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Florida Department of State 73

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Division of Corporations

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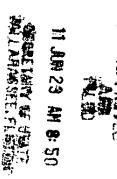
MERGER OR SHARE EXCHANGE ELDERLY HOUSING DEVELOPMENT AND OPERATIONS CORPORATI

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COVER LETTER

Division of Corporations SUBJECT: Elderly Housing Development and Operations Corporation (Name of Surviving Corporation) The enclosed Articles of Merger and fee are submitted for filing. Please return all correspondence concerning this matter to following: Steve Promis (Contact Person) Elderly Housing Development and Operations Corporation (Firm/Company) 1580 Sawgrasa Corporation Parkway, Suite 210 (Address) Fort Lauderdale, FL 33323 (City/State and Zip Code) For further information concerning this matter, please call: Auralee Bussone Obunic of Contact Person) (Area Code & Daytime Telephone Number) Certified copy (optional) \$8.75 (Flease send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Amendment Section

MAILING ADDRESS: Amendment Section Division of Corporations P.O. Box 6327 Taliahassoo, Florida 32314

ARTICLES OF MERGER

(Not for Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutas.

Name	<u>Jurisdiction</u>	Document Number (If known/splicable)
lderiv Monsing Development	District of Columbia	
and Operations Corporation		
econd: The name and jurisdiction of ca	nch marging corporation:	·
Name.	<u>Jurisdiction</u>	Document Number (if mount explicable)
ade Senior Citizens Minority Housing Corporation, Inc.	Florida	742948
	· .	
bird: The Plan of Merger is attached.	•	

(Attach additional sheets if necessary)

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PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance

with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

Name

Elderly Housing Development and Operations Corporation

District of Columbia

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Florida

The terms and conditions of the merger are as follows:

Dado Senior Citizens Minority Housing Corporation, Inc.

All assets of Dada Sector Citizens Minority Housing Corporation, Isc. including, but not limited to, each, accounts receivable, funds formerly identified as the Reserve for Replacement and Residual Receipts accounts when those funds were subject to a HUD mortgage, and that cartain Promissory Note from EHDOC Pepper Towers Limited Partnarship to Dade Senior Citizens Minority Housing Corporation, Inc. in the principal antount of 37,095,350, shall become assets of the surviving corporation, Elderly Housing Development and Operations Corporation. The articles and bylaws of the surviving corporation shall be the articles and bylaws of the surviving corporation.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

None

Other provisions relating to the merger are as follows:

All property, real, personal and mixed, and all debts due on whatever account; and all other choses in action, and all and every other interest, of or belonging to or due to Dade Sonior Citizens Minority Housing Corporation shall be taken and deemed to be transferred to and vested in Elderly Housing Development and Operations Corporation without further act or deed.

Pitth: ADOPTION OF MERGER BY SURVIVING CORPORATION (COMPLETE ONLY ONE SECTION)

SECTION
The plan of merger was adopted by the members of the surviving corporation on
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
SECTION II
(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.
SECTION III
There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on 06/2/11. The number of directors in office was thirteen. The vote for the plan was as follows: thirteen POR 0
AGAINST
Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(s) (COMPLETE ONLY ONE SECTION)
SECTION I The plan of merger was adopted by the members of the merging corporation(s) on
The plan of marger was accepted by the members of the merger was sufficient for approval and the vo
for the plan was as follows:FORAGAINST
SECTION II
(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.
SECTION HI
There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on 06/24/11. The number of directors in office was eight. The vote for the plan was as follows: eight FOR 0
AGAINST

Name of Corporation Signature of the chairmant vice chairmant vice chairmant vice chairmant of the board or an officer. Signature of the chairmant vice chairmant vice chairmant vice chairmant or an officer. Signature of the chairmant vice chai