

315627

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: AVATAR PROPERTIES INC.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

MS. PATRICE M. JOHNSTON
(Contact Person)

AVATAR PROPERTIES INC.
(Firm/Company)

201 ALHAMBRA CIRCLE, 12 FL
(Address)

CORAL GABLES, FL 33134
(City/State and Zip Code)

For further information concerning this matter, please call:

MS. PATRICE M. JOHNSTON At (305) 442 7000 X2214
(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

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, jurisdiction, and document number of the Surviving Corporation is:

AVATAR PROPERTIES INC., a Florida corporation, Document Number 315627.

Second: The name, jurisdiction and document number of the Merging Corporation is:

AVATAR LEISURE LAKES, INC., a Florida corporation, Document Number F69304.

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.

Fifth: The Plan of Merger was adopted by the sole shareholder of the Surviving Corporation on April 9, 2009.

Sixth: The Plan of Merger was adopted by the sole shareholder of the Merging Corporation on April 9, 2009.

IN WITNESS WHEREOF, the Surviving Corporation and Merging Corporation have caused these Articles of Merger to be signed by a duly authorized and elected officer of such corporation this 23rd day of April, 2009.

Surviving Corporation:

AVATAR PROPERTIES INC.

By: Patricia K. Fletcher
Patricia Kimball Fletcher
Executive Vice President

Merging Corporation:

AVATAR LEISURE LAKES, INC.

By: Patricia K. Fletcher
Patricia Kimball Fletcher
Executive Vice President

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PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name, jurisdiction, and document number of the Surviving Corporation is:

AVATAR PROPERTIES INC., a Florida corporation, Document Number 315627.

Second: The name, jurisdiction and document number of the ~~Surviving~~ Merging Corporation is:

AVATAR LEISURE LAKES, INC., a Florida corporation, Document No. F69304.

Third: The terms and conditions of the merger are as follows:

(a) Other than the stock to be surrendered as described herein, the Merging Corporation has acknowledged that it has no assets, liabilities or other obligations, and that it ceased operations prior to April 9, 2009.

(b) The separate existence of the Merging Corporation shall cease at the effective time and date of the merger, and Avatar Properties Inc. shall continue its existence as the Surviving Corporation pursuant to the provisions of the Florida Business Corporation Act.

(c) The Board of Directors and the proper officers of the Surviving Corporation and the Merging Corporation have been duly 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 carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

Fourth: The manner and basis of converting the shares of each Merging Corporation into shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations or other securities of any Surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The issued shares of the Merging Corporation shall not be converted in any manner, but each said share which is issued and outstanding immediately prior to the effective time and date of the merger shall be surrendered and extinguished.