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From:

Account Name : LENNAR CORPORATION
Account Number : I20010000008
Phone : (305) 229-6400
Fax Number : (305) 229-6650

Ada Elizabeth Guerra-Pazos

MERGER OR SHARE EXCHANGE

LENNAR HOMES, INC.

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ARTICLES OF MERGER

LENNAR HOMES, INC., a Florida corporation (the "Surviving Corporation"), and LENNAR COMMUNITIES OF SOUTH FLORIDA, INC., a Florida corporation (the "Non-surviving Corporation"), and a wholly-owned subsidiary of the Surviving Corporation, hereby state and certify, for the purposes of effecting an agreement and plan of merger between them, pursuant to the requirements of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act:

1. Attached as Exhibit "A" is the Agreement and Plan of Merger between the Non-surviving Corporation and the Surviving Corporation, which is hereby incorporated by such reference as if fully herein set forth (the "Plan of Merger").

2. The merger of the Non-surviving Corporation with and into the Surviving Corporation shall become effective on the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Date").

3. The Plan of Merger was duly and unanimously authorized, approved and adopted by the Board of Directors of each of the Non-surviving Corporation and the Surviving Corporation by Written Consent thereto dated as of December 31, 2003; shareholder consents were not required.

4. Pursuant to the Plan of Merger, as of the Effective Date, the Articles of Incorporation of the surviving corporation shall be the Articles of Incorporation of the Surviving Corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 31st day of December, 2003.

NON-SURVIVING CORPORATION:

LENNAR COMMUNITIES OF SOUTH
FLORIDA, a Florida corporation

By: //s//Diane Bessette
Diane Bessette, Vice President

SURVIVING CORPORATION:

LENNAR HOMES, INC.,
a Florida corporation

By: //s//Benjamin P. Butterfield
Benjamin P. Butterfield, Vice President

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") relates to the merger of LENNAR COMMUNITIES OF SOUTH FLORIDA, INC., a Florida corporation (the "Non-Surviving Corporation"), and a wholly-owned subsidiary of the Surviving Corporation, with and into LENNAR HOMES, INC., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Non-Surviving Corporation and the Surviving Corporation wish to enter into a merger agreement according to which the Non-Surviving Corporation will merge with and into the Surviving Corporation, and the Surviving Corporation will be the surviving corporation.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

1. **The Merger.** On the Effective Date (as defined below), the Non-Surviving Corporation shall merge with and into the Surviving Corporation (the "Merger"). Immediately following the Merger, the Surviving Corporation shall continue as the surviving corporation, and the separate existence of the Non-Surviving Corporation shall cease.

a. **Terms and Conditions.** The Merger shall become effective on the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Date"), and shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act.

b. **Articles of Incorporation and Bylaws.** The Articles of Incorporation and the Bylaws of the surviving corporation shall be the Articles of Incorporation and the Bylaws, respectively, of the Surviving Corporation.

c. **Conversion of Shares.** At the Effective Date, by virtue of the Merger and without any action on the part of the Surviving Corporation or the Non-Surviving Corporation, all outstanding capital stock of the Non-Surviving Corporation shall be canceled, without any conversion thereof, and all the outstanding capital stock of Surviving Corporation shall remain outstanding and unchanged. Any rights to acquire capital stock of the Non-Surviving Corporation shall be converted to rights to acquire capital stock of the Surviving Corporation.

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IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 31st day of December, 2003.

NON-SURVIVING CORPORATION:
LENNAR COMMUNITIES OF SOUTH FLORIDA, INC.,
a Florida corporation

By: _____
Diane Bessette, Vice President

SURVIVING CORPORATION:
LENNAR HOMES, INC., a Florida corporation

By: _____
Benjamin P. Butterfield, Vice President

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