

G47181

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TALLAHASSEE, FLORIDA

*Meyers 7/20/09
XCL*

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: AVATAR COMMUNITIES, 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:

MS. PATRICE M. JOHNSTON
Contact Person

AVATAR COMMUNITIES, INC.
Firm/Company

201 ALHAMBRA CIRCLE, 12 FL
Address

CORAL GABLES, FL 33134
City/State and Zip Code

patrice_johnston@avatarholdings.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MS. PATRICE M. JOHNSTON
Name of Contact Person

At (305) 442 7000 X2214
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

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, jurisdiction, and document number of the Surviving Corporation is:

AVATAR COMMUNITIES, INC., a Florida corporation, Document Number G47181.

Second: The name, jurisdiction and document number of the Merging Corporation is:

AVATAR COMMUNITIES OF OHIO, INC., an Ohio corporation, License No. 646610.

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.

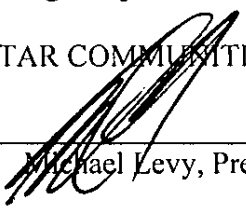
Fifth: The Plan of Merger was adopted by the sole shareholder of the Surviving Corporation on April 1, 2009.

Sixth: The Plan of Merger was adopted by the sole shareholder of the Merging Corporation on June 22, 2009.

IN WITNESS WHEREOF, the Surviving Corporation and Merging Corporation have caused these Articles of Merger to be signed by a duly authorized and elected officer of such corporation this 22nd day of June, 2009.

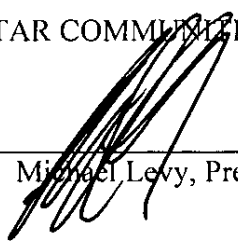
Surviving Corporation:

AVATAR COMMUNITIES, INC.

By: 
Michael Levy, President

Merging Corporation:

AVATAR COMMUNITIES OF OHIO, INC.

By: 
Michael Levy, President

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PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name, jurisdiction, and document number of the Surviving Corporation is:

AVATAR COMMUNITIES, INC., a Florida corporation, Document Number G47181.

Second: The name, jurisdiction and document number of the Merging Corporation is:

AVATAR COMMUNITIES OF OHIO, INC., a Georgia corporation, License No. 646610.

Third: The terms and conditions of the merger are as follows:

(a) Other than the stock to be surrendered as described herein, the Merging Corporation has acknowledged that it has no assets, liabilities or other obligations, and that it ceased operations prior to April 1, 2009.

(b) The separate existence of the Merging Corporation shall cease at the effective time and date of the merger, and Avatar Communities, Inc. shall continue its existence as the Surviving Corporation pursuant to the provisions of the Florida Business Corporation Act.

(c) The Board of Directors and the proper officers of the Surviving Corporation and the Merging Corporation have been duly authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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

The issued shares of the Merging Corporation shall not be converted in any manner, but each said share which is issued and outstanding immediately prior to the effective time and date of the merger shall be surrendered and extinguished.