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(Requestor's Name)

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PICK-UP     WAIT     MAIL

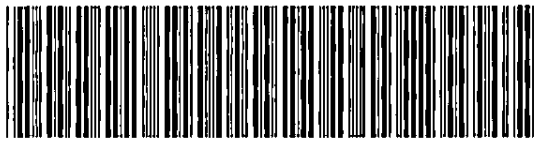
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

*Merger*

NOV 03 2017

# CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

850-508-1891 (cell)

Date: 11/2/17  
ACCT. 120160000072

*en: c DW*

Name:	Toll FL GP Corp.
Document #:	
Order #:	10697593

Certified Copy of Arts & Amend:			
Plain Copy:			
Certificate of Good Standing:			
Apostille/Notarial Certification:		Country of Destination:	
		Number of Certs:	

<u>Filing:</u>	<u>Certified:</u>
	Plain:
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Availability _____
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Updater _____
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W.P. Verifier _____
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Amount: \$ 78.75

Thank you!

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER**  
(Profit Corporations)

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 and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Toll Southeast LP Company, Inc.	Delaware	F06000001412

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Toll FL GP Corp.	Florida	P94000082800
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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** 11 / 22 / 2017 (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.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the surviving corporation on October 31, 2017.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on October 31, 2017.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

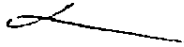
Typed or Printed Name of Individual & Title

Toll Southeast LP Company, Inc.



Kenneth J. Greenspan, Vice President

Toll FL GP Corp.



Kenneth J. Greenspan, Vice President

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## PLAN AND AGREEMENT OF MERGER

**THIS PLAN AND AGREEMENT OF MERGER** is dated as of the 31<sup>st</sup> day of October 2017 by and between Toll Southeast LP Company, Inc., a Delaware corporation (the "Survivor"), and Toll FL GP Corp., a Florida corporation (the "Merging Company"). The Survivor and the Merging Company are sometimes collectively referred to herein as the "Constituent Entities".

### Background of Agreement

The Survivor is a Delaware corporation organized under the laws of the State of Delaware by its Certificate of Incorporation, which was filed on October 31, 2003.

The Merging Company is a Florida corporation organized under the laws of the State of Florida by its Articles of Incorporation, which were filed on November 10, 1994.

The sole shareholder of each of the Constituent Entities has resolved that a merger of the Merging Company into the Survivor in the manner and upon the terms and conditions hereinafter set forth is in the best interests of each of the parties hereto.

NOW THEREFORE, the parties hereto, intending to be legally bound hereby and in consideration of the mutual covenants herein contained, agree as follows:

#### 1. MERGER

The Survivor and the Merging Company shall be merged into a single corporation in accordance with the applicable provisions of the Florida Business Corporation Act and the Delaware General Corporation Law by the Merging Company merging into the Survivor. The separate existence of the Merging Company shall cease upon the "Effective Date" (as hereinafter defined) of the merger, and the Survivor shall thereafter possess all rights, privileges, immunities, powers, licenses, permits and franchises, both of a public and private nature, all of the property (real, personal, and fixed), all debts due on any account, and all stock subscriptions and other choses in action belonging to or inuring to the Merging Company. Each and every asset of the Merging Company as of the Effective Date shall be vested, or continue to be vested, in the Survivor without further act or deed. The title to any property (real, personal or fixed) vested in the Merging Company, whether by deed or otherwise, shall not revert or be in any way impaired by reason hereof. All of the rights of creditors and all liens upon the respective properties of the Merging Company shall be preserved unimpaired and the Merging Company shall be deemed to continue in existence to preserve the same. All debts, liabilities, restrictions and duties of the Merging Company shall attach to the Survivor and be enforced against it to the same extent as if they had been incurred or contracted by it.

## 2. CERTIFICATE OF INCORPORATION, BYLAWS AND SHAREHOLDERS

2.1 The Certificate of Incorporation and the Bylaws of the Survivor shall continue in full force and effect unless and until subsequently amended.

2.2 The sole shareholder of the Survivor on the Effective Date of the merger shall continue as the sole shareholder of the Survivor.

2.3 The outstanding shares in the Merging Company will be cancelled and no consideration will be paid.

## 3. MERGER PROCEDURE

3.1 Approval of Plan and Agreement of Merger. The Plan and Agreement of Merger shall be submitted to the shareholders of the Constituent Entities for their approval.

3.2 Filing. Forthwith upon the approval by the shareholders of the Constituent Entities to the merger as provided in Section 3.1 hereof, if the Plan and Agreement of Merger has not then been terminated pursuant to Section 5 hereof, there shall be filed Articles of Merger with the Florida Department of State executed by an officer of the Merging Company and an officer of the Survivor and a Certificate of Merger with the State of Delaware Secretary of State executed by an officer of the Survivor.

3.3 Effective Date. The merger provided herein shall become effective as of November 22, 2017 (herein called the "Effective Date").

## 4. ADDITIONAL DOCUMENTS

The Merging Company hereby agrees, from time to time and at any time, before or after the Effective Date, as and when requested by the Survivor or its successors or assigns, to execute and deliver, or cause to be executed and delivered, all such deeds, instruments and other documents, and to take or cause to be taken all such further acts, as the Survivor may deem necessary or desirable to vest in and to confirm to the Survivor title to and possession of any property of the Merging Company acquired or to be acquired or adopted by reason of, or as a result of, the merger provided for herein, and otherwise to carry out the intent and purposes hereof.


## 5. TERMINATION

This Plan and Agreement of Merger and the merger provided for herein may be terminated and abandoned at any time prior to the Effective Date by the consent of the shareholders of the Constituent Entities.

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Agreement of Merger to be duly executed as of the day and year first written above.


**SURVIVOR:**

TOLL SOUTHEAST LP COMPANY, INC.

By:   
\_\_\_\_\_  
Kenneth J. Greenspan  
Vice President

**MERGING COMPANY:**

TOLL FL GP CORP.

By:   
\_\_\_\_\_  
Kenneth J. Greenspan  
Vice President