

Oct 27, 2010 2:42 PM

Saxon Gilmore

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A0800000272

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Colton Meadow, LLLP

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$96.25

RECEIVED

10 OCT 27 AM 10:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
OCT 28 2010
EXAMINER

ARTICLES OF MERGER

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The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Sections 607.1105, 607.1108, 620.2106 and 620.2108 of the Florida Statutes:

First: The name and jurisdiction of the surviving entity:

Name Jurisdiction
A08000000272
COLTON MEADOW, LLLP, a Florida limited liability limited partnership

Second: The name and jurisdiction of the merging entity:

Name Jurisdiction
P080000024311
PAUL COLTON VILLAS GP, INC., a Florida corporation

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: Adoption of Merger by surviving entity:

The Plan of Merger was adopted by the sole general partner and the sole limited partner of the surviving entity on October 11, 2010, and the merger was approved as required by the surviving entity's governing law.

Sixth: Adoption of Merger by merging entity:

The Plan of Merger was adopted by the sole stockholder of the merging entity on October 11, 2010, and the merger was approved as required by the merging entity's governing law.

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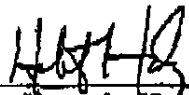
Seventh: SIGNATURES FOR EACH ENTITY

Surviving Entity:

COLTON MEADOW, LLLP,
a Florida limited liability limited partnership

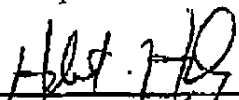
By: Colton Meadow GP, LLC, a Florida limited liability company,
its general partner

By: Lakeland-Polk Housing Corporation, a Florida non profit corporation,
its sole member

By: 
Herbert Hernandez, Secretary

Merging Entity:

PAUL COLTON VILLAS GP, INC.,
a Florida corporation

By: 
Herbert Hernandez, President

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TALLAHASSEE, FLORIDA

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PLAN OF MERGER

1.01. A plan of merger is adopted as follows, between PAUL COLTON VILLAS GP, INC., a Florida corporation ("PCV GP" and the "Merging Entity"), as the merging entity, and COLTON MEADOW, LLLP, a Florida limited liability limited partnership ("CM" and the "Surviving Entity"), as the surviving entity, pursuant to Sections 607.1108 and 620.2106 of the Florida Statutes:

- (a) Upon the effective date of the Articles of Merger (the "Effective Date"), PCV GP shall be merged with and into CM, to exist and be governed by the laws of the State of Florida as a limited liability limited partnership.
- (b) Upon the Effective Date, the separate corporate existence of the Merging Entity shall cease, and the Surviving Entity shall succeed, without other transfer, to all the rights and property of the Merging Entity, and the Surviving Entity shall be subject to all the debts and liabilities of the Merging Entity in the same manner as if the Surviving Entity had itself incurred them. All rights of creditors and all liens on the property of the Merging Entity shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.
- (c) Upon the Effective Date, the Surviving Entity will carry on business with the assets of PCV GP, as well as with the assets of CM.
- (d) Upon the Effective Date, all issued and outstanding shares of PCV GP common stock held by the sole shareholder of PCV GP shall be cancelled, in exchange for the payment of \$10 by CM to the sole shareholder of PCV GP.
- (e) Upon the Effective Date, the sole general partner of the Surviving Entity shall be Colton Meadow GP, LLC, a Florida limited liability company, whose address is 430 S. Hartsell Avenue, Lakeland, Florida 33815.
- (f) The Certificate of Limited Partnership of CM, as amended and as existing on the Effective Date, shall continue in full force as the Certificate of Limited Partnership of the Surviving Entity until altered, amended, or repealed as provided by law.

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