

9508-1058

FEB 06 1995

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Entity Number 2590416

ACTING

Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCB:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Tanglwood Resort Master Association, Inc.

2. (Check and complete one of the following):

☒ The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Route 6 & 507, Unit 101, Tafton, Pennsylvania

Number and Street	City	State	Zip	County

(b) c/o s/a

Name of Commercial Registered Office Provider	County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

____ The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____

Number and Street	City	State	Zip	County

(b) c/o _____

Name of Commercial Registered Office Provider	County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

____ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip	County

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County
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Tanglwood Woodmont Association, Inc.	Route 6 & 507 Unit 101 Tafton Pa.	
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Tanglwood Lodge Association, Inc.	Route 6 & 507 Unit 101 Tafton Pa.	
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Tanglwood Golf Course Village Association, Inc.	Route 6 & 507 Unit 101 Tafton Pa.	
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Tanglwood Ski Village Association, Inc.	Route 6 & 507 Unit 101 Tafton Pa.	
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PA DEPT OF STATE
FEB 06 1995

4. (Check, and if appropriate complete, one of the following):

☒ The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

____ The plan of merger shall be effective on _____ at _____
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation Manner of adoption

Tanglwood Woodmont Association, Inc., Tanglwood/Lodge Club Association, Inc.,
Tanglwood Golf Course Village Association, Inc. and Tanglwood Ski Village
Association, Inc., all adopted by action of the board of directors of the
corporation pursuant to 15 Pa. C.S. Section 1924(b)(2).

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

☒ The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

____ Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street

City

State

Zip

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this _____ day of _____, 19____.

Tanglwood Lodge Club Association, Inc. Tanglwood Resort Master Association, Inc.

(Name of Corporation)

By: Josh R. Patto
(Signature)

By: Betty Sue Rpat
(Signature)

Title: Secretary

TITLE: Secretary

Tanglwood Golf Course Village Association, Inc.

Tanglwood Woodmont Association, Inc.

(Name of Corporation)

By: Josh R. Patto
(signature)

By: C. Dolores Menon
(Signature)

Title: Secretary

TITLE: Secretary

9508-1060

Tanglwood Ski Village Association, Inc.

By: Betty Lee Nyst
(signature)

Title: secretary

PLAN OF MERGER FOR TANGLWOOD RESORT MASTER ASSOCIATION, INC.

This plan constitutes the plan of merger of The Tanglwood Woodmont Association, Inc. which shall merge into and become part of Tanglwood Resort Master Association, Inc. This plan of merger shall be adopted at the October 26 , 1994 board meeting of the Board of Directors of Tanglwood Resort Master Association, Inc. to be held at Holiday Inn, Bethlehem, Pennsylvania.

This merger shall be given effect through the affirmative vote of the members present of both The Tanglwood Woodmont Association, Inc. and Tanglwood Resort Master Association, Inc.

Written notice shall be provided to members through the restatement of the plan, or a summary thereof, in the September 27, 1994, newsletter of Tanglwood Resort Master Association, Inc., which newsletter shall be forwarded to all members of the merging and surviving corporations.

It is not anticipated that any changes shall be made in the articles of Tanglwood Resort Master Association, Inc. This proposal was adopted by the Board of Directors of the merging and surviving corporations at the August 24, 1994 meeting of the Tanglwood Resort Master Association, Inc.

Any obligations or responsibility of The Tanglwood Woodmont Association, Inc. shall, by this merger, become the obligation and responsibility of Tanglwood Resort Master Association, Inc. Any rights or benefits currently or in the future accruing to The Tanglwood Woodmont Association, Inc. shall now, by virtue of this merger, become the obligation and responsibility of Tanglwood Resort Master Association, Inc.

PLAN OF MERGER FOR TANGLWOOD RESORT MASTER ASSOCIATION, INC.

This plan constitutes the plan of merger of The Tanglwood Lodge Club Association, Inc. which shall merge into and become part of Tanglwood Resort Master Association, Inc. This plan of merger shall be adopted at the October 26, 1994 board meeting of the Board of Directors of Tanglwood Resort Master Association, Inc. to be held at Holiday Inn, Bethlehem, Pennsylvania.

This merger shall be given effect through the affirmative vote of the members present of both The Tanglwood Lodge Club Association, Inc. and Tanglwood Resort Master Association, Inc.

Written notice shall be provided to members through the restatement of the plan, or a summary thereof, in the September 27, 1994, newsletter of Tanglwood Resort Master Association, Inc., which newsletter shall be forwarded to all members of the merging and surviving corporations.

It is not anticipated that any changes shall be made in the articles of Tanglwood Resort Master Association, Inc. This proposal was adopted by the Board of Directors of the merging and surviving corporations at the August 24, 1994 meeting of the Tanglwood Resort Master Association, Inc.

Any obligations or responsibility of The Tanglwood Woodmont Association, Inc. shall, by this merger, become the obligation and responsibility of Tanglwood Resort Master Association, Inc. Any rights or benefits currently or in the future accruing to The Tanglwood Lodge Club Association, Inc. shall now, by virtue of this merger, become the obligation and responsibility of Tanglwood Resort Master Association, Inc.

PLAN OF MERGER FOR TANGLWOOD RESORT MASTER ASSOCIATION, INC.

This plan constitutes the plan of merger of The Tanglwood Golf Course Village Association, Inc. which shall merge into and become part of Tanglwood Resort Master Association, Inc. This plan of merger shall be adopted at the October 26, 1994 board meeting of the Board of Directors of Tanglwood Resort Master Association, Inc. to be held at Holiday Inn, Bethlehem, Pennsylvania.

This merger shall be given effect through the affirmative vote of the members present of both The Tanglwood Golf Course Village Association, Inc. and Tanglwood Resort Master Association, Inc.

Written notice shall be provided to members through the restatement of the plan, or a summary thereof, in the September 27, 1994, newsletter of Tanglwood Resort Master Association, Inc., which newsletter shall be forwarded to all members of the merging and surviving corporations.

It is not anticipated that any changes shall be made in the articles of Tanglwood Resort Master Association, Inc. This proposal was adopted by the Board of Directors of the merging and surviving corporations at the August 24, 1994 meeting of the Tanglwood Resort Master Association, Inc.

Any obligations or responsibility of The Tanglwood Golf Course Village Association, Inc. shall, by this merger, become the obligation and responsibility of Tanglwood Resort Master Association, Inc. Any rights or benefits currently or in the future accruing to The Tanglwood Golf Course Village Association, Inc. shall now, by virtue of this merger, become the obligation and responsibility of Tanglwood Resort Master Association, Inc.

PLAN OF MERGER FOR TANGLWOOD RESORT MASTER ASSOCIATION, INC.

This plan constitutes the plan of merger of The Tanglwood Ski Village Association, Inc. which shall merge into and become part of Tanglwood Resort Master Association, Inc. This plan of merger shall be adopted at the October 26 , 1994 board meeting of the Board of Directors of Tanglwood Resort Master Association, Inc. to be held at Holiday Inn, Bethlehem, Pennsylvania.

This merger shall be given effect through the affirmative vote of the members present of both The Tanglwood Ski Village Association, Inc. and Tanglwood Resort Master Association, Inc.

Written notice shall be provided to members through the restatement of the plan, or a summary thereof, in the September 27, 1994, newsletter of Tanglwood Resort Master Association, Inc., which newsletter shall be forwarded to all members of the merging and surviving corporations.

It is not anticipated that any changes shall be made in the articles of Tanglwood Resort Master Association, Inc. This proposal was adopted by the Board of Directors of the merging and surviving corporations at the August 24, 1994 meeting of the Tanglwood Resort Master Association, Inc.

Any obligations or responsibility of The Tanglwood Ski Village Association, Inc. shall, by this merger, become the obligation and responsibility of Tanglwood Resort Master Association, Inc. Any rights or benefits currently or in the future accruing to The Tanglwood Golf Course Village Association, Inc. shall now, by virtue of this merger, become the obligation and responsibility of Tanglwood Resort Master Association, Inc.

Law Offices

BENSINGER AND WEEKES, P.A.

529 Sarah Street

Stroudsburg, Pennsylvania 18360

ALEX L. BENSINGER
ELIZABETH BENSINGER WEEKES*
W. ANDREW WORTHINGTON*

*Also admitted in New Jersey

CHARLES R. BENSINGER
(1918-1993)
(717) 421-4727
Fax (717) 421-6059
Our File No.

Bensinger and Weekes, P.A. counsel for Tanglwood Resort Master Association, Inc., attest to and confirm that:

(a) Tanglwood Resort Master Association, Inc. is a corporation duly organized, validly existing, and in good standing under the laws of the Commonwealth of Pennsylvania.

(b) The execution, delivery, and performance of the Agreement by Tanglwood Resort Master Association, Inc. has been duly authorized and approved by requisite corporation, by Tanglwood Resort Master Association, Inc. and the Agreement has been executed and delivered by Tanglwood Resort Master Association, Inc.

Bensinger and Weekes, P.A.

Date

1/25/95

By: W. Andrew Worthington

REPRESENTATION BY BOARD MEMBERS OF
TANGLWOOD WOODMONT ASSOCIATION, INC.

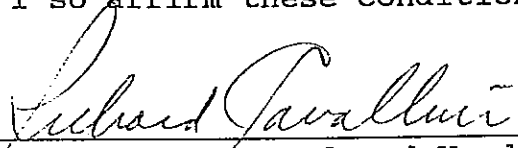
That the Board Members of Tanglwood Woodmont Association, Inc., attest and confirm the following:

1. Tanglwood Woodmont Association, Inc., is a corporation duly organized and validly existing and in good standing under the laws of the Commonwealth.

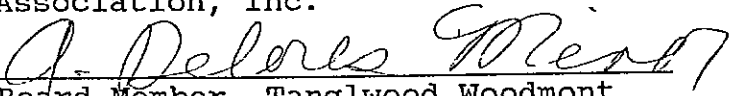
2. That audited or unaudited balance sheets or tax returns, as appropriate have been provided to the Tanglwood Resort Master Association, Inc.

3. That the representation and warranties made throughout the Merger Plan of Agreement are true and correct.

That by my signature below I so affirm these conditions.



Board Member, Tanglwood Woodmont
Association, Inc.



Board Member, Tanglwood Woodmont
Association, Inc.

Date: _____

Seal: _____

**REPRESENTATION BY BOARD MEMBERS OF
TANGLWOOD LODGE CLUB ASSOCIATION, INC.**

That the Board Members of Tanglwood Lodge Club Association, Inc., attest and confirm the following:

1. Tanglwood Lodge Club Association, Inc., is a corporation duly organized and validly existing and in good standing under the laws of the Commonwealth.

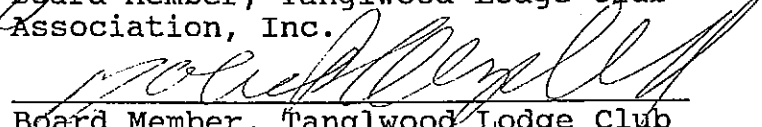
2. That audited or unaudited balance sheets or tax returns, as appropriate have been provided to the Tanglwood Resort Master Association, Inc.

3. That the representation and warranties made throughout the Merger Plan of Agreement are true and correct.

That by my signature below I so affirm these conditions.



Board Member, Tanglwood Lodge Club
Association, Inc.



Board Member, Tanglwood Lodge Club
Association, Inc.

Date: _____

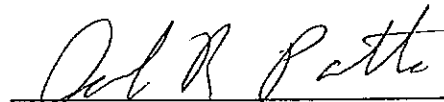
Seal: _____

**REPRESENTATION BY BOARD MEMBERS OF
TANGLWOOD GOLF COURSE VILLAGE ASSOCIATION, INC.**

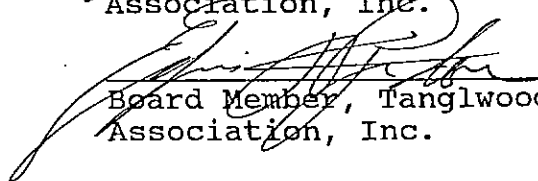
That the Board Members of Tanglwood Golf Course Village Association, Inc., attest and confirm the following:

1. Tanglwood Golf Course Village Association, Inc., is a corporation duly organized and validly existing and in good standing under the laws of the Commonwealth.
2. That audited or unaudited balance sheets or tax returns, as appropriate have been provided to the Tanglwood Resort Master Association, Inc.
3. That the representation and warranties made throughout the Merger Plan of Agreement are true and correct.

That by my signature below I so affirm these conditions.



Board Member, Tanglwood Golf Course
Association, Inc.



Board Member, Tanglwood Golf Course
Association, Inc.

**REPRESENTATION BY BOARD MEMBERS OF
TANGLWOOD SKI VILLAGE ASSOCIATION, INC.**

That the Board Members of Tanglwood Ski Village Association, Inc., attest and confirm the following:

1. Tanglwood Ski Village Association, Inc., is a corporation duly organized and validly existing and in good standing under the laws of the Commonwealth.

2. That audited or unaudited balance sheets or tax returns, as appropriate have been provided to the Tanglwood Resort Master Association, Inc.

3. That the representation and warranties made throughout the Merger Plan of Agreement are true and correct.

That by my signature below I so affirm these conditions.

Betty Lee Rpat
Board Member, Tanglwood Ski Village
Association, Inc.

John R. Patton
Board Member, Tanglwood Ski Village
Association, Inc.

Date: _____

Seal: _____

CERTIFICATION OF AGREEMENT

The Tanglwood Resort Master Association, Inc., by its Secretary Betty Lou Yost, holds that:

1. All representations and warranties previously made to Tanglwood Woodmont Association, Inc., shall be deemed to have been made again on the date of merger and shall then be true and correct in all material respects, and that Tanglwood Woodmont Association, Inc., shall not have discovered any material error, misstatements or omissions therein.

2. Tanglwood Resort Master Association, Inc., is a corporation duly organized, validly existing, and in good standing under the laws of the Commonwealth of Pennsylvania.

3. The execution, delivery, and performance of the Agreement by Tanglwood Resort Master Association, Inc., has been duly authorized and approved by requisite corporation, by Tanglwood Resort Master Association, Inc., and the Agreement has been executed and delivered by Tanglwood Master Association, Inc.

Date:

Betty Lou Yost, Secretary
Betty Lou Yost, Secretary

Corporate Seal

CERTIFICATION OF AGREEMENT

The Tanglwood Resort Master Association, Inc., by its Secretary Betty Lou Yost, holds that:

1. All representations and warranties previously made to Tanglwood Lodge Club Association, Inc., shall be deemed to have been made again on the date of merger and shall then be true and correct in all material respects, and that Tanglwood Lodge Club Association, Inc., shall not have discovered any material error, misstatements or omissions therein.

2. Tanglwood Resort Master Association, Inc., is a corporation duly organized, validly existing, and in good standing under the laws of the Commonwealth of Pennsylvania.

3. The execution, delivery, and performance of the Agreement by Tanglwood Resort Master Association, Inc., has been duly authorized and approved by requisite corporation, by Tanglwood Resort Master Association, Inc., and the Agreement has been executed and delivered by Tanglwood Master Association, Inc.

Date:

Betty Lou Yost, Secretary
Betty Lou Yost, Secretary

Corporate Seal

CERTIFICATION OF AGREEMENT

The Tanglwood Resort Master Association, Inc., by its Secretary Betty Lou Yost, holds that:

1. All representations and warranties previously made to Tanglwood Golf Course Village Association, Inc., shall be deemed to have been made again on the date of merger and shall then be true and correct in all material respects, and that Tanglwood Golf Course Village Association, Inc., shall not have discovered any material error, misstatements or omissions therein.

2. Tanglwood Resort Master Association, Inc., is a corporation duly organized, validly existing, and in good standing under the laws of the Commonwealth of Pennsylvania.

3. The execution, delivery, and performance of the Agreement by Tanglwood Resort Master Association, Inc., has been duly authorized and approved by requisite corporation, by Tanglwood Resort Master Association, Inc., and the Agreement has been executed and delivered by Tanglwood Master Association, Inc.

Date:

Betty Lou Yost, Secretary
Betty Lou Yost, Secretary

Corporate Seal

CERTIFICATION OF AGREEMENT

The Tanglwood Resort Master Association, Inc., by its Secretary Betty Lou Yost, holds that:

1. All representations and warranties previously made to Tanglwood Ski Village Association, Inc., shall be deemed to have been made again on the date of merger and shall then be true and correct in all material respects, and that Tanglwood Ski Village Association, Inc., shall not have discovered any material error, misstatements or omissions therein.

2. Tanglwood Resort Master Association, Inc., is a corporation duly organized, validly existing, and in good standing under the laws of the Commonwealth of Pennsylvania.

3. The execution, delivery, and performance of the Agreement by Tanglwood Resort Master Association, Inc., has been duly authorized and approved by requisite corporation, by Tanglwood Resort Master Association, Inc., and the Agreement has been executed and delivered by Tanglwood Master Association, Inc.

Date:

Betty Lou Yost, Secretary
Betty Lou Yost, Secretary

Corporate Seal

RESOLUTION OF ADOPTING PLAN OF MERGER

BE IT RESOLVED, that Tanglwood Woodmont Association, Inc., at its duly authorized meeting held on October 26, 1994 did adopt the attached plan of merger.

Tanglwood Woodmont Association, Inc.

By:

Secretary

J. Delores Mero

PLAN OF MERGER FOR TANGLWOOD RESORT MASTER ASSOCIATION, INC.

This plan constitutes the plan of merger of The Tanglwood Woodmont Association, Inc. which shall merge into and become part of Tanglwood Resort Master Association, Inc. This plan of merger shall be adopted at the October 26 , 1994 board meeting of the Board of Directors of Tanglwood Resort Master Association, Inc. to be held at Holiday Inn, Bethlehem, Pennsylvania

This merger shall be given effect through the affirmative vote of the members present of both The Tanglwood Woodmont Association, Inc. and Tanglwood Resort Master Association, Inc.

Written notice shall be provided to members through the restatement of the plan, or a summary thereof, in the September 27, 1994, newsletter of Tanglwood Resort Master Association, Inc., which newsletter shall be forwarded to all members of the merging and surviving corporations.

It is not anticipated that any changes shall be made in the articles of Tanglwood Resort Master Association, Inc. This proposal was adopted by the Board of Directors of the merging and surviving corporations at the August 24, 1994 meeting of the Tanglwood Resort Master Association, Inc.

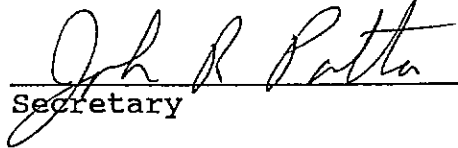
Any obligations or responsibility of The Tanglwood Woodmont Association, Inc. shall, by this merger, become the obligation and responsibility of Tanglwood Resort Master Association, Inc. Any rights or benefits currently or in the future accruing to The Tanglwood Woodmont Association, Inc. shall now, by virtue of this merger, become the obligation and responsibility of Tanglwood Resort Master Association, Inc.

RESOLUTION OF ADOPTING PLAN OF MERGER

BE IT RESOLVED, that Tanglwood Lodge Club Association, Inc., at its duly authorized meeting held on October 26, 1994 did adopt the attached plan of merger.

Tanglwood Lodge Club Association, Inc.

By:


Secretary

PLAN OF MERGER FOR TANGLWOOD RESORT MASTER ASSOCIATION, INC.

This plan constitutes the plan of merger of The Tanglwood Lodge Club Association, Inc. which shall merge into and become part of Tanglwood Resort Master Association, Inc. This plan of merger shall be adopted at the October 26 , 1994 board meeting of the Board of Directors of Tanglwood Resort Master Association, Inc. to be held at Holiday Inn, Bethlehem, Pennsylvania.

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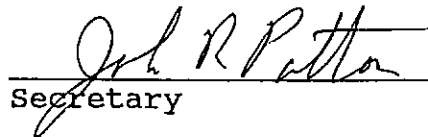
Any obligations or responsibility of The Tanglwood Woodmont Association, Inc. shall, by this merger, become the obligation and responsibility of Tanglwood Resort Master Association, Inc. Any rights or benefits currently or in the future accruing to The Tanglwood Lodge Club Association, Inc. shall now, by virtue of this merger, become the obligation and responsibility of Tanglwood Resort Master Association, Inc.

RESOLUTION OF ADOPTING PLAN OF MERGER

BE IT RESOLVED, that Tanglwood Golf Course Village Association, Inc., at its duly authorized meeting held on October 26, 1994 did adopt the attached plan of merger.

Tanglwood Golf Course Village Association,
Inc.

By:


Secretary

PLAN OF MERGER FOR TANGLWOOD RESORT MASTER ASSOCIATION, INC.

This plan constitutes the plan of merger of The Tanglwood Golf Course Village Association, Inc. which shall merge into and become part of Tanglwood Resort Master Association, Inc. This plan of merger shall be adopted at the October 26, 1994 board meeting of the Board of Directors of Tanglwood Resort Master Association, Inc. to be held at Holiday Inn, Bethlehem, Pennsylvania.

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Any obligations or responsibility of The Tanglwood Golf Course Village Association, Inc. shall, by this merger, become the obligation and responsibility of Tanglwood Resort Master Association, Inc. Any rights or benefits currently or in the future accruing to The Tanglwood Golf Course Village Association, Inc. shall now, by virtue of this merger, become the obligation and responsibility of Tanglwood Resort Master Association, Inc.

RESOLUTION OF ADOPTING PLAN OF MERGER

BE IT RESOLVED, that Tanglwood Ski Village Association, Inc., at its duly authorized meeting held on October 26, 1994 did adopt the attached plan of merger.

Tanglwood Ski Village Association, Inc.

By: Betty Ann Rpost
Secretary