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MERGER OR SHARE EXCHANGE FOUR ACES RANCH I, LLLP

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ADRIAN HOMES AT BIRD ROAD, LLC AND

FOUR ACES RANCH I, LLLP

ARTICLES OF MERGER

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Pursuant to Section 620.2106 of the Florida Revised Uniform Limited Partnership Act (the "Act"), ADRIAN HOMES AT BIRD ROAD, LLC, a Florida limited liability company ("AHBR"), and FOUR ACES RANCH I, LLLP, a Florida limited liability limited partnership ("FARI"), hereby adopt the following Articles of Merger:

1. Pursuant to the Plan of Merger attached hereto as Exhibit A and incorporated herein by this reference, FARI shall be merged with AHBR, with FARI being the surviving entity of the merger (the "Merger").

2. The Plan of Merger, dated April 30, 2017, was unanimously adopted by the sole manager of AHBR by resolutions adopted on April 30, 2017, and by the general partner of FARI by resolutions adopted April 30, 2017.

3. The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of FARI and AHBR by their authorized officers as of April 30, 2017.

ADRIAN HOMES AT BIRD ROAD, LLC

By: Pedro J. Adriano
PEDRO J. ADRIAN, MANAGER

FOUR ACES RANCH I, LLLP

FOUR ACES GENERAL PARTNER, LLC, its General Partner

By: Pedro J. Adriano
PEDRO J. ADRIAN, MANAGER

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AGREEMENT AND PLAN OF MERGER

ADRIAN HOMES AT BIRD ROAD, LLC WITH
FOUR ACES RANCH L.LLP

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of April 30, 2017, is made by and between ADRIAN HOMES AT BIRD ROAD, LLC, a Florida limited liability company ("AHBR"), and FOUR ACES RANCH L.LLP, a Florida limited liability company ("FARI").

Preliminary Statements

WHEREAS, the parties desire that FARI be merged with AHBR, with FARI being the survivor entity, in accordance with Sections 620.2106 et seq. of the Florida Revised Uniform Limited Partnership Act (the "Act").

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

1. Structure of the Merger.

1.1 In accordance with the provisions of this Agreement and the Act, at the Effective Date (as defined below), FARI shall be merged with AHBR (the "Merger"), the separate existence of AHBR shall cease, and FARI shall continue its existence under the laws of the State of Florida (the "Surviving Entity") (AHBR, and FARI are collectively referred to as the "Constituent Entities").

1.2 The Merger shall become effective on the day on which the Articles of Merger and this Agreement are filed with the Secretary of State of Florida (the "Effective Date").

1.3 The Surviving Entity shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Entities. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Date.

2. Status and Conversion of Units.

2.1 Every one (1) membership interest of AHBR which shall be issued and outstanding immediately before the Effective Date of the Merger, by virtue of the Merger and without any action on the part of the holder thereof, shall be converted at the Effective Date into one (1) fully paid FARI limited partnership interest, and the outstanding certificate representing the membership interest of AHBR shall thereafter represent a FARI limited partnership interest. Such certificates may, but need

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not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of limited partnership interest bearing the name of the Surviving Entity.

2.2 All issued and outstanding limited partnership interest of FARI held by the limited partners, immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, be reacquired into the treasury of FARI and may immediately be reissued pursuant to the terms of Section 2.1 of this Agreement.

3. Internal Structure of Surviving Entity.

3.1 The Certificate of Limited Partnership and Limited Partnership Agreement of FARI in effect immediately prior to the Effective Date shall remain in effect and be the Certificate of Limited Partnership of the Surviving Entity.

3.2 The officers and general partner of FARI in office immediately prior to the Effective Date shall continue to be the officers and general partner of the Surviving Entity after the Merger and shall hold office in accordance with the Certificate of Limited Partnership and Limited Partnership Agreement of the Surviving Entity.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first written above.

ADRIAN HOMES AT BIRD ROAD, LLC

By: _____

Pedro J. Adrian
PEDRO J. ADRIAN, MANAGER

FOUR ACES RANCH I, LLLP

FOUR ACES GENERAL PARTNER, LLC, its General Partner

By: _____

Pedro J. Adrian
PEDRO J. ADRIAN, MANAGER

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ADRIAN HOMES AT BIRD ROAD, LLC

UNANIMOUS WRITTEN CONSENT IN LIEU OF A
MEETING OF THE MANAGERS

The undersigned, constituting the sole manager of ADRIAN HOMES AT BIRD ROAD, LLC, a Florida limited liability company (the "Company"), does hereby agree, consent to and adopt the following resolutions by unanimous written consent in lieu of a meeting and takes the following action:

WHEREAS, that sole manager, believes it is in the best interest of the Company to file a Plan of Merger and Articles of Merger in the State of Florida;

WHEREAS, the sole manager of the Company desires to authorize, approve, direct, ratify or otherwise confirm these and various other actions taken or to be taken in connection with merging the operations of the Company with and into Four Aces Ranch I, a Florida limited liability limited partnership (the "Partnership");

NOW, THEREFORE, BE IT RESOLVED, that the Company is authorized to merge into the Partnership, and the Articles of Merger to be filed with the Department of State of the State of Florida substantially in the form attached hereto as Exhibit A is hereby approved, ratified and adopted; and it is further

RESOLVED, that the Articles of Merger to be filed with the Department of State of the State of Florida attached hereto as Exhibit B are hereby approved, ratified and adopted as the Articles of Merger of the Partnership; and it is further

RESOLVED, that Pedro J. Adrian, as sole manager of the Company, is hereby authorized, empowered and directed to take any and all steps, and to execute and deliver any and all instruments in connection with the merger of the Company with the Partnership in the State of Florida, including the Articles of Merger, and otherwise carrying the foregoing resolutions into effect; and it is further

RESOLVED, that the foregoing resolutions shall continue in full force and effect and may be relied upon until receipt of written notice of any change therein.

IN WITNESS WHEREOF, the undersigned, constituting the sole manager of the Company, has approved, authorized, confirmed, ratified and consented to the foregoing resolutions as of this 30th day of April, 2017.

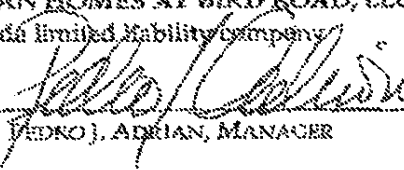
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SMGO LAW

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ADRIAN HOMES AT BIRD ROAD, LLC
a Florida limited liability company

By: _____


PEDRO J. ADRIAN, MANAGER

FA3133.0077: Written Consent Approving Merger - AdrianHomesBirdRoad(MM02).docx

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