

P98000085114

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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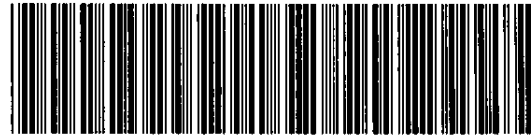
(Business Entity Name)

(Document Number)

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RECEIVED
10 DEC 14 PM 2:43
TALLAHASSEE, FL 32304
DIVISION OF CORPORATIONS
STATE OF FLORIDA

B. KOHR

DEC 14 2010

EXAMINER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 DEC 14 AM 8:55

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 12/14/2010

REF. #: 000164.138304

CORP. NAME: LAKE TOHO RESORT, INC.

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- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 537747 FOR \$ 70.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 DEC 14 AM 8:55

ARTICLES OF MERGER

The following articles of merger are submitted to merge the following Florida Profit Corporation in accordance with section 607.1109 Florida Statutes.

FIRST: The exact name, form/entity type, street address of its principal office, jurisdiction for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Lake Toho Resort, Inc. 1216 W. Washington Street Orlando, Florida 32805	Florida	Corporation

Florida Document/Registration Number: P98000085114 FBI Number: 59-3539377

2. Lake Toho Resort LLC	Delaware	Limited Liability Co.
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Delaware Document/Registration Number: SRV 101083240 – 4897690 File

SECOND: The exact name, form/entity type, street address of its principal office, jurisdiction of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Lake Toho Resort LLC	Delaware	Limited Liability Co.

Delaware Document/Registration Number: SRV 101083240 – 4897690 File

THIRD: The attached Plan of Merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State: _____.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

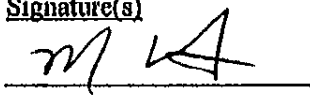
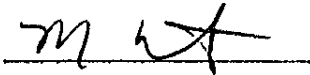
160 Greentree Drive, Suite 101, Dover, Delaware 19904

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or rights of dissenting shareholders of each domestic corporation that is a party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed/Printed Name/Title</u>
Lake Toho Resort, Inc.		Michael Crisante, President
Lake Toho Resort LLC		Michael Crisante, Managing Member

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381 and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Lake Toho Resort, Inc.	Florida	Corporation
Lake Toho Resort LLC	Delaware	Limited Liability Co.

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Lake Toho Resort LLC	Delaware	Limited Liability Co.

THIRD: The terms and conditions of the merger are as follows:

The Florida corporation and the Delaware limited liability company shall be merged into a single entity, in accordance with the applicable provisions of the laws of the State of Florida and the State of Delaware by the Florida corporation merging into the Delaware limited liability company, which shall be the surviving entity.

Upon the merger becoming effective as provided in the applicable laws of the State of Delaware and the State of Florida (the time when the merger shall so become effective being sometimes herein referred to as the "Effective Date of the Merger") the two Constituent Corporations shall be a single entity, which shall be LAKE TOHO RESORT LLC as the Surviving Entity, and the separate existence of LAKE TOHO RESORT, INC. shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another entity.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

- a) At and as of the Effective Date of the Merger, each authorized and outstanding membership share of LAKE TOHO RESORT LLC, by virtue of the merger and without any action on the part of the holder thereof, shall remain outstanding as one fully paid and nonassessable membership share of the Surviving Entity; and

- b) At and as of the Effective Date of the Merger, each authorized and outstanding share of common stock of LAKE TOHO RESORT, INC., by virtue of the merger and without any action on the part of the holder thereof, shall be cancelled.

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

N/A

SIXTH: If a limited liability company is the surviving entity, the name(s) and address(es) of the manager(s)/managing members are as follows:

Michael Crisante, Managing Member
1216 W. Washington Street
Orlando, Florida 32805

SEVENTH: All statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger: N/A

Lake Toho Resort, Inc.

Lake Toho Resort LLC

By: 
Michael Crisante, President

By: 
Michael Crisante, Managing Member