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CORPORATION(S) NAME

9/30/99

HARVEST GROVES INC., a FLORIDA CORPORATION

Melzer

MERGING INTO:

WALT DISNEY WORLD HOSPITALITY & RECREATION CORPORATION

☐ Profit

☐ NonProfit

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

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Jeffrey Butterfield

ARTICLES OF MERGER
Merger Sheet

MERGING:

HARVEST GROVES, INC., a Florida corporation 506507

INTO

WALT DISNEY WORLD HOSPITALITY & RECREATION CORPORATION, a
Florida entity, P97000071478

File date: September 28, 1999, effective September 30, 1999

Corporate Specialist: Annette Ramsey

EXPIRATION DATE
9/30/99

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
HARVEST GROVES, INC., a Florida corporation
WITH AND INTO
WALT DISNEY WORLD HOSPITALITY & RECREATION CORPORATION,
a Florida corporation

The undersigned corporations, pursuant to Section 607.1104 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

FIRST: Walt Disney World Hospitality & Recreation Corporation is the surviving corporation (the "Surviving Corporation") and is a corporation duly organized and existing under the laws of the state of Florida.

SECOND: Harvest Groves, Inc. is the merging corporation (the "Merging Corporation") and is a corporation duly organized and existing under the laws of the state of Florida.

THIRD: The Surviving Corporation is the holder of 100% of the issued and outstanding capital stock of the merging Corporation.

FOURTH: The Plan of Merger is attached hereto as Annex 1.

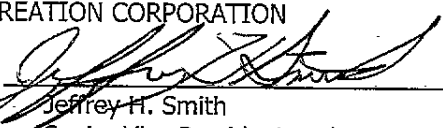
FIFTH: The merger shall become effective at 11:59 p.m. E.D.T. on the 30th day of September, 1999.

SIXTH: The Plan of Merger was adopted by the board of directors and the sole shareholder of the Surviving Corporation on September 24, 1999.

SEVENTH: Approval of the Board of Directors or the sole shareholder of the Merging Corporation was not required for adoption of the Plan of Merger, pursuant to Section 607.1104, Florida Statutes.

Signed this 27th day of September, 1999.

WALT DISNEY WORLD HOSPITALITY &
RECREATION CORPORATION

By: 

Jeffrey H. Smith

Its:

Senior Vice President and
Deputy General Counsel

HARVEST GROVES, INC.

By: 

Lee Schmudde

Its:

Vice President

ANNEX 1

PLAN OF MERGER

BY AND BETWEEN

HARVEST GROVES, INC.

AND

WALT DISNEY WORLD HOSPITALITY & RECREATION CORPORATION

This Plan of Merger is submitted pursuant to Section 607.1104 of the Florida Business Corporation Act.

WHEREAS, Walt Disney World Hospitality & Recreation Corporation, (the "Parent Corporation") is a corporation duly organized and existing under the laws of the state of Florida;

WHEREAS, Harvest Groves, Inc. (the "Subsidiary Corporation") is a corporation duly organized and existing under the laws of the state of Florida;

WHEREAS, the Parent Corporation is the holder of 100% of the issued and outstanding capital stock of the Subsidiary Corporation;

WHEREAS, the Board of Directors of the Parent Corporation has determined that it is advisable and to the mutual advantage for the Subsidiary Corporation to merge with and into the Parent Corporation under the terms and conditions herein provided; and

WHEREAS, this merger is being consummated in order to recognize certain financial and administrative efficiencies and is intended to be treated as a tax-free transaction governed by Internal Revenue Code Section 332.

NOW, THEREFORE, in consideration of the mutual covenants, warranties, agreements and provisions set forth herein, the parties agree as follows:

FIRST: The Subsidiary Corporation shall be merged with and into the Parent Corporation (the "Merger"). The Parent Corporation shall continue its corporate existence under the laws of the state of Florida.

SECOND: Each share of the common stock of the Parent Corporation, which shall be issued and outstanding on the effective date of the Merger, shall remain issued and outstanding.

THIRD: Each share of the common stock of the Subsidiary Corporation, which shall be issued and outstanding on the effective date of the Merger, and all rights in respect thereto shall be canceled and no shares of the Parent Corporation shall be issued in exchange therefor.

FOURTH: The terms and conditions of the Merger are as follows:

(1) The Articles of Incorporation of the Parent Corporation in effect immediately prior to the effective date of the Merger shall continue in full force and effect as the Articles of Incorporation of the Parent Corporation.

(2) The Bylaws of the Parent Corporation in effect immediately prior to the effective date of the Merger shall be and remain the Bylaws of the Parent Corporation until the same shall be altered, amended and/or repealed as therein provided.

(3) Upon the Merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and all other assets, rights and interests of every kind and description of the Subsidiary Corporation shall be transferred to, vested in and devolve upon the Parent Corporation without further act or deed.

(4) The Subsidiary Corporation shall from time to time, as and when requested by the Parent Corporation or by its successors or assigns, execute and deliver or cause to be executed and delivered all such deeds and instruments and take or cause to be taken such further or other action as the Parent Corporation may deem necessary or desirable in order to vest in and confirm to the Parent Corporation title to and possession of all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind of the Subsidiary Corporation acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of the Subsidiary Corporation and the proper officers and directors of the Parent Corporation are fully authorized in the name of the Subsidiary Corporation or otherwise to take any and all such action.

(5) The effect of the Merger is as prescribed by law.

(6) The Merger shall become effective at 11:59 p.m. E.D.T. on the 30th day of September, 1999.

FIFTH: At any time before or after approval and adoption by the Board of Directors of the Parent Corporation and prior to the effective date of the Merger, the Plan of Merger may be amended in any manner permitted under applicable law as may be determined in the judgement of the Board of Directors of the Parent Corporation to be necessary, desirable, or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purposes and intent of the Plan of Merger; provided, however, that such amendment may not, in the judgement of the Board of Directors of the Parent Corporation, materially adversely affect the rights and interests of the shareholders of the Parent Corporation.

SIXTH: At any time before the effective date of the Merger, the Plan of Merger may be terminated and the Merger may be abandoned by the Board of Directors of the Parent Corporation.