

F94000004077

(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:

Office Use Only



500065364085

02/21/06--01017--011 \*\*78.75

EFFECTIVE DATE  
02-23-06

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

2006 FEB 21 PM 12:10  
06 FEB 21 AM 11:48

FILED RECEIVED

*Merger*

G. Ocullette FEB 21 2006

FLORIDA RESEARCH & FILING SERVICES, INC.  
1211 CIRCLE DRIVE  
TALLAHASSEE, FL 32301  
PHONE (850)656-6446

OFFICE USE ONLY

WALK-IN

ENTITY NAME:

1. AMERICA FIRST FLORIDA REIT, INC.  
Merging into: MID-AMERICA APARTMENT COMMUNITIES, INC.

CK# 1900

AMOUNT \$78.75

PLEASE FILE THE ATTACHED MERGER & RETURN THE FOLLOWING:

XXX CERTIFIED COPY

STAMPED COPY

CERTIFICATE OF STATUS

Examiner's Initials

**ARTICLES OF MERGER  
OF  
AMERICA FIRST FLORIDA REIT, INC.,  
a Florida corporation  
INTO  
MID-AMERICA APARTMENT COMMUNITIES, INC.,  
a Tennessee corporation**

**EFFECTIVE DATE**  
02-23-06

Pursuant to the provisions of Title XXXVI, Chapter 607, Section 1101 of the Florida Business Corporations Act (the "FBCA") and Section 48-21-107 of the Tennessee Business Corporation Act (the "TBCA"), America First Florida REIT, Inc., a Florida corporation ("America First Florida") and Mid-America Apartment Communities, Inc., a Tennessee corporation ("MAAC"), collectively referred to herein as the "Merging Entities," on this 20th day of February, 2006, do hereby adopt the following Articles of Merger for the purpose of merging America First Florida with and into MAAC (the "Merger"):

**FIRST:** The Agreement and Plan of Merger, dated February 20, 2006, for merging America First Florida with and into MAAC, the surviving entity in the merger, is attached hereto as Exhibit A and made a part hereof (the "Plan of Merger").

**SECOND:** The Plan of Merger was approved by the Board of Directors and Sole Shareholder of America First Florida upon action by written consent on February 20, 2006.

**THIRD:** As to MAAC, the Plan of Merger and the performance of its terms were duly authorized by all action required by the laws of the State of Tennessee.

**FOURTH:** The separate existence of America First Florida shall cease upon the effective time of these Articles of Merger and the shares of America First Florida shall be cancelled.

**FIFTH:** These Articles of Merger and the Plan of Merger shall be effective at 12:01 a.m., Central Time, on February 23, 2006.

**SIXTH:** The address of MAAC is 6584 Poplar Avenue, Suite 300, Memphis, Tennessee 38138.

[The next page is the signature page]

\*\*\*\*\*

FILED  
2006 FEB 21 PM 12:10  
TALLAHASSEE, FLORIDA

**IN WITNESS WHEREOF**, the parties have executed these Articles of Merger and caused the same to be duly delivered on their behalf on the day and year first above written.

AMERICA FIRST FLORIDA REIT, INC.

By: Al Campbell  
Name: Al Campbell  
Title: Vice President

MID-AMERICA APARTMENT COMMUNITIES,  
INC.

By: Al Campbell  
Name: Al Campbell  
Title: Senior Vice President and Treasurer

**EXHIBIT A**

**Plan of Merger**

**See attached.**

## AGREEMENT AND PLAN OF MERGER

Pursuant to the provisions of Title XXXVI, Chapter 607, Section 607.1101 of the Florida Business Corporations Act and Section 48-21-105 of the Tennessee Business Corporation Act, this Agreement and Plan of Merger (the "Plan") is entered into by and among **MID-AMERICA APARTMENT COMMUNITIES, INC.**, a Tennessee corporation, the parent corporation (the "Surviving Corporation"), and **AMERICA FIRST FLORIDA REIT, INC.**, a Florida corporation, the subsidiary corporation (the "Merging Corporation"). The parties hereby approve and consent to this Plan for the merger of the Merging Corporation into the Surviving Corporation.

1. Effective Date of Merger. The merger shall become effective as of 12:01 a.m. Central Standard Time on February 23, 2006 (the "Effective Date").

2. Terms and Conditions of Merger. At the Effective Date, the Merging Corporation shall merge with and into the Surviving Corporation, and all rights, privileges, powers, franchises, properties (real, personal, or mixed), contract rights, debts due to, causes of action and other assets of the Merging Corporation shall thereafter be vested in and belong exclusively to and be the property of the Surviving Corporation; and the title to any real property vested by deed or otherwise in the Merging Corporation shall not revert or be in any way impaired by reason of the merger. All debts, liabilities, and duties of the Merging Corporation shall be vested in and attach to the Surviving Corporation, and may be enforced against it to the same extent and in the same manner as prior to the merger and as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

3. Continuation of the Surviving Corporation. The name, identity, purpose, existence, rights, privileges, powers, franchises, properties (real, personal, or mixed), contract rights, debts due to, causes of action and other assets of the Surviving Corporation shall continue, unaffected and unimpaired by the merger and shall thereafter be vested in and belong exclusively to and be the property of the Surviving Corporation and the title to any real property vested by deed or otherwise in the Surviving Corporation shall not revert or be in any way impaired by reason of the merger. All debts, liabilities and duties of the Surviving Corporation shall be vested in and attach to the Surviving Corporation, and may be enforced against it to the same extent and in the same manner as prior to the merger.

4. Termination of Existence of the Merging Corporation. At the Effective Date, the separate existence of the Merging Corporation shall cease and the shares in the Merging Corporation shall be cancelled.

5. Execution in Multiple Counterparts. This Plan may be executed in multiple counterparts, each of which shall be deemed an original and all of which shall constitute one and the same Plan.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, the parties hereto have executed this Plan effective on the 20 day of February, 2006.

**MID-AMERICA APARTMENT  
COMMUNITIES, INC.**, a Tennessee corporation,

By: Al Campbell  
Name: Al Campbell  
Title: Senior Vice President and Treasurer

**AMERICA FIRST FLORIDA REIT, INC.**, a  
Florida corporation

By: Al Campbell  
Name: Al Campbell  
Title: Vice President