



P980 0083958

ACCOUNT NO. : 072100000032

REFERENCE : 212804 10234A

AUTHORIZATION :

COST LIMIT : \$ 93.75

ORDER DATE : July 6, 2001

ORDER TIME : 10:54 AM

ORDER NO. : 212804-005

300004464733--4

CUSTOMER NO: 10234A

CUSTOMER: Thomas W. Conely, Iii, Esq  
Conely & Conely, P.a.  
Post Office Drawer 1367

Okeechobee, FL 34973-1367

ARTICLES OF MERGER

ACHIEVEMENT ENTERPRISES, L.L.C

INTO

AWESOME R.V. RANCH, CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS:

JB  
7-10-01

APPROVED  
AND  
FILED  
01 JUL -9 PM 2:06  
RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 JUL -9 PM 12:18  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 9, 2001

CSC  
NORMA HULL

SUBJECT: ACHIEVEMENT ENTERPRISES, L.L.C.  
Ref. Number: L98000002065

We have received your document for ACHIEVEMENT ENTERPRISES, L.L.C. and the authorization to debit your account in the amount of \$93.75. However, the document has not been filed and is being returned for the following:

The articles of merger must state who the survivor will be.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 901A00040430

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ACHIEVEMENT ENTERPRISES, L.L.C., A FLORIDA ENTITY, L98000002065

AWESOME LAND DEVELOPMENT, L.L.C., A FLORIDA ENTITY,  
L99000003186

INTO

**AWESOME R.V. RANCH, CORP.**, a Florida entity, P98000083958

File date: July 9, 2001

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 93.75

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TALLAHASSEE, FLORIDA

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AND  
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**ARTICLES OF MERGER**  
**between**  
**ACHIEVEMENT ENTERPRISES, L.L.C.**  
**and**  
**AWESOME LAND DEVELOPMENT, L.L.C**  
**and**  
**AWESOME R. V. RANCH, CORP.**

The undersigned, being the manager of ACHIEVEMENT ENTERPRISES, L.L.C., a Florida limited liability company, and AWESOME LAND DEVELOPMENT, L.L.C., a Florida limited liability company, and the president of AWESOME R. V. RANCH, CORP., a Florida corporation, hereby executes these Articles of Merger, which shall be filed in the office of the Florida Department of State.

**ARTICLE I**  
**Plan of Merger**

A copy of the Plan of Merger is attached as Exhibit "A".

AWESOME R.V. RANCH, CORP., shall be the surviving business entity of the merger.

**ARTICLE II**  
**Approval**

A. The Plan of Merger was adopted by ACHIEVEMENT ENTERPRISES, L.L.C., at a meeting of its members held on June 30, 2001. The number of votes cast in favor of the merger was sufficient for approval. The vote was unanimous for approval of the Plan of Merger.

B. The Plan of Merger was adopted by AWESOME LAND DEVELOPMENT, L.L.C., at a meeting of its members held on June 30, 2001. The number of votes cast in favor of the merger was sufficient for approval. The vote was unanimous for approval of the Plan of Merger.

C. The Plan of Merger was adopted by AWESOME R. V. RANCH, CORP., at a meeting of its directors and stockholders held on June 30, 2001. The number of votes cast in favor of the merger was sufficient for approval. The vote was unanimous for approval of the Plan of Merger.

**ARTICLE III**  
**Effective Date**

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

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger on June 30, 2001.

ACHIEVEMENT ENTERPRISES, L.L.C.  
a Florida limited liability company

By: Lawrence W. Smith  
Lawrence W. Smith, Manager

AWESOME LAND DEVELOPMENT,  
L.L.C., a Florida limited liability company

By: Lawrence W. Smith  
Lawrence W. Smith, Manager

AWESOME R. V. RANCH, CORP.,  
a Florida corporation

By: Lawrence W. Smith  
Lawrence W. Smith, President

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AND  
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TALLAHASSEE, FLORIDA

**EXHIBIT "A"**

**PLAN OF MERGER  
OF  
ACHIEVEMENT ENTERPRISES, L.L.C.  
AND  
AWESOME LAND DEVELOPMENT, L.L.C.  
AND  
AWESOME R. V. RANCH, CORP.**

This is a plan of merger between ACHIEVEMENT ENTERPRISES, L.L.C., a Florida limited liability company, and AWESOME LAND DEVELOPMENT, L.L.C., a Florida limited liability company, and AWESOME R. V. RANCH, CORP., a Florida corporation.

**ARTICLE I  
Constituent Business Entities**

The names of each constituent business entity are ACHIEVEMENT ENTERPRISES, L.L.C., a Florida limited liability company, and AWESOME LAND DEVELOPMENT, L.L.C., a Florida limited liability company, and AWESOME R. V. RANCH, CORP., a Florida corporation..

**ARTICLE II  
Merger**

Pursuant to sections 607.1108, 608.438 and 608.4381, Florida Statutes, ACHIEVEMENT ENTERPRISES, L.L.C. and AWESOME LAND DEVELOPMENT, L.L.C., shall be merged into AWESOME R. V. RANCH, CORP.

**ARTICLE III  
Surviving Business Entity**

AWESOME R. V. RANCH, CORP, shall be the surviving business entity of the merger.

**ARTICLE IV  
Articles Of Incorporation of Surviving Business Entity**

The articles of incorporation of AWESOME R. V. RANCH, CORP., as in effect immediately prior to the merger, shall not be changed by the merger and shall continue to be its articles of incorporation subsequent to the merger.

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TALLAHASSEE, FLORIDA

**ARTICLE V**  
**Officers and Directors of Surviving Business Entity**

The officers and directors of AWESOME R. V. RANCH, CORP., immediately prior to the merger shall continue to be the officers and directors immediately following the merger.

**ARTICLE VI**  
**Conversion of Limited Liability Company Members' Units of Ownership**

The members of ACHIEVEMENT ENTERPRISES, L.L.C. and AWESOME LAND DEVELOPMENT, L.L.C. shall be issued one (1) share of common stock of AWESOME R. V. RANCH, CORP., for each unit of ownership owned in each respective limited liability company.

**ARTICLE VII**  
**Assets and Liabilities**

On the effective date of the merger, the separate existence of ACHIEVEMENT ENTERPRISES, L.L.C., and AWESOME LAND DEVELOPMENT, L.L.C., shall cease and AWESOME R. B. RANCH, CORP., shall, without further action, possess all of the rights and privileges of both limited liability companies existing immediately preceding the merger. All assets of any nature of ACHIEVEMENT ENTERPRISES, L.L.C., and AWESOME LAND DEVELOPMENT, L.L.C., shall, without further action, be vested in AWESOME R. V. RANCH, CORP., immediately following the merger. Following the merger, AWESOME R. V. RANCH, CORP., shall be responsible for all liabilities and obligations of ACHIEVEMENT ENTERPRISES, L.L.C., and AWESOME LAND DEVELOPMENT, L.L.C. Any claim existing or action or proceeding pending against ACHIEVEMENT ENTERPRISES, L.L.C., or AWESOME LAND DEVELOPMENT, L.L.C., or both, may be continued as if the merger did not occur or AWESOME R. V. RANCH, CORP., may be substituted for either or both ACHIEVEMENT ENTERPRISES, L.L.C., or AWESOME LAND DEVELOPMENT, L.L.C., in any such proceeding. Neither the rights of creditors of nor any liens upon the property of ACHIEVEMENT ENTERPRISES, L.L.C., or AWESOME LAND DEVELOPMENT, L.L.C., shall be impaired by the merger.

**ARTICLE VIII**  
**Effective Date of Merger**

The merger shall be effective upon the filing by the Florida Department of State of articles of merger, or at such other time specified in the articles of merger.

**ARTICLE IX**  
**Abandonment of Plan of Merger**

Notwithstanding anything to the contrary herein contained, this plan of merger may be terminated and abandoned by the manager and members of ACHIEVEMENT ENTERPRISES,

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L.L.C, or the manager and members of AWESOME LAND DEVELOPMENT, L.L.C, or the board of directors and shareholders of AWESOME R. V. RANCH, CORP., at any time prior to the filing of articles of merger.

IN WITNESS WHEREOF, this plan of merger has been executed by the undersigned manager and members of ACHIEVEMENT ENTERPRISES, L.L.C., and AWESOME LAND DEVELOPMENT, L.L.C., and the board of directors, and all officers and shareholders of AWESOME R. V. RANCH, CORP., on June 30, 2001.

WITNESSES:

*Ann Marie Conley*  
As to all parties  
*Joseph J. Conley*  
As to all parties

**ACHIEVEMENT ENTERPRISES, L.L.C.**

A Florida limited liability company

By *Lawrence W. Smith*  
Lawrence W. Smith, Manager/Member

By *Corinne J. Smith*  
Corinne J. Smith, Member

**AWESOME LAND DEVELOPMENT, L.L.C.**

A Florida limited liability company

By *Lawrence W. Smith*  
Lawrence W. Smith, Manager/Member

By *Corinne J. Smith*  
Corinne J. Smith, Member

By *Lawrence W. Smith II*  
Lawrence W. Smith, II, Member

**AWESOME R. V. RANCH, CORP.**

A Florida corporation

By *Lawrence W. Smith*  
Lawrence W. Smith, President/Director/Shareholder

By *Corinne J. Smith*  
Corinne J. Smith, Secretary/Director/Shareholder

*Lawrence W. Smith II*  
Lawrence W. Smith, II, Shareholder

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TALLAHASSEE, FLORIDA

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