		4-2 NAME	
STREET ADDRESS		4-3 STREET ADDRESS	
CITY-ST-ZIP		4-4 CITY-ST-ZIP	
TITLE		5-1 TITLE	☐ Change ☐ Addition
NAME		5-2 NAME	
STREET ADDRESS		5-3 STREET ADDRESS	
CITY-ST-ZIP		5-4 CITY-ST-ZIP	
TITLE		6-1 TITLE	☐ Change ☐ Addition
NAME		6-2 NAME	
STREET ADDRESS		6-3 STREET ADDRESS	
CITY-ST-ZIP		6-4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: X [signature] — 3/31/95
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

0001225 CP

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

P93000008099

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE MAR-A-LAGO CLUB, INC., a Florida corporation, P93000008099

INTO

MALC, INC., a Delaware corporation not qualified in Florida

File date: May 5, 1995

Corporate Specialist: Joy Moon-French

Account number: 072100000032 Account charged: 122.50

1801 Hays Street
Tallahassee, FL 32301
904-222-9171

P930000008099

CSC networks
Prentice Hall
Legal & Financial Services

800-342-8086

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 591983 86901D

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 122.50

ORDER DATE : May 5, 1995

ORDER TIME : 11:01 AM

400001477334

ORDER NO. : 591983

CUSTOMER NO: 86901D

CUSTOMER: Ms. Delia Taliento
Prentice Hall Legal &
375 Hudson Street

New York, NY 10014

ARTICLES OF MERGER

THE MAR-A-LAGO CLUB, INC.

95 MAY -5 PM 3:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

INTO

MALC, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: 5/5

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS: merger c.c.

ORIGINAL

ARTICLES OF MERGER

OF

THE MAR-A-LAGO CLUB, INC., a Florida Corporation

AND

MALC, INC., a Delaware Corporation

FILED
95 MAY -5 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto is the Agreement and the Plan of Merger dated as of April 4, 1995, merging The Mar-A-Lago Club, Inc. with and into MALC, Inc.

2. The sole shareholder of The Mar-A-Lago Club, Inc. entitled to vote on the aforesaid plan of merger approved and adopted the Agreement and the Plan of Merger by written consent given by him on April 5, 1995 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of The Mar-A-Lago Club, Inc. with and into MALC, Inc. is permitted by the laws of the State of Delaware, the jurisdiction of organization of MALC, Inc., and has been authorized in compliance with said laws. The date of approval and adoption of the Agreement and Plan of Merger by the shareholders of MALC, Inc. was April 5, 1995.

Executed on April 5, 1995.

The Mar-A-Lago Club, Inc.

By: ______________________
Donald J. Trump
President

MALC, Inc.

By: ______________________
Donald J. Trump
President

ACM-MAL

AGREEMENT AND PLAN OF MERGER, adopted as of April 4, 1995 by resolution of the Board of Directors of The Mar-A-Lago Club, Inc., a business corporation organized under the laws of the State of Florida on February 2, 1993, and adopted on April 4 , 1995 by resolution of the Board of Directors of MALC, Inc., a business corporation organized under the laws of the State of Delaware on March 24, 1995.

The names of the corporations planning to merge are The Mar-A-Lago Club, Inc., a business corporation organized under the laws of the State of Florida, and MALC, Inc. , a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which The Mar-A-Lago Club, Inc. plans to merge is MALC., Inc.

1. The Mar-A-Lago Club, Inc. and MALC, Inc., shall, pursuant to the provisions of, respectively, the Florida Business Corporation Act and the Delaware General Corporation Law be merged with and into a single corporation, to wit, MALC, Inc., which shall be the surviving corporation upon the effective time and date of the merger and which is sometimes hereinafter referred to as the **"surviving corporation"**, and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the State of Delaware. The separate existence of The Mar-A-Lago Club, Inc., which is sometimes hereinafter referred to as the **"non-surviving corporation"**, shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the State of Delaware, as the same shall be amended by the Certificate of Amendment of Certificate of Incorporation of MALC, Inc. , annexed hereto and made a part hereof as Exhibit 1, which Certificate of Amendment of Certificate of Incorporation shall be filed by the surviving corporation immediately following the filing of the Certificate of Merger of The Mar-A-Lago Club, Inc. and MALC, Inc. with the Secretary of State of Delaware, shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation, as so amended, shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the laws of the State of Delaware.

3. The by-laws of the surviving corporation at the effective time and date of the merger in the State of Delaware will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be, respectively, the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their respective directorships and offices until the election and qualification of their respective successors or until their tenure is

otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one (1) share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one (1) issued share of the surviving corporation.

6 (a) Except as otherwise specifically set forth herein, the identity, existence, purposes, powers, franchises, rights and immunities of the surviving corporation shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purposes, powers, franchises and immunities of the non-surviving corporation shall, as of the effective time and date of the merger, be merged into the surviving corporation, and the surviving corporation, shall be fully vested therewith. The separate existence and corporate organization of the non-surviving corporation (except insofar as may be continued by applicable law) shall cease as of the effective time and date of the merger.

(b) At the effective time and date of the merger:

(I) the rights, privileges, good will and franchises and all property, real, personal and mixed and all debts due on whatever account and all other things in action belonging to the non-surviving corporation shall be vested in the surviving corporation, by operation of law and without further act or deed, and all property and rights, and all and every other interest of the non-surviving corporation shall be as effectively the property, rights and interests of the surviving corporation, as they were of the non-surviving corporation;

(ii) no action or proceeding, whether civil or criminal, pending at the effective time and date of the merger by or against either the non-surviving corporation or the surviving corporation, or any stockholder, officer or director thereof, shall abate or be discontinued by the said merger, but may be enforced, prosecuted, settled or compromised as if the merger had not occurred, or the surviving corporation may be substituted in such action or proceeding in place of non-surviving corporation; and

(iii) all rights of employees and creditors and all liens upon the property of the non-surviving corporation shall be preserved unimpaired, limited in lien to the property affected by such liens at the effective time and date of the merger, and all of the debts, liabilities, obligations and duties of the non-surviving corporation shall attach to the surviving corporation and shall be enforceable against the surviving corporation to the same extent as if all such debts, liabilities, obligations and duties had been incurred or contracted by the surviving corporation.

7. This Agreement and Plan of Merger shall be submitted to the shareholders of the surviving corporation and the non-surviving corporation, respectively, for their approval or

rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, with respect to the non-surviving corporation and the Delaware General Corporation Law with respect to the surviving corporation and such merger shall be deemed effective upon the giving of such approval on behalf of the surviving corporation and non-surviving corporation.

8. In the event that this Agreement and Plan of Merger shall have been approved as aforesaid, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and/or of the State of Delaware and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

10(a) If and to the extent that any court of competent jurisdiction holds any provision (or any part thereof) of this Agreement to be invalid or unenforceable, such holdings shall in no way affect the validity of the remainder of this Agreement.

(b) Nothing contained in this Agreement shall be deemed to confer rights on any person or entity or to indicate that this Agreement has been entered into for the benefit of any person or entity, other than the parties hereto.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

The Mar-A-Lago Club, Inc., a Florida Corporation

By: ______________________
Donald J. Trump, President

MALC, Inc., a Delaware Corporation

By: ______________________
Donald J. Trump, President

cRGERPL.AO)

EXHIBIT 1

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

OF

MALC, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is MALC, INC.

2. The certificate of incorporation of the corporation is hereby amended by adding the following provisions thereto:

"TWELFTH: MALC, Inc. is the successor by merger with The Mar-A-Lago Club, Inc., a Florida corporation, pursuant to Section 252 of the General Corporation Law of Delaware, and has succeeded to the interests of The Mar-A-Lago Club, Inc. in and to the land and the improvements thereon located in Palm Beach, Florida, which are operated as a country club known as The Mar-A-Lago Club (the "Club").

"THIRTEENTH: Until the Club operates at a break-even point, or profitability for three (3) consecutive years, Donald J. Trump shall pay any and all real estate taxes, maintenance costs, insurance premiums, and similar expenses to the extent the Club is unable to meet such obligations.

"FOURTEENTH: A separate fiduciary account shall be established by the Club into which ten percent (10%) of all gross revenues from the guest suites shall be deposited and used exclusively for maintenance and restoration purposes.

"FIFTEENTH: If the Club use is unintentionally abandoned for a period of one (1) year after the Club has been in operation, or is intentionally abandoned at any time, the use of the land upon which the Club is erected shall revert to a single family residence and the ownership of Donald J. Trump. ByLaws and/or documents relating to the Club membership shall include an agreement to be executed by Club members acknowledging their understanding of and consent to the terms of this agreement, and specifically agreeing to the reversion of the land to Donald J. Trump, and its return of the land to use as a single family residence, in the event of intentional or unintentional abandonment of the Club use. The owner of the Club, Donald J. Trump, the Club and Club members shall agree to hold the Town of Palm Beach, Florida harmless from any liability or claim against the Town of Palm Beach, Florida resulting from the enforcement of the terms of this agreement, the reversion to single family use, the reversion to Donald J. Trump or any other claims resulting therefrom."

3. The amendments of the certificate of incorporation of the corporation herein certified were duly adopted, pursuant to the provisions of Section 241 of the General Corporation

Law of the State of Delaware, by at least a majority of the directors who have been elected and qualified. The corporation has not received payment for any stock.

Signed on April 11, 1995.

Donald J. Trump, President

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