

Division of Corporations

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## MERGER OR SHARE EXCHANGE

## Palm Lake Renovation, LLLP

Certificate of Status	1
Certified Copy	1
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**CERTIFICATE OF MERGER**

The following Certificate of Merger is submitted in accordance with Sections 605.1025 and 620.2108, Florida Statutes.

1. The exact name of the merging party is TRG - Palm Lake, LLC, a Florida limited liability company filed on January 12, 2012, under Document # L12000005311 (the "Merging Party").
2. The exact name of the surviving party is Palm Lake Renovation, LLLP, a Florida limited liability limited partnership filed on November 15, 2011, under Document # A11000000839 (the "Surviving Party").
3. The date the merger is effective under the governing laws of the Surviving Party is upon filing of this Certificate of Merger.
4. The Plan of Merger, which is attached to this Certificate of Merger as Exhibit A, meets the requirements of Sections 605.1022 and 620.2106 Florida Statutes, and was approved by each domestic limited liability company and domestic limited liability limited partnership that is a party to the Merger in accordance with Chapters 605 and 620.

This Certificate of Merger was executed this 23rd day of December, 2014.

**Merging Party:**

TRG - PALM LAKE, I.L.C.,  
a Florida limited liability company

By: PALM LAKE RENOVATION, LLLP,  
a Florida limited liability limited partnership,  
its Managing Member

By: RAINBOW HOUSING ASSISTANCE  
CORPORATION, a California non-profit  
public benefit corporation, its General Partner

By: [Signature]  
Print Name: FLORIAN J. JENSEN  
Title: EXECUTIVE DIRECTOR

**Surviving Party:**

PALM LAKE RENOVATION, LLLP,  
a Florida limited liability limited partnership

By: RAINBOW HOUSING ASSISTANCE  
CORPORATION, a California non-  
profit public benefit corporation,  
its General Partner

By: [Signature]  
Print Name: FLORIAN J. JENSEN  
Title: EXECUTIVE DIRECTOR

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**EXHIBIT A****PLAN OF MERGER**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 605.1021 and 605.1025 and 620.2106 ~ 620.2113 Florida Statutes, is being submitted in accordance with Sections 605.1022 and 620.2106, Florida Statutes.

**Article I - Merging Party**

The name, street address of its principal office, jurisdiction and entity type of the merging party, (the "Merging Party") is as follows:

TRG - Palm Lake, LLC  
275 Battery Street, Suite 500  
San Francisco, CA 94111

**Article II - Surviving Entity**

The name, street address of its principal office, jurisdiction and entity type of the surviving entity, (the "Surviving Party") is as follows:

Palm Lake Renovation, LLLP  
275 Battery Street, Suite 500  
San Francisco, CA 94111

**Article III - Terms and Conditions**

The terms and conditions of the merger are as follows:

The Merging Party shall be merged with and into the Surviving Party (the "Merger"). The rights, property and liability of the Merging Party and the Surviving Party shall be combined into a single party under the Merger. The Merging Party shall cease as a limited liability company, by virtue of the Merger and without any action on the Surviving Party. Promptly following the execution of this Plan of Merger by the member of the Merging Party and the general partner of the Surviving Party, the member and general partner shall file a Certificate of Merger with the Florida Secretary of State.

**Article IV - Basis and Manner of Converting Interests**

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

None. There are no rights to acquire interests, shares, obligations or other securities of the Merging Party.

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The manner and basis of converting the interests, shares, obligations or other securities of the Merging Party into the interests, shares, obligations of the Surviving Party, in whole or in part, into cash or other property, are as follows:

The sole member of the Merging Party shall receive \$10 and shall have no interest in Surviving Party. The sole member of the Merging Party is the Surviving Party; therefore, no additional interests in Surviving Party shall be issued.