

Division of Corporations

Page 1 of 1

P99000077988

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Division of Corporations
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**MERGER OR SHARE EXCHANGE
SOLIVITA AT POINCIANCA GOLF CLUB, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

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

First: The name, jurisdiction, and document number of the Surviving Corporation is:

SOLIVITA AT POINCIANCA GOLF CLUB, INC., a Florida corporation, Document Number
P99000077988.

Second: The name, jurisdiction, and document number of the Merging Corporation is:

SOLIVITA AT POINCIANCA FOOD AND BEVERAGE, INC., a Florida corporation, Document Number
P99000078012.

Third: The plan of merger is attached.

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

Fifth: The Plan of Merger was adopted by the sole shareholder of the Surviving Corporation on December 30, 2013.

Sixth: The Plan of Merger was adopted by the sole shareholder of the Merging Corporation on December 30, 2013.

IN WITNESS WHEREOF, THE Surviving Corporation and the Merging Corporation have caused these Articles of merger to be signed by a duly authorized and elected officer of such corporation this 30th day of December, 2013.

Surviving Corporation:
SOLIVITA AT POINCIANA GOLF CLUB, INC.



Dave M. Gomez
Executive Vice President & General Counsel

Merging Corporation:
SOLIVITA AT POINCIANA FOOD AND BEVERAGE, INC.



Dave M. Gomez
Executive Vice President & General Counsel

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TALLAHASSEE, FLORIDA

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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.

First: The name, jurisdiction, and document number of the Surviving Corporation is:

SOLIVITA AT POINCIANCA GOLF CLUB, INC., a Florida corporation, Document Number
P99000077988.

Second: The name, jurisdiction, and document number of the Merging Corporation is:

SOLIVITA AT POINCIANCA FOOD AND BEVERAGE, INC., a Florida corporation, Document Number
P99000078012.

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

- (a) The sole shareholder of the Surviving Corporation and the Merging Corporation are the same and therefore, the Merger will have no effect on the ownership of either corporation.
- (b) The separate existence of the Merging Corporation shall cease at the effective time and date of the merger, and the Surviving Corporation shall continue its existence pursuant to the provisions of the Florida Business Corporation Act.
- (c) The Board of Directors and the proper officers of the Surviving Corporation and the Merging Corporation have been duly authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record all instruments, papers, documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The issued shares of the Merging Corporation shall not be converted in any manner, but each said share which is issued and outstanding immediately prior to the effective date and time of the merger shall be surrendered and extinguished.

H13000286022 3