

F1000000004734

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

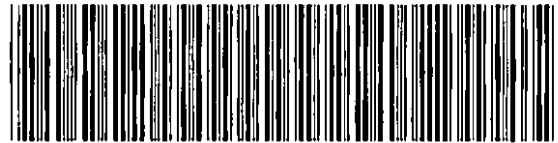
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Q. SILAS

JUN 13 2022

Office Use Only



600389147706

FILED

JUN 10 PM 6:07

SECRETARY OF STATE
TALLAHASSEE, FL

RECEIVED

2022 JUN 10 PM 1:33

OFFICE
TALLAHASSEE, FLORIDA

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 06/10/2022

****WALK IN****

ENTITY NAME Realogy Holdings Corp

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED ~~\$25~~ \$35.00

ACCOUNT #: I20160000072

S. R. JNO

Please call Tina at the above number for any issues or concerns. Thank you so much!

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

FILED

JUN 10 PM 6:07

SECTION I
(1-3 MUST BE COMPLETED)

SECRETARY OF STATE
TALLAHASSEE, FL

F10000004734

(Document number of corporation (if known))

1. REALOGY HOLDINGS CORP.
(Name of corporation as it appears on the records of the Department of State)
2. DE 3. 10/28/2010
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 06/09/2022
5. Anywhere Real Estate Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. **If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

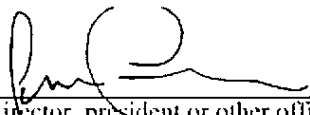
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Jenisa Irizarry

Attorney-in-Fact for Ryan M. Schneider, President

(Typed or printed name of person signing)

(Title of person signing)

FILING FEE \$35.00

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ANYWHERE MERGER SUB INC.", A DELAWARE CORPORATION,
WITH AND INTO "REALOGY HOLDINGS CORP." UNDER THE NAME OF
"ANYWHERE REAL ESTATE INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE ON THE SEVENTH DAY OF JUNE, A.D. 2022,
AT 9:23 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE NINTH DAY OF JUNE,
A.D. 2022 AT 12:01 O'CLOCK A.M.



Jeffrey W. Bullock, Secretary of State

4267926 8100M
SR# 20222686323

Authentication: 203648500
Date: 06-10-22

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:23 AM 06/07/2022
FILED 09:23 AM 06/07/2022
SR 20222638312 - File Number 4267926

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ANYWHERE MERGER SUB INC.

WITH AND INTO

REALOGY HOLDINGS CORP.

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

Realogy Holdings Corp., a Delaware corporation (the "Corporation"), pursuant to the provisions of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

1. The Corporation owns all of the outstanding shares of each class of capital stock of Anywhere Merger Sub Inc., a Delaware corporation (the "Merging Entity").
2. The Board of Directors of the Corporation, by resolutions attached hereto as Exhibit A that were duly adopted at a meeting held on May 3, 2022, determined to merge the Merging Entity with and into the Corporation (the "Merger") and to change the Corporation's name to Anywhere Real Estate Inc. pursuant to Section 253 of the DGCL.
3. The Corporation shall be the surviving corporation in the Merger.
4. The Certificate of Incorporation of the Corporation, as in effect immediately prior to the Merger, shall be the Certificate of Incorporation of the surviving corporation, except that Article I thereof shall be deleted and replaced by substituting in lieu of such Article the following:

"ARTICLE I

NAME

The name of the Corporation is:

Anywhere Real Estate Inc."

5. This Certificate of Ownership and Merger shall become effective at 12:01 a.m., Eastern Time, on June 9, 2022.

[Signature Page Follows]

Exhibit A

**RESOLUTIONS OF
THE BOARD OF DIRECTORS
OF
REALOGY HOLDINGS CORP.**

May 3, 2022

WHEREAS, the Board of Directors (the “Board”) of Realogy Holdings Corp., a Delaware corporation (the “Corporation”), has determined that it is advisable and in the best interest of the Corporation and its stockholders to effect a change in the Corporation’s name from Realogy Holdings Corp. to Anywhere Real Estate Inc. (the “New Name”, and the change in name, the “Name Change”);

WHEREAS, to effect the Name Change, it is proposed that the Corporation cause a newly formed subsidiary (“Merger Sub”) to be merged with and into the Corporation (the “Merger”), with the Corporation as the surviving corporation in the Merger and changing its name to the New Name, in accordance with Section 253 of the General Corporate Law of the State of Delaware (the “DGCL”); and

WHEREAS, the Board desires to approve certain other matters in connection with the Name Change;

NOW, THEREFORE, BE IT:

RESOLVED, that the Name Change and any and all actions necessary or appropriate to effect the Name Change, including effecting the Merger in accordance with Section 253 of the DGCL, are deemed advisable and in the best interests of the Corporation and its stockholders and are hereby approved and authorized in all respects; and further

RESOLVED, that the form, terms and provisions of the Agreement and Plan of Merger to be entered into by and between the Corporation and Merger Sub, providing for the Merger and the Name Change, as discussed with the Board, be, and hereby are, authorized, adopted and approved in all respects; and further

RESOLVED, that at the Effective Time (as defined below), by virtue of the Merger and without any action on the part of the holder hereof, (i) each share of capital stock of the Corporation issued and outstanding immediately prior to the Effective Time shall remain outstanding, and (ii) each share of capital stock of the Merger Sub issued and outstanding immediately prior to the Effective Time shall be cancelled and retired and cease to exist, and no consideration shall be

RESOLVED, that the officers of the Corporation and any other persons designated and authorized by the Board (each, "Authorized Officer" and collectively, the "Authorized Officers") be, and each of them individually hereby is, authorized and directed, in the name and on behalf of the Corporation, to execute and deliver such documents, instruments and agreements as are necessary or appropriate to effect the Merger and the Name Change in such form, with such changes thereto as the Authorized Officer or Authorized Officers executing the same shall approve, the signature of any Authorized Officer of the Corporation thereon to be conclusive evidence of the approval of such changes, and that any officer of the Corporation be, and each of them individually hereby is, authorized and directed, in the name of and on behalf of the Corporation, to prepare, execute, deliver and file or cause to be prepared, executed, delivered and filed such further agreements, certificates, instruments and documents and to take such further actions as any Authorized Officer deems necessary or appropriate to carry out the intent of these resolutions; and further

RESOLVED, that the Certificate of Incorporation and the By-Laws of the Corporation, as amended and restated prior to the date hereof, shall be further amended and restated pursuant to the Merger to reflect the New Name immediately following the Merger; and further

RESOLVED, that, by virtue of the Merger, the directors and officers of the Corporation shall continue to be hold their offices with the Corporation at the effective time of the Merger (the "Effective Time"); and further

RESOLVED, that the terms, conditions and provisions of the Certificate of Ownership and Merger to effect the Merger, and the filing thereof with the State of Delaware, be, and hereby are, approved and authorized in all respects; and further

RESOLVED, that the Authorized Officers be, and each of them individually hereby is, authorized in the name and on behalf of the Corporation to take or cause to be taken all actions necessary, advisable, or appropriate to change the Corporation's trading symbol to HOUS on the New York Stock Exchange (the "Exchange"); and further

RESOLVED, that the Authorized Officers be, and each of them individually hereby is, authorized to determine the Effective Time, make such filings and provide such notices with the Securities and Exchange Commission, the Exchange, the Financial Industry Regulatory Authority, the CUSIP Service Bureau, and any other regulatory or oversight agency, organization or body as are necessary, advisable or appropriate in connection with the Name Change, including, without limitation, the preparation, execution, and filing of all necessary applications, documents, forms and agreements, and the payment by the Corporation of filing, listing or application fees, the preparation of temporary and permanent certificates for the common stock and the appearance of any such Authorized Officer before officials; and further

RESOLVED, that the Authorized Officers be, and each of them individually hereby is, authorized in the name and on behalf of the Corporation to modify any and all Corporation policies,

RESOLVED, that the Authorized Officers be, and each of them individually hereby is, authorized in the name and on behalf of the Corporation to take or cause to be taken all such further actions and to prepare, execute and deliver or cause to be prepared, executed and delivered all such further instruments and documents in the name and on behalf of the Corporation to incur and pay or cause to be paid all such fees and expenses and to engage such persons, in each case as in such officer's or judgment as may be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions; and further

RESOLVED, that any person dealing with the Corporation, as applicable, in connection with any of the foregoing matters shall be conclusively entitled to rely upon the authority of any Authorized Officer by his or her execution of any document, agreement or instrument, the same shall be a valid and binding obligation of the Corporation, as applicable, enforceable in accordance with its terms; and further

RESOLVED, that all actions heretofore taken by any Authorized Officer of the Corporation in connection with the matters contemplated by the foregoing resolutions be, and they hereby are, approved, ratified and confirmed in all respects.