P93000071317

6/25/2015 Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H15000156783 3)))

H15000156783ABC3

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)617-6380

From:
Account Name : ROGERS, TOWERS, BAILEY, ET AL
Account Number : 076666002273
Phone : (904)398-3911
Fax Number : (904)396-0663

FILED
2015 JUN 26 PM 3:00

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

MERGER OR SHARE EXCHANGE
Ponte Vedra Lodge, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	~~$68.75~~

90.00

JUN 26 2015
A RAMSEY

Electronic Filing Menu Corporate Filing Menu Help

FILED
2015 JUN 26 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
THE LODGE AT PONTE VEDRA BEACH, LLC
INTO
PONTE VEDRA LODGE, INC.

Pursuant to the provisions of Sections 607.1108 and 607.1109, Florida Statutes, and Sections 605.1022 and 605.1025, Florida Statutes, the undersigned companies adopt the following Articles of Merger for the purpose of merging **THE LODGE AT PONTE VEDRA BEACH, LLC**, a Florida limited liability company, into **PONTE VEDRA LODGE, INC.**, a Florida corporation.

1. Attached hereto as Exhibit "A" and incorporated herein by reference as fully as if set forth herein verbatim is a copy of the Plan of Merger to effect the merger of **THE LODGE AT PONTE VEDRA BEACH, LLC** into **PONTE VEDRA LODGE, INC. PONTE VEDRA LODGE, INC.** shall be the surviving corporation.

2. The effective date of this merger shall be 3:00 p.m. EDT on June 26, 2015 or, if later, the date upon which these Articles of Merger are filed with the Florida Secretary of State.

3. The Plan of Merger referred to in Paragraph 1 above was duly approved and adopted in the manner prescribed by the applicable provisions of Chapter 607, Florida Statutes, by the Board of Directors of **PONTE VEDRA LODGE, INC.** and by the Sole Shareholder of **PONTE VEDRA LODGE, INC.** by written consent without a meeting dated June 26, 2015.

4. The Plan of Merger referred to in Paragraph 1 above was duly approved and adopted in the manner prescribed by the applicable provisions of Chapter 605, Florida Statutes,

by the Sole Member of **THE LODGE AT PONTE VEDRA BEACH, LLC**, by written consent without a meeting dated June 26, 2015.

IN WITNESS WHEREOF, PONTE VEDRA LODGE, INC. and **THE LODGE AT PONTE VEDRA BEACH, LLC** have caused these Articles of Merger to be signed in their company names as of the 26th day of June, 2015.

PONTE VEDRA LODGE, INC.

By: _____
Jack C. Lueders, Jr.
Vice President

THE LODGE AT PONTE VEDRA BEACH, LLC

By: PONTE VEDRA LODGE, INC., its sole member

By: _____
Jack C. Lueders, Jr.
Vice President

EXHIBIT "A"

PLAN OF MERGER

(Attached)

PLAN OF MERGER

This Plan of Merger is a Plan of Liquidation dated as of the 26th day of June, 2015, pursuant to Sections 607.1108 and 605.1022, Florida Statutes, for the merger of **THE LODGE AT PONTE VEDRA BEACH, LLC**, a Florida limited liability company, into **PONTE VEDRA LODGE, INC.**, a Florida corporation. **PONTE VEDRA LODGE, INC.** is to be the surviving corporation.

BACKGROUND

(1) **THE LODGE AT PONTE VEDRA BEACH, LLC** is a Florida limited liability company. All of the issued and outstanding membership interests of **THE LODGE AT PONTE VEDRA BEACH, LLC** are owned by **PONTE VEDRA LODGE, INC.**

(2) Economies of operation and savings in administrative expenses can be achieved by merging **THE LODGE AT PONTE VEDRA BEACH, LLC** and **PONTE VEDRA LODGE, INC.** into a single corporation.

MERGER PROVISIONS

In accordance with the provisions of this Plan of Merger, the Florida Business Corporation Act and the Florida Revised Limited Liability Company Act, at the Effective Time (as defined below), **THE LODGE AT PONTE VEDRA BEACH, LLC** shall be merged into **PONTE VEDRA LODGE, INC.** (the "Merger") and the separate limited liability company existence of **THE LODGE AT PONTE VEDRA BEACH, LLC** shall cease and **PONTE VEDRA LODGE, INC.** (the "Surviving Corporation") shall continue its corporate existence as a Florida corporation pursuant to the laws of Florida (**PONTE VEDRA LODGE, INC.** and **THE LODGE AT PONTE VEDRA BEACH, LLC** are herein collectively referred to as the "Constituent Companies").

1. The Merger shall become effective as of 3:00 p.m. EDT on June 26, 2015 or, if later, the date upon which Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").

2. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of each of the Constituent Companies. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of each of the Constituent Companies shall be vested in the Surviving Corporation without further act or deed subject, however, to the limitations on the powers of **PONTE VEDRA LODGE, INC.** imposed by its Articles of Incorporation and Florida law. The title to and any interest in all real and personal property vested in any of the Constituent Companies shall not revert or in any way be impaired by reason of the Merger.

3. All obligations belonging to or due to each of the Constituent Companies shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all obligations of each of the Constituent Companies existing as of the Effective Time.

4. The Articles of Incorporation of **PONTE VEDRA LODGE, INC.** in effect immediately prior to the Effective Time shall continue to be the Articles of Incorporation of the Surviving Corporation.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise, each issued and outstanding membership interest of **THE LODGE AT PONTE VEDRA BEACH, LLC** shall be cancelled without payment of any consideration and without any conversion.

6. The members of **THE LODGE AT PONTE VEDRA BEACH, LLC** who dissent from the merger of **THE LODGE AT PONTE VEDRA BEACH, LLC** into **PONTE**

VEDRA LODGE, INC. pursuant to Section 605.1006, Florida Statutes, may be entitled, if they comply with the provisions of the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, regarding the rights of dissenting members, to be paid the fair value of their membership interests. By the signing of the Certification set forth below, **PONTE VEDRA LODGE, INC.**, as the sole member of **THE LODGE AT PONTE VEDRA BEACH, LLC**, hereby expressly waives all mailing and notification requirements with respect to such rights, as well as the rights under Section 605.1023(4), Florida Statutes, and waives any and all rights to dissent and be paid fair value for its membership interest.

7. This Plan of Merger may be abandoned without approval of the shareholders of **PONTE VEDRA LODGE, INC.** at any time prior to filing the Articles of Merger. The procedure for abandoning the Plan of Merger shall be the adoption of a resolution to abandon the merger by the Board of Directors of **PONTE VEDRA LODGE, INC.** or the sole member of **THE LODGE AT PONTE VEDRA BEACH, LLC** followed by written notice to the other entity party to the Merger.

[*Intentionally left blank*]

CERTIFICATION

PONTE VEDRA LODGE, INC. hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of **PONTE VEDRA LODGE, INC.** on the 26th day of June, 2015.

PONTE VEDRA LODGE, INC.

By: _____
Jack C. Lueders, Jr.
Vice President

THE LODGE AT PONTE VEDRA BEACH, LLC hereby certifies that the foregoing Plan of Merger was adopted and approved by the Sole Member of **THE LODGE AT PONTE VEDRA BEACH, LLC** on the 26th day of June, 2015.

THE LODGE AT PONTE VEDRA BEACH, LLC

By: PONTE VEDRA LODGE, INC., its sole member

By: _____
Jack C. Lueders, Jr.
Vice President

PONTE VEDRA LODGE, INC. hereby certifies that the foregoing Plan of Merger was adopted and approved by **PONTE VEDRA LODGE, INC.**, the sole member of **THE LODGE AT PONTE VEDRA BEACH, LLC** on the 26th day of June, 2015.

PONTE VEDRA LODGE, INC.

By: _____
Jack C. Lueders, Jr.
Vice President