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**MERGER OR SHARE EXCHANGE
ELDERLY HOUSING DEVELOPMENT AND OPERATIONS
CORPORATI**

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Melissa
6/23/11
TC
6/23/2011

COVER LETTER

TO: Amendment Section
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 Pronis
(Contact Person)

Elderly Housing Development and Operations Corporation
(Firm/Company)

1580 Sawgrass Corporation Parkway, Suite 210
(Address)

Fort Lauderdale, FL 33323
(City/State and Zip Code)

For further information concerning this matter, please call:

Auralee Bussone At (207) 774-9000
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Certified copy (optional) \$8.75 (Please 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

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, 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 Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/applicable)
<u>Elderly Housing Development and Operations Corporation</u>	<u>District of Columbia</u>	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/applicable)
<u>Dade Senior Citizens Minority Housing Corporation, Inc.</u>	<u>Florida</u>	<u>742948</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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

OR 06 / 30 / 2011 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

(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:

<u>Name</u>	<u>Jurisdiction</u>
<u>Elderly Housing Development and Operations Corporation</u>	<u>District of Columbia</u>

The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Dade Senior Citizens Minority Housing Corporation, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____

The terms and conditions of the merger are as follows:

All assets of Dade Senior Citizens Minority Housing Corporation, Inc. including, but not limited to, cash, 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 certain Promissory Note from EHDCC Pepper Towers Limited Partnership to Dade Senior Citizens Minority Housing Corporation, Inc. in the principal amount of \$7,095,350, 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 merged corporations.

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 Senior 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.

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

SECTION I

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:
_____ FOR _____ AGAINST

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 06/29/11. The number of directors in office was thirteen. The vote for the plan was as follows: thirteen FOR 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 number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ AGAINST

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 06/29/11. The number of directors in office was eight. The vote for the plan was as follows: eight FOR 0 AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman,
vice chairman of the board
or an officer.

Typed or Printed Name of Individual & Title

Elderly Housing Development
and Operations Corporation
Dade Senior Citizens Minority
Housing Corporation, Inc.

Morton Bahr
Morton Bahr

Morton Bahr, President

Morton Bahr, President

