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Division of Corporations

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**MERGER OR SHARE EXCHANGE**

**Taylor Woodrow Homes Florida Inc.**

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ARTICLES OF MERGER

Effective Date

12/29/07

of

TAYLOR WOODROW HOMES FLORIDA INC.,  
a Florida corporation

and

TAYLOR WOODROW COMMUNITIES AT SHADOW WOOD PRESERVE, L.L.C.,  
TAYLOR WOODROW COMMUNITIES AT MED 113, L.L.C.,  
TAYLOR WOODROW COMMUNITIES AT MED 119, L.L.C.,  
TAYLOR WOODROW HOMES - SOUTHEAST FLORIDA DIVISION, L.L.C.,  
each a Florida limited liability company

The following Articles of Merger are being submitted in accordance with Sections 607.1109 and 608.4382, Florida Statutes.

**FIRST:** The name, principal address, jurisdiction and entity type of each merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
TAYLOR WOODROW COMMUNITIES AT SHADOW WOOD PRESERVE, L.L.C. 8430 Enterprise Circle, Suite 100 Bradenton, Florida 34202  Florida Document / Registration Number: L01000021529	Florida	Limited Liability Company
TAYLOR WOODROW COMMUNITIES AT MED 113, L.L.C. 8430 Enterprise Circle, Suite 100 Bradenton, Florida 34202  Florida Document / Registration Number: J01000013740	Florida	Limited Liability Company
TAYLOR WOODROW COMMUNITIES AT MED 119, L.L.C. 8430 Enterprise Circle, Suite 100 Bradenton, Florida 34202  Florida Document / Registration Number: L02000020371	Florida	Limited Liability Company

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TAYLOR WOODROW HOMES -  
SOUTHEAST FLORIDA DIVISION, L.L.C.  
8430 Enterprise Circle, Suite 100  
Bradenton, Florida 34202

Florida Limited Liability Company

Florida Document / Registration Number:  
L05000104063

**SECOND:** The exact name, principal address, jurisdiction and entity type of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Taylor Woodrow Homes Florida Inc. 8430 Enterprise Circle, Suite 100 Bradenton, Florida 34202	Florida	Corporation

Florida Document / Registration Number:  
F75785

**THIRD:** The attached Agreement and Plan of Merger meets the requirements of Sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

**FOURTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any corporation or limited liability company that is a party to the merger.

**FIFTH:** The merger shall be effective as of December 29, 2007 at 4:00 P.M. Eastern Standard Time.

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

**SEVENTH:** Signatures follow on the next page, and comply with the laws of each party's applicable jurisdiction.

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**TAYLOR WOODROW HOMES FLORIDA INC.,**  
a Florida corporation

By:   
Marek Bakun, Vice President


**TAYLOR WOODROW COMMUNITIES AT  
SHADOW WOOD PRESERVE, L.L.C.,**  
a Florida limited liability company

By: TAYLOR WOODROW HOMES FLORIDA  
INC., a Florida corporation, its sole member

By:   
Marek Bakun, Vice President

**TAYLOR WOODROW COMMUNITIES AT MED  
113, L.L.C.,** a Florida limited liability company

By: TAYLOR WOODROW HOMES FLORIDA  
INC., a Florida corporation, its sole member

By:   
Marek Bakun, Vice President

**TAYLOR WOODROW COMMUNITIES AT MED  
119, L.L.C.,** a Florida limited liability company

By: TAYLOR WOODROW HOMES FLORIDA  
INC., a Florida corporation, its sole member

By:   
Marek Bakun, Vice President

**TAYLOR WOODROW HOMES - SOUTHEAST  
FLORIDA DIVISION, L.L.C.,** a Florida limited  
liability company

By: TAYLOR WOODROW HOMES FLORIDA  
INC., a Florida corporation, its sole member

By:   
Marek Bakun, Vice President

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**AGREEMENT AND PLAN OF MERGER**

**THIS AGREEMENT AND PLAN OF MERGER** (this "Agreement") is made and entered into as of the 26th day of December, 2007, by and between TAYLOR WOODROW COMMUNITIES AT SHADOW WOOD PRESERVE, L.L.C., a Florida limited liability company, TAYLOR WOODROW COMMUNITIES AT MED 113, L.L.C., a Florida limited liability company, TAYLOR WOODROW COMMUNITIES AT MED 119, L.L.C., a Florida limited liability company, TAYLOR WOODROW HOMES - SOUTHEAST FLORIDA DIVISION, L.L.C. (collectively, the "Merged Entities"), and TAYLOR WOODROW HOMES FLORIDA INC., a Florida corporation (the "Surviving Corporation") and collectively with the Merged Entities, the "Constituent Entities"), with the Merged Entities merging with and into the Surviving Corporation, such that the separate existence of the Merged Entities shall cease and the Surviving Corporation shall continue as the surviving corporation (the "Merger").

**RECITALS:**

**WHEREAS**, the Boards of Directors and managing member of the Constituent Entities deem it advisable and in the best interests of the Constituent Entities to merge the Constituent Entities.

**NOW, THEREFORE**, in consideration of the mutual covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

**ARTICLE I**

**MERGER**

1.1 The Merger. Upon the terms and subject to the conditions hereof, and in accordance with the relevant provisions of the Florida Business Corporation Act ("FBCA") and the Florida Limited Liability Company Act ("FLLCA"), the Merged Entities shall be merged with and into the Surviving Corporation. Following the Merger, the Surviving Corporation shall continue as the surviving corporation and shall continue its existence under the laws of the State of Florida, and the separate existence of the Merged Entities under the laws of the State of Florida shall cease.

1.2 Effective Date and Effective Time. Articles of Merger with respect to the Merger shall be executed, delivered and filed with the Secretary of State of the State of Florida in accordance with the provisions of the FBCA and the FLLCA. The Merger shall be effective immediately as of December 29, 2007 at 4:00 P.M. Eastern Standard Time (the date and time the Merger being referenced to herein as the "Effective Date" and the "Effective Time," respectively).

1.3 Effect of the Merger. At the Effective Time and without any further action on the part of the Surviving Corporation, the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public as well as of a private nature, of each of the Constituent Entities, and be subject to all the restrictions, disabilities and duties of each of the Constituent Entities so merged; and all of the rights, privileges, powers and franchises of each of the Constituent Entities, and all property, real, personal and mixed, and all debts due to either of the Constituent Entities on whatever account, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter the property of the Surviving Corporation as they were of the Constituent Entities; and the title to any real estate, vested by deed or otherwise, under the laws of the State of Florida or otherwise, in either of the Constituent Entities, shall not revert or in any way be impaired by reason of the Merger; provided, that all debts, liabilities and duties of the Constituent

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Entities, and all rights of creditors and all liens upon any property of either of the Constituent Entities shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

1.4 Articles of Incorporation and Bylaws of Surviving Corporation. From and after the Effective Time, the Articles of Incorporation of the Surviving Corporation (the "Articles"), and the bylaws of the Surviving Corporation in effect immediately prior to the Effective Time, shall be the Articles and bylaws, respectively, of the Surviving Corporation, unless and until altered, amended or repealed as provided in the Articles or such bylaws.

1.5 Directors and Officers of Surviving Corporation. The directors and officers of the Surviving Corporation immediately prior to the Effective Time shall be the directors and officers, respectively, of the Surviving Corporation and will hold such office from the Effective Time until their respective successors are duly elected and qualified in the manner provided in the Articles and bylaws of the Surviving Corporation, or as otherwise provided by law.

**ARTICLE II**

**CONVERSION AND EXCHANGE OF SECURITIES**

2.1 Conversion of Interests. At the Effective Time, each then outstanding limited liability company interest of the Merged Entities shall, by virtue of the Merger and without any action on the part of the holders thereof, be cancelled and cease to exist and no consideration shall be issued in respect thereof.

**ARTICLE III**

**MISCELLANEOUS**

3.1 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida without regard to the conflicts of law rules thereof.

3.2 Headings. The headings in this Agreement are inserted for convenience only and shall not constitute a part hereof.

3.3 Severability. If any provision of this Agreement is held by a court of competent jurisdiction to be contrary to law, then the remaining provisions of this Agreement, as applicable, if capable of substantial performance, shall remain in full force and effect.

3.4 Third Party Beneficiaries. This Agreement is not intended to confer upon any other person or entity, other than the parties hereto, any rights or remedies.

3.5 Authorization. The Boards of Directors and the proper officers and managing member of the Constituent Entities are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to effectuate or consummate any of the provisions of this Agreement or of the Merger herein provided for.

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3.6 Modification or Amendment. Subject to the applicable provisions of the FBCA and PLLCA, the parties hereto may modify or amend this Agreement by mutual written agreement executed and delivered by duly authorized officers or representatives of the respective parties.

3.7 Termination. This Agreement may be terminated and abandoned by the mutual consent of the Boards of Directors and managing member of the Constituent Entities at any time before the Effective Date.

[Signature pages follow]


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**IN WITNESS WHEREOF**, each of the parties hereto has caused this Agreement and Plan of Merger to be executed on its behalf and attested by its officers thereunto duly authorized, all as of the date first above written.

**TAYLOR WOODROW HOMES FLORIDA INC.,**  
a Florida corporation

By:   
Marek Bakun, Vice President


**TAYLOR WOODROW COMMUNITIES AT SHADOW  
WOOD PRESERVE, L.L.C.,**  
a Florida limited liability company

By: TAYLOR WOODROW HOMES FLORIDA INC., a  
Florida corporation, its sole member

By:   
Marek Bakun, Vice President

**TAYLOR WOODROW COMMUNITIES AT MED 113,  
L.L.C.,** a Florida limited liability company

By: TAYLOR WOODROW HOMES FLORIDA INC., a  
Florida corporation, its sole member

By:   
Marek Bakun, Vice President

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**TAYLOR WOODROW COMMUNITIES AT MED 119,  
L.L.C., a Florida limited liability company**

By: TAYLOR WOODROW HOMES FLORIDA INC., a  
Florida corporation, its sole member

By:   
Marek Bakun, Vice President

**TAYLOR WOODROW HOMES - SOUTHEAST FLORIDA  
DIVISION, L.L.C., a Florida limited liability company**

By: TAYLOR WOODROW HOMES FLORIDA INC., a  
Florida corporation, its sole member

By:   
Marek Bakun, Vice President

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