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**MERGER OR SHARE EXCHANGE  
FOREST CITY RESIDENTIAL GROUP, INC.**

|                       |          |
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Forest City Residential Group, 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:

Michelle Smego

Contact Person

Forest City Residential Group, Inc.

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

Name of Contact Person

At ( 216 )

416-3253

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><br>(If known/ applicable) |
|--|---------------------|--|
| <u>Forest City Residential Group, Inc.</u> | <u>Ohio</u>         | <u>F09000001529</u>                              |

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

| <u>Name</u>                     | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|---------------------------------|---------------------|--|
| <u>F.C. Emerald Palms, Inc.</u> | <u>Florida</u>      | <u>P98000032576</u>                              |
| <u>FL-Tampa, Inc.</u>           | <u>Florida</u>      | <u>K18863</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 March 1, 2014 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 \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

14 MAR 20 PM 4:50

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**Typed or Printed Name of Individual & Title**

**Mark Gerteis, Vice President**

**Mark Gerteis, Vice President**

**Mark Gerteis, Vice President**

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**PLAN OF MERGER**

**MERGING**

**FL-TAMPA, INC., A FLORIDA CORPORATION AND  
F.C. EMERALD PALMS, INC., A FLORIDA CORPORATION  
INTO**

**FOREST CITY RESIDENTIAL GROUP, INC., AN OHIO CORPORATION**

**FIRST:** Forest City Residential Group, Inc., 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 FL-Tampa, Inc., a corporation organized and existing under the laws of the State of Florida (hereinafter, "Tampa"), and is a subsidiary corporation of Survivor, and agrees that Tampa shall be and hereby is 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 also owns all of the outstanding shares of F.C. Emerald Palms, Inc., a corporation organized and existing under the laws of the State of Florida (hereinafter, "Emerald"), and is also a subsidiary corporation of Survivor, and agrees that Emerald shall be and hereby is 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.

**THIRD:** Survivor shall survive the mergers 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 Tampa and Emerald shall cease forthwith upon the effective date.

**FOURTH:** The parties to this Agreement of Merger are: (1) Survivor, a corporation organized on March 4, 1997, under the General Corporation Laws of the State of Ohio; (2) Tampa, a corporation organized on March 23, 1988, under the General Corporation Laws of the State of Florida; and (3) Emerald, a corporation organized April 15, 1996, under the General Corporation Laws of the State of Florida.

**FIFTH:** Tampa shall merge into its parent company, Survivor, and Survivor shall redeem and cancel the shares of stock it holds in Tampa.

**SIXTH:** Emerald shall merge into its parent company, Survivor, and Survivor shall redeem and cancel the shares of stock it holds in Emerald.

**SEVENTH:** The designation and number of shares of each class of common stock and the number of shares owned by Survivor of Tampa and Emerald after the merger is as follows:

| <u>Subsidiary</u>        | <u>Class of Shares</u> | <u>Shares of Subsidiary<br/>Owned by Parent<br/>BEFORE Merger</u> | <u>Shares of Subsidiary<br/>Owned by Parent<br/>AFTER Merger</u> |
|--------------------------|------------------------|---|--|
| FL-Tampa, Inc.           | Common                 | 100   | 0  |
| F.C. Emerald Palms, Inc. | Common                 | 500   | 0  |

**EIGHTH:** (a) Survivor exists under the laws of the State of Ohio and Tampa and Emerald each exist under the laws of the State of Florida.

(b) All of the assets and liabilities of Tampa shall be transferred to and assumed by Survivor, effective upon the filing of the Certificate of Merger with the Florida Department of State, Division of Corporations.

(c) All of the assets and liabilities of Emerald shall be transferred to and assumed by Survivor, effective upon the filing of the Certificate of Merger with the Florida Department of State, Division of Corporations.

(d) No distribution to the shareholders of Tampa or Emerald is required under this merger in extinguishment of or substitution for its respective shares.

(d) The directors and officers of Tampa and Emerald shall be those persons presently holding said titles of Survivor as amended from time to time by resolution of the corporation.

(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 and Tampa and to the directors of Emerald, as provided by law.

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

**TENTH:** 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 607.1105 of the Florida Statutes as the acts of Tampa and Emerald.

**IN WITNESS WHEREOF,** the corporations which are the parties to the Agreement of Merger, Survivor, Tampa and Emerald, all 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 1<sup>st</sup> day of March, 2014.

**FC-Tampa, Inc.,**  
a Florida corporation

By:   
Name: Mark Gerteis  
Title: Vice President

**Forest City Residential Group, Inc.,**  
an Ohio corporation

By:   
Name: Mark Gerteis  
Title: Vice President

**F.C. Emerald Palms, Inc.,**  
a Florida corporation

By:   
Name: Mark Gerteis  
Title: Vice President