

P97000049412

Division of Corporations

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MERGER OR SHARE EXCHANGE

Stetson Family Camp, LLC

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

JAN 03 2005 9:02

January 3, 2005

STETSON CAMP CORPORATION
705 CARNOUSTIE TERRACE
VENICE, FL 34293

SUBJECT: STETSON CAMP CORPORATION
REF: P97000049412

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

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**ARTICLES OF MERGER
OF
STETSON CAMP CORPORATION
INTO
STETSON FAMILY CAMP, LLC**

UNDER SECTION 607.1109 OF THE FLORIDA BUSINESS CORPORATION ACT

The undersigned, being the President of the Stetson Camp Corporation, and the sole member of the Stetson Family Camp, LLC, state that:

1. The name, address, jurisdiction of formation or organization and other identifying information of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction and Applicable Numbers</u>
Stetson Camp Corporation 7333 Scotland Way Sarasota, Florida 34238 Document Number FEI Number	Florida P97000049412 593506627
Stetson Family Camp, LLC 1602 Euclid Avenue Syracuse, New York 13224	Delaware

2. The name, address and jurisdiction of formation or organization of the surviving entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Stetson Family Camp, LLC 1602 Euclid Avenue Syracuse, New York 13224	Delaware

3. The Plan of Merger is attached to these Articles and meets the requirements of Section 607.1108 of the Florida Business Corporation Act, and has been approved by Stetson Camp Corporation in accordance with Section 607 of the Florida Business Corporation Act.

4. The Plan of Merger attached to these Articles of Merger meets the requirements of and has been approved in accordance with the laws of the State of Delaware, the jurisdiction of Stetson Family Camp, LLC.

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5. Stetson Family Camp, LLC hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders of the Stetson Camp Corporation.

6. Stetson Family Camp, LLC agrees to promptly pay the dissenting shareholders of Stetson Camp Corporation the amount, if any, to which they are entitled under Sections 607.1302 of the Florida Business Corporation Act.

7. The merger is permitted under the laws of all applicable jurisdictions and is not prohibited by any agreements or articles of organization of the constitute entities.

8. The merger shall be effective upon the filing of these Articles of Merger with the Department of State of Florida.

9. These Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

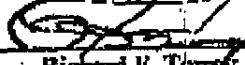
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IN WITNESS WHEREOF, I signed these Articles of Merger on December 30, 2004, and affirm under the penalties of perjury that the statements contained in this Certificate are true.

Stetson Camp Corporation

By: 
Richard F. Torrey, President

Stetson Family Camp, LLC

By: Stetson Family Trust

Richard F. Torrey,
Trustee

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CLERK OF COURT
SOUTH CAROLINA

Plan of Merger

Between

Stetson Camp Corporation

&

Stetson Family Camp, LLC

Dated December 30, 2004

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PLAN OF MERGER

This **PLAN OF MERGER** (this "Agreement") dated this 30th day of December 2004, is entered into between **Stetson Camp Corporation**, a Florida corporation ("Stetson Corp") and **Stetson Family Camp, LLC**, a Delaware limited liability company ("Camp LLC"), pursuant to Section 607.1101 *et. seq.* of the Florida Business Corporation Act (the "Corporation Act") and Section 18-209 of the Delaware Limited Liability Company Act (the "LLC Act").

RECITALS

WHEREAS, the Stetson Family Trust (the "Trust") is the sole shareholder of the Stetson Corp and is the sole member of Camp LLC (the "Owner");

WHEREAS, the Trust desires to merge Stetson Corp into Camp LLC (the "Merger") pursuant to the terms set forth below; and

WHEREAS, Section 607.1101 *et. seq.* of the Corporation Act and Section 18-209 of the LLC Act permit the Merger.

NOW, THEREFORE, the constituent entities, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of the Merger and mode of carrying the same into effect as follows:

Section 1 Incorporation of Recitals. The parties hereto hereby incorporate the above recitals as if they were set forth herein.

Section 2 Merger. Stetson Corp shall merge into Camp LLC, which shall be the surviving entity.

Section 3 Certificate of Formation, Camp LLC. The Certificate of Formation of Camp LLC, as in effect on the date of the Merger, shall continue in full force and effect as the Certificate of Formation of Camp LLC after the Merger.

Section 4 Converting Membership Interests, Stetson Corp. All of the ownership interest in Stetson Corp, existing on the effective date of the Merger, and all rights in respect thereof, shall forthwith be changed and converted into membership interests in Camp LLC on a one for one basis. After the Merger, the Trust shall have and own 100% of the membership interest in Camp LLC.

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Section 5 Terms and Conditions. The terms and conditions of the Merger are as follows:

(a) *Surrender of Stetson Corp Stock.* The Trust shall surrender its stock in Stetson Corp and shall continue to own all of the membership interest in Camp LLC.

(b) *Effective Date of the Merger.* The Merger shall become effective upon filing with the Secretary of State of Delaware and the Department of State of Florida the Certificate of Merger of Stetson Camp Corporation into Stetson Family Camp, LLC and the Articles of Merger of Stetson Camp Corporation into Stetson Family Camp, LLC, respectively.

(c) *Transfer of Property, Rights and Privileges.* Upon the Merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of Stetson Corp shall be transferred to, vested in and devolve upon Camp LLC without further act or deed and all property, rights, and every other interest of Stetson Corp shall be the property of Camp LLC. Stetson Corp hereby agrees from time to time, as and when requested by Camp LLC or by its successors or assignees, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action Camp LLC may deem necessary or desirable in order to (1) vest in and confirm to Camp LLC title to and possession of any property of Stetson Corp and (2) carry out the intent and purposes of this Agreement.

(d) *Waiver of all Notices for Meetings.* The Trust, as the sole shareholder of the Stetson Corp and the sole member of the Camp LLC, hereby waives all notice requirements for the Merger as required by either the Corporation Act or the LLC Act.


Section 6 Termination and Amendment. Notwithstanding anything contained in this Agreement to the contrary, this Agreement may be terminated and abandoned by either party at any time prior to the date of filing the Certificate of Merger with the Secretary of State of Delaware or the Articles of Merger the Department of State of Florida. This Agreement may be amended by the unanimous agreement of the parties at any time prior to the date of filing the Certificate of Merger with the Secretary of State of Delaware or the Articles of Merger with the Department of State of Florida, provided that an amendment made subsequent to the adoption of this Agreement by the parties shall not alter or change any term of the Certificate of Formation of Camp LLC to be effected by the Merger.

Section 7 Sole Member of Camp LLC. The Trust shall be the sole member of Camp LLC. Camp LLC will be managed by its sole member (i.e., the Trust). The principal address of the sole member (i.e., the Trust) is Attention Richard F. Torrey, 7333 Scotland Way, Sarasota, Florida 34238.

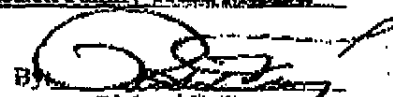
IN WITNESS WHEREOF, pursuant to the approval and authority duly given by unanimous written consent of the board of directors and sole shareholder of the Stetson Corp and the sole member of Camp LLC, the parties to this Plan of Merger have caused this Agreement to be executed on the date first set forth above.

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Stetson Camp Corporation

By: 
Richard F. Torrey, President

Stetson Family Camp, LLC

By: Stetson Family Trust, Member

Richard F. Torrey,
Trustee