

12/28/07 12:02 PM FAX 305 935 9042

LEOPOLD KORN

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Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

**COMPLETED COMMUNITIES II, LLC**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 1        |
| Certified Copy        | 0        |
| Page Count            | 06       |
| Estimated Charge      | \$323.75 |

\$155.00

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**T. CLINE**

DEC 31 2007

**EXAMINER**

**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

| <u>Name</u>                              | <u>Jurisdiction</u> | <u>Form/Entity Type</u>   |
|--|---------------------|---------------------------|
| Centerline Homes at Davie, LLC           | Florida             | Limited Liability Company |
| Centerline Homes at B and A, LLC         | Florida             | Limited Liability Company |
| Centerline Homes at Tradition, LLC       | Florida             | Limited Liability Company |
| Centerline Homes at Baldwin Park II, LLC | Florida             | Limited Liability Company |
| CLH II, LLC                              | Florida             | Limited Liability Company |

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

| <u>Name</u>                   | <u>Jurisdiction</u> | <u>Form/Entity Type</u>   |
|-------------------------------|---------------------|---------------------------|
| Completed Communities II, LLC | Florida             | Limited Liability Company |

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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L04-35781  
L03-2121  
L04-11560  
L03-51781  
L04-35024

L04-35781

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is, as follows:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

Mailing address: \_\_\_\_\_





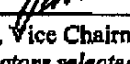
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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

| Name of Entity/Organization:             | Signature(s):  | Typed or Printed Name of Individual: |
|--|--|--------------------------------------|
| Centerline Homes at Davie, LLC           |                       | Stephen Margolis, VP                 |
| Centerline Homes at B and A, LLC         |                       | Stephen Margolis, VP                 |
| Centerline Homes at Tradition, LLC       |                       | Stephen Margolis, VP                 |
| Centerline Homes at Baldwin Park II, LLC |                      | Stephen Margolis, VP                 |
| CLH II, LLC                              |                     | Stephen Margolis, VP                 |
| Corporations:                            | Chairman, Vice Chairman, President or Officer<br>(If no directors selected, signature of incorporator) |                                      |
| General partnerships:                    | Signature of a general partner or authorized person  |                                      |
| Florida Limited Partnerships:            | Signatures of all general partners   |                                      |
| Non-Florida Limited Partnerships:        | Signature of a general partner   |                                      |
| Limited Liability Companies:             | Signature of a member or authorized representative   |                                      |

**Fees:** For each Limited Liability Company: \$25.00  
 For each Corporation: \$35.00  
 For each Limited Partnership: \$32.50  
 For each General Partnership: \$25.00  
 For each Other Business Entity: \$25.00

**Certified Copy (optional):** \$30.00

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 Centerline Homes, Inc.  
 Manager

**PLAN OF MERGER**

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

| <u>Name</u>                              | <u>Jurisdiction</u> | <u>Form/Entity Type</u>   |
|--|---------------------|---------------------------|
| Centerline Homes at Davie, LLC           | Florida             | Limited Liability Company |
| Centerline Homes at B and A, LLC         | Florida             | Limited Liability Company |
| Centerline Homes at Tradition, LLC       | Florida             | Limited Liability Company |
| Centerline Homes at Baldwin Park II, LLC | Florida             | Limited Liability Company |
| CLH II, LLC                              | Florida             | Limited Liability Company |

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

| <u>Name</u>                   | <u>Jurisdiction</u> | <u>Form/Entity Type</u>   |
|-------------------------------|---------------------|---------------------------|
| Completed Communities II, LLC | Florida             | Limited Liability Company |

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

The members of the merging parties are the same and hold the same interest in the companies, therefore, the members shall maintain their existing voting rights and interests.

*(Attach additional sheet if necessary)*

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**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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

The members of the merging entities are the same and hold the same interest in the each of the companies, therefore, the interest of the members shall not change.

*(Attach additional sheet if necessary)*

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

Not Applicable.

*(Attach additional sheet if necessary)*

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**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

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*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

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*(Attach additional sheet if necessary)*

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