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Florida Department of State  
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**MERGER OR SHARE EXCHANGE**  
**Forest City Rental Properties Corporation**

Certificate of Status	0
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**C.COULLETTE**

NOV 04 2011

**EXAMINER**

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Forest City Rental Properties Corporation  
*Name of Surviving Corporation*

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

Please return all correspondence concerning this matter to following:

Michelle Smego  
*Contact Person*

Forest City Rental Properties Corporation  
*Firm/Company*

50 Public Square, Suite 1360  
*Address*

Cleveland, OH 44113  
*City/State and Zip Code*

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michelle Smego At ( 216 ) 416-3253  
*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**  
**(Profit Corporations)**

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 and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Forest City Rental Properties Corporation</u>	<u>OH</u>	<u></u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Corkscrew Land Investment, Inc.</u>	<u>FL</u>	<u>P9600041639</u>
<u>FL-Pembroke, Inc.</u>	<u>FL</u>	<u>M49288</u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

**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.

**OR**      /      /      (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on 10/15/2011 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 10/15/2011 and shareholder approval was not required.

(Attach additional sheets if necessary)

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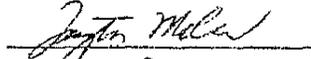
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Corkscrew Land Investment, Inc.



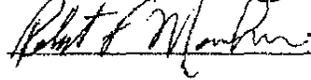
Layton McCowan, Vice President & Asst. Secretary

Forest City Rental Properties Corp



Duane F. Bishop, Jr., Vice President

FL-Pembroke, Inc.



Robert F. Monchein, President

**AGREEMENT OF MERGER**

**MERGING CORKSCREW LAND INVESTMENT, INC. AND**

**FL-PEMBROKE, INC.**

**INTO**

**FOREST CITY RENTAL PROPERTIES CORPORATION, AN OHIO CORPORATION**

**FIRST:** Forest City Rental Properties Corporation, a corporation organized and existing under the laws of the State of Ohio (hereinafter referred to as the "Survivor") owns all of the outstanding shares of Corkscrew Land Investment, Inc., a corporation organized and existing under the laws of the State of Florida (hereinafter, "Corkscrew"), and also owns all of the outstanding shares of FL-Pembroke, Inc., a corporation organized and existing under the laws of the State of Florida (hereinafter, "Pembroke") and each is a subsidiary corporation of Survivor, and agrees that Corkscrew and Pembroke each are hereby merged into Survivor, its parent corporation. The terms and conditions of said merger and the mode of carrying same into effect are set forth in this Agreement of Merger.

**SECOND:** Survivor shall survive the merger herein contemplated, shall continue its corporate name and shall continue to be governed by the laws of the State of Ohio, but the separate corporate existence of Corkscrew and Pembroke shall each cease forthwith upon the effective date.

**THIRD:** The parties to this Agreement of Merger are: (1) Survivor, a corporation organized on September 19, 1969, under the General Corporation Laws of the State of Ohio; (2) Corkscrew, a corporation organized on May 15, 1996, under the provisions of the Laws of the State of Florida; and (3) Pembroke, a corporation organized on March 30, 1987, under the provisions of the Laws of State Florida.

**FOURTH:** Pembroke and Corkscrew shall each merge into its parent company, Survivor, and Survivor shall redeem and cancel the shares of stock it holds in Pembroke and Corkscrew.

**FIFTH:** The designation and number of shares of each class of common stock and the number of shares owned by Survivor of Corkscrew and by Survivor of Pembroke after the merger is as follows:

<u>Subsidiary</u>	<u>Class of Shares</u>	<u>Shares of Subsidiary Owned by Parent BEFORE Merger</u>	<u>Shares of Subsidiary Owned by Parent AFTER Merger</u>
FC Pembroke, Inc.	Common	500	0
Corkscrew Land Investment, Inc.	Common	100	0

**SIXTH:** (a) Survivor exists under the laws of the State of Ohio and Corkscrew and Pembroke each exist under the laws of the State of Florida.

(b) All of the assets and liabilities of Corkscrew and Pembroke shall each be transferred to and assumed by Survivor, effective upon the filing of the Articles of Merger with the Florida Secretary of State.

(c) No distribution to the shareholders of Corkscrew and/or Pembroke is required under this merger in extinguishment of or substitution for its respective shares.

(d) The directors and officers of Corkscrew and Pembroke shall each resign their titles.

(e) The statutory agent of the surviving corporation, Survivor, is FCE Statutory Agent, Inc., Attention: General Counsel, 50 Public Square, Suite 1360, Cleveland, Ohio 44113-2267.

(f) The code of regulations of Survivor shall be the Code of Regulations presently in full force and effect.

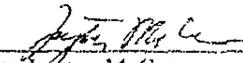
(g) This Agreement of Merger shall be submitted to the directors of Survivor, Corkscrew and Pembroke as provided by law.

**SEVENTH:** The merger shall become effective upon the filing of the Articles of Merger with the Florida Secretary of State. The principal place of business is 50 Public Square, Suite 1360, Cleveland, Ohio 44113-2267.

**EIGHTH:** This Agreement was duly approved by the directors of each of the constituent corporations and adopted pursuant to Section 1701.80 of the Ohio Revised Code as the act of Survivor and Section 607.1105 of the Florida Statutes.

IN WITNESS WHEREOF, the corporations which are the parties to the Agreement of Merger, Survivor, Corkscrew and Pembroke each, pursuant to the authority duly given by their respective boards of directors, have caused this Agreement of Merger to be executed in their respective corporate names by officers of each of the corporations on this 15<sup>th</sup> day of October, 2011.

**Corkscrew Land Investment, Inc.**  
a Florida corporation

By:   
Name: Layton McCown  
Title: Vice President & Assistant Secretary

**Forest City Rental Properties Corporation**  
an Ohio corporation

By:   
Name: Duane F. Bishop, Jr.  
Title: Vice President

**FL-Pembroke, Inc.**  
a Florida corporation

By:   
Name: Robert F. Monchein  
Title: President