

P 97000053176

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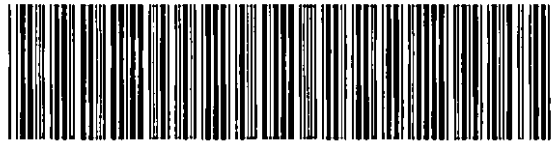
(Business Entity Name)

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18 SEP -6 PM 2:12
CLERK OF COURT
CLERK OF COURT

Merger

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Santa Fe Pacific Trust, Inc.

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Valerie Meier

Contact Person

Santa Fe Pacific Trust, Inc.

Firm/Company

PO Box 81200

Address

Albuquerque, NM 87198-1200

City/State and Zip Code

vmeier@gulfstreamgroup.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Valerie Meier or Nerissa Whittington

Name of Contact Person

At (505) 255-5422

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
18 SEP - 6 PM 2:18
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF MERGER
(Profit Corporations)
of
SPRINGS RESORT MANAGEMENT, INC.
(a Colorado corporation)
into
SANTA FE PACIFIC TRUST, INC. p 97000083176
(a Florida corporation)

Pursuant to Section 607.1105, Florida Statutes, the following Articles of Merger are submitted in accordance with the Florida Business Corporation Act.

SURVIVING CORPORATION

The name and jurisdiction of the surviving corporation is Santa Fe Pacific Trust, Inc., a Florida corporation, with a Document Number of P97000083176 (the "Surviving Corporation").

MERGING CORPORATION

The name and jurisdiction of the merging corporation is Springs Resort Management, Inc., a Colorado corporation (the "Merging Corporation").

PLAN OF MERGER

The Plan of Merger is attached hereto as Exhibit A.

EFFECTIVE DATE

The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

ADOPTION OF MERGER

On June 22, 2018, the Board of Directors of the Surviving Corporation adopted the Plan of Merger and recommended such Plan of Merger to the shareholders of the Surviving Corporation for approval, and on June 22, 2018, such shareholders approved the Plan of Merger.


On June 22, 2018, the Board of Directors of the Merging Corporation adopted the Plan of Merger and recommended such Plan of Merger to the shareholders of the Merging

Corporation for approval, and on June 22, 2018, such shareholders adopted the Plan of Merger.

There are no dissenting shareholders of the Merging Corporation and Surviving Corporation; and, therefore, no appraisal rights are triggered by virtue of the Plan of Merger.

Dated: June 22, 2018

**SPRINGS RESORT MANAGEMENT,
INC., a Colorado corporation**

By: 
Name: Vanessa L. Whittington
Title: As is Director

**SANTA FE PACIFIC TRUST
INC., a Florida corporation**

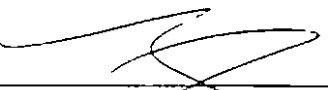
By: 
Name: Vanessa L. Whittington
Title: As is Secretary

Exhibit A

PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. **Surviving Corporation; Merging Corporation; Merger.**

(a) The name and jurisdiction of the surviving corporation is Santa Fe Pacific Trust, Inc., a Florida corporation ("SEPT") and, upon consummation of the Merger (as defined below), the "Surviving Corporation").

(b) The name and jurisdiction of the merging corporation is Springs Resort Management, Inc., a Colorado corporation ("SRMI" and the "Merging Corporation").

(c) Merger. The names of the entities which are to be merged are SRMI and SEPT. Subject to the terms and conditions of this Plan of Merger and in accordance with the provisions of the Florida Business Corporation Act ("FBCA"), at the Effective Time (as hereinafter defined), SRMI shall be merged with and into SEPT, the separate existence of SRMI shall cease and SEPT shall be the surviving corporation and as such shall continue its existence under the laws of the State of Florida.

(d) Continuation of Corporate Existence. The corporate existence and identity of the Surviving Corporation, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the Merger and the corporate existence and identity of SRMI with all its purposes, powers, franchises, privileges, rights and immunities, at the Effective Time, shall be merged with and into that of SEPT and the Surviving Corporation shall be vested fully therewith and the separate corporate existence and identity of SRMI shall thereafter cease, except to the extent continued by statute.

2. **Effective Time.** The Merger shall become effective at the time of filing of the Articles of Merger with the Department of State of the State of Florida in accordance with the relevant provisions of the FBCA (the "Effective Time").

3. **Corporate Governance.**

(a) The Articles of Incorporation of SEPT, as in effect at the Effective Time, shall continue in full force and effect and shall be the Articles of Incorporation of the Surviving Corporation.

(b) The Bylaws of SEPT, as in effect at the Effective Time, shall continue in full force and effect and shall be the Bylaws of the Surviving Corporation.

(c) The members of the Board of Directors and the Officers of SFPT immediately preceding the Effective Time shall be the persons holding such positions for Surviving Corporation as of and immediately following the Effective Time.

4. **No Appraisal Rights.** There are no dissenting shareholders of the Merging Corporation and Surviving Corporation. Therefore, no appraisal rights are triggered by virtue of this Plan of Merger.

5. **Effect on Capital Stock.**

(a) At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each share of common stock, no par value, of SFPT outstanding immediately prior to the Effective Time, shall be converted into the right to receive one validly issued, fully paid and nonassessable common share, no par value, of the Surviving Corporation.

(b) At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each share of common stock, no par value, of SRMI ("SRMI Common Stock") issued and outstanding immediately prior to the Effective Time (other than shares of SRMI Common Stock held in SRMI's treasury) shall be converted into the right to receive .12 shares of validly issued, fully paid and non-assessable common stock, no par value, of the Surviving Corporation (the "Merger Consideration").

(c) As a result of the Merger and without any action on the part of the holders thereof, at the Effective Time, all shares of SRMI Common Stock shall cease to be outstanding and shall be canceled and retired and shall cease to exist, and each holder of a certificate previously representing any such shares of SRMI Common Stock shall thereafter cease to have any rights with respect to such shares of SRMI Common Stock, except the right to receive the Merger Consideration payable in respect of such shares of SRMI Common Stock.

(d) At the Effective Time, each share of SRMI Common Stock issued and held in SRMI's treasury and each share of SRMI Common Stock issued and owned immediately prior to the Effective Time by the Merging Corporation or SFPT (or any of their respective direct or indirect wholly owned subsidiaries) shall, by virtue of the Merger, cease to be outstanding and shall be canceled and retired and no common stock of SFPT or other consideration shall be delivered in exchange therefor.

6. **Transfer of Property.** Upon the Effective Time, all property, real, personal, intangible and mixed, of SRMI, and all debts due, as well as all other things and causes of action belonging to SRMI, shall be vested in the Survivor, and shall thereafter be the property of the Surviving Corporation as they were of SRMI, and the title to any real property vested by deed or otherwise, shall not revert or be in any way impaired by reason of the Merger, but rather shall immediately vest in the Surviving Corporation without further action by SRMI or SFPT. All rights of creditors and all liens upon any property of SRMI shall be preserved unimpaired, and all debts, liabilities and duties of SRMI that have merged shall attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if the debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.