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MERGER OR SHARE EXCHANGE

PRE-5-18-01 OPERATOR OF ORANGE PARK COUNTRY CLUB, IN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**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>OK Per 5-18-01 Operator of Orange Park Country Club, Inc.</u>	<u>Oklahoma</u>	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Per 5-18-01 Operator of Orange Park Country Club, Inc.</u>	<u>Florida</u>	<u>P93000043875</u>

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 8/26/09

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 8/10/09

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 CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & Title

Pre 5-15-01 Operator of
Orange Park Country Club, *Ingrid Keiser*
or Pre 5-15-01 Operator of
Orange Park Country Club, *Ingrid Keiser*

Ingrid Keiser, Secretary

Ingrid Keiser, Secretary

**FLORIDA PLAN OF MERGER
OF
PRE 5-18-01 OPERATOR OF ORANGE PARK COUNTRY CLUB, INC.
INTO
OK PRE 5-18-01 OPERATOR OF ORANGE PARK COUNTRY CLUB, INC.**

PLAN OF MERGER APPROVED on August 10, 2009 by Pre 5-18-01 Operator of Orange Park Country Club, Inc., a corporation of the State of Florida, and by resolution adopted by its Board of Directors on said date, and approved on August 10, 2009 by OK Pre 5-18-01 Operator of Orange Park Country Club, Inc., a corporation of the State of Oklahoma, and by resolution adopted by its Board of Directors on said date.

1. Pre 5-18-01 Operator of Orange Park Country Club, Inc. and OK Pre 5-18-01 Operator of Orange Park Country Club, Inc. shall, pursuant to the provisions of the Florida General Corporation Law and Florida Business Corporation Act and of the laws of the State of Oklahoma, be merged with and into a single corporation, to wit, OK Pre 5-18-01 Operator of Orange Park Country Club, Inc. which shall be the surviving corporation upon the effective 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 the name OK Pre 5-18-01 Operator of Orange Park Country Club, Inc. The surviving corporation shall be governed by the laws of the State of Oklahoma, which is the jurisdiction of its organization. The separate existence of Pre 5-18-01 Operator of Orange Park Country Club, Inc. which is sometimes hereinafter referred to as the "terminating corporation," shall cease upon the effective date of the merger in accordance with the provisions of the Florida General Corporation Law and Florida Business Corporation Act.
2. The articles of incorporation of the surviving corporation as in force and effect upon the effective date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the jurisdiction of its organization.
3. The bylaws of the surviving corporation as in force and effect upon the effective date of the merger will be the bylaws 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 jurisdiction of its organization.
4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
5. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into 1,000 shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.
6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the provisions of

the Texas Business Corporation Act and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the laws of the jurisdiction of its organization.

7. In the event that the Plan of Merger shall have been approved by the shareholders of the terminating corporation and the merger shall have been authorized by their duly adopted resolution in the manner prescribed by the provisions of the Florida General Corporation Law and Florida Business Corporation Act, and in the event that the Plan of Merger shall have been approved by the shareholders of the surviving corporation in compliance with the provisions of the laws of the jurisdiction of its organization, the terminating 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 Texas and of the State of Oklahoma, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the terminating 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 Plan of Merger or of the merger herein provided for.

9. The surviving corporation will be responsible for the payment of all fees and franchise taxes required by law, and that the surviving corporation will be obligated to pay such fees and franchise taxes if the same are not timely paid.