

MRO 9/18

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

09-28-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101473922

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
07 13 1998
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Sandestin Resorts, Inc.

07 13 1998

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization Florida

Receiving Party

Mark if additional names of receiving parties attached

Name Intrawest Sandestin Company, LLC

DBA/AKATA _____

Composed of _____

Address (line 1) 9300 Highway 98 West

Address (line 2) _____

Address (line 3) Destin

Florida

32550

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization Florida

FOR OFFICE USE ONLY

09/27/2000 MTRRL 00000326 1850321

01 FD:401 40.00 DP
02 FD:402 175.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002149 FRAME: 0065

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

| | | |
|----------------------|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

Registration Number(s)

| | | |
|--------------------------------------|--------------------------------------|--------------------------------------|
| <input type="text" value="1890321"/> | <input type="text" value="1895357"/> | <input type="text" value="1420467"/> |
| <input type="text" value="1895309"/> | <input type="text" value="1891486"/> | <input type="text" value="1915876"/> |
| <input type="text" value="1891422"/> | <input type="text" value="1420556"/> | <input type="text"/> |

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

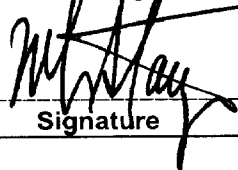
Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Michael Stange



8-2-00

Name of Person Signing

Signature

Date Signed

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DIVISION OF CORPORATIONS
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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382. and/or 620.203, Florida Statutes.

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

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|---|------------------------|--------------------|
| 1. Sandestin Resorts, Inc. 9300 Highway 98 West Destin, FL 32541 Florida Document/Registration Number: S80041 | Florida | Corporation |
| | FEI Number: 59-3083838 | |
| 2. Villa Development, Inc. 9300 Highway 98 West Destin, FL 32541 Florida Document/Registration Number: V49020 | Florida | Corporation |
| | FEI Number: 59-3129620 | |
| 3. Westwinds at Sandestin, Inc. 9300 Highway 98 West Destin, FL 32541 Florida Document/Registration Number: P96000047072 | Florida | Corporation |
| | FEI Number: 59-3381081 | |
| 4. Anchorage at Sandestin, Inc. 9300 Highway 98 West Destin, FL 32541 Florida Document/Registration Number: P96000047070 | Florida | Corporation |
| | FEI Number: 59-3381519 | |

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

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|--|------------------------|---------------------------|
| Intrawest Sandestin Company, L.L.C. 325 Lake Dillon Drive Dillon, Colorado 80435 Florida Document/Registration Number: M98000000734 | Delaware | Limited Liability Company |
| | FEI Number: 59-3519637 | |

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THIRD: The attached Plan of Merger meets the requirements of sections(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

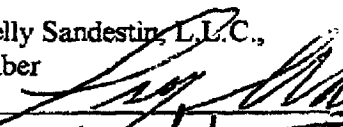



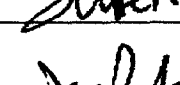
NINTH: The merger shall become effective as of The date the Articles of Merger are filed with Florida Department of State.

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

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ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

| <u>Name of Entity</u> | <u>Signature(s)</u> | <u>Typed or Printed Name of Individual</u> |
|-------------------------------------|--|---|
| Intrawest Sandestin Company, L.L.C. | Novelly Sandestin, L.L.C., Member By:  | P.A. Novelly, Manager (Authorized Representative) |
| Sandestin Resorts, Inc. | By:  | James M. Rester, President |
| Villa Development, Inc. | By:  | James M. Rester, President |
| Anchorage at Sandestin, Inc. | By:  | James M. Rester, President |
| Westwinds at Sandestin, Inc. | By:  | James M. Rester President |

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REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

- All Corporations:** Signature of Chairman, Vice Chairman, President or any officer.
- All General Partnerships:** Signatures of two partners.
- All Domestic Limited Partnerships:** Signatures of all general partners.
- All Non-Florida Limited Partnerships:** Signature of one general partner.
- All Limited Liability Companies:** Signature of a member.
- All Other Business Entities:** In accordance with the laws of their jurisdiction.

Mailing address:

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

FILING FEES:

| | |
|------------------------------------|-----------|
| For each Limited Partnership: | \$52.50 |
| For each Limited Liability Company | \$52.50 |
| For each Corporation: | \$35.00 |
| For each General Partnership | \$25.00 |
| All Others: | No Charge |

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 and jurisdiction of each merging party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> |
|------------------------------|---------------------|
| Sandestin Resorts, Inc. | Florida |
| Villa Development, Inc. | Florida |
| Westwinds at Sandestin, Inc. | Florida |
| Anchorage at Sandestin, Inc. | Florida |

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SECOND: The exact name and jurisdiction of the surviving party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> |
|-------------------------------------|---------------------|
| Intrawest Sandestin Company, L.L.C. | Delaware |

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

Sime Darby Commodities, Inc., a Florida corporation ("Sime Darby") and Intrawest Sandestin Company, L.L.C. ("ISC"), a Delaware limited liability company, have executed a Stock Purchase Agreement dated May 26, 1998 (as amended by that certain Amendment to Stock Purchase Agreement dated July 8, 1998, the "Agreement"). Sime Darby is the owner of all of the outstanding shares of capital stock of Sandestin Resorts, Inc., a Florida corporation ("SRI"), which, in turn, is the owner of all of the outstanding shares of capital stock of each of Villa Development, Inc., Anchorage at Sandestin, Inc. and Westwinds at Sandestin, Inc., each a Florida corporation (collectively with SRI, the "Merging Corporations"). Pursuant to the terms of the Agreement, the Merging Corporations will merge with and into ISC on July 13, 1998, with ISC to be the surviving entity. Upon consummation of the merger, ISC will pay to Sime Darby a total of \$131,500,000.00 in cash as consideration for the merger.

FOURTH:

- A. 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:

As described above, upon consummation of the Merger, ISC will pay \$131,500,000.00 to Sime Darby in exchange for its interests in the Merging Corporations.

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B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not applicable.

FIFTH: The names and addresses of the managers of Intrawest Sandestin Company, L.L.C., the surviving entity in the merger, are as follows:

David A. Hill
325 Lake Dillon Drive
Dillon, Colorado 80435

Gary L. Raymond
200 Burrard Street
Suite 800
Vancouver, B.C.
Canada V6C 3L6

P.A. Novelly
8182 Maryland Ave.
5th Floor
Clayton, Missouri 63105

SIXTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

None.

SEVENTH: Other provisions, if any, relating to the merger.

None.