

201000022045

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000123427 6)))

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850)205-0380

From:  
Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.  
Account Number : 076077000521  
Phone : (954) 527-2428  
Fax Number : (954) 764-4996

EFFECTIVE DATE  
1-1-02

01 DEC 24

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

01 DEC 21 PM 4 45

DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**LEVITT AT WESTCHESTER, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$105.00

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

LEVITT AT WESTCHESTER, INC. A FLORIDA ENTITY

INTO

**LEVITT AT WESTCHESTER, LLC**, a Florida entity, L01000022045

File date: December 21, 2001, effective January 1, 2002

Corporate Specialist: Agnes Lunt

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 DEC 24

H010001234276

ARTICLES OF MERGER

These Articles of Merger are submitted in accordance with Sections 607.1109 and 608.4382, Florida statutes (2000).

FIRST:

The exact name, street address of its principal office, jurisdiction and entity type for each merging party is:

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
Levitt at Westchester, Inc. 7777 Glades Road, Suite 410 Boca Raton, Florida 33434 Florida Document No.: J97614 FEIN: 65-0078575	Florida	Corporation

SECOND:

The exact name, street address of its principal office, jurisdiction and entity type for the surviving party is:

<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
Levitt at Westchester, LLC 7777 Glades Road, Suite 410 Boca Raton, Florida 33434 Florida Document No.: <u>L01000022045</u>	Florida	Limited Liability Company

THIRD:

Attached hereto as Exhibit "A" is the Agreement and Plan of Merger (the "Plan of Merger") between Levitt at Westchester, Inc., a Florida corporation (the "Merged Corporation") and Levitt at Westchester, LLC, a Florida limited liability company (the "Survivor").

FOURTH:

The Plan of Merger was approved by the Merged Corporation in accordance with the applicable provisions of Chapter 607, Florida Statutes (Florida Business Corporation Act) and by the Survivor in accordance with the applicable provisions of Chapter 608, Florida Statutes (Florida Limited Liability Company Act).

H010001234276

H010001234276

FIFTH:

The merger that is the subject hereof is permitted under the laws of the State of Florida and is not prohibited by the Operating Agreement or the Articles of Organization of the Survivor.

SIXTH:

The effective date of the merger shall be January 1, 2002.

SEVENTH:

These Articles of Merger comply with and were executed in accordance with the laws of the State of Florida.

[THIS SPACE INTENTIONALLY LEFT BLANK]

H010001234276

H010001234276

This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, and all of which when taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of December 21, 2001.

**LEVITT AT WESTCHESTER, INC.,**  
A Florida corporation

By: \_\_\_\_\_

Jeffery Hoyos, Secretary

**LEVITT AT WESTCHESTER, LLC,**  
A Florida limited liability company

By: \_\_\_\_\_

Jeffery Hoyos  
Authorized Signatory of the Member

H010001234276

H010001234276

EXHIBIT "A"AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is adopted as of December 21, 2001, between **LEVITT AT WESTCHESTER, INC.**, a Florida corporation (the "Merged Entity") and **LEVITT AT WESTCHESTER, LLC**, a Florida limited liability company (the "Survivor").

RECITALS

The board of directors and shareholders of the Merged Entity and the sole member of the Survivor have determined that it is advisable and in the best interests of the Merged Entity and the Survivor and their respective owners that the Merged Entity be merged (the "Merger") with and into the Survivor on the terms and subject to the conditions set forth herein.

ARTICLE I  
THE MERGER

At the Effective Time (as defined in Article VI hereof), the Merged Entity shall be merged with and into the Survivor in accordance with the Florida Limited Liability Company Act (the "Act"), and the separate existence of the Merged Entity shall cease and the Survivor shall thereafter continue as the surviving limited liability company under the laws of the State of Florida.

ARTICLE II  
THE SURVIVING LIMITED LIABILITY COMPANY

A. At the Effective Time, the Articles of Organization of the Survivor, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Survivor.

B. At the Effective Time, the Operating Agreement of the Survivor, as in effect immediately prior to the Effective Time shall be the Operating Agreement of the Survivor, until thereafter altered, amended or repealed in accordance with the Act and the Articles of Organization of the Survivor.

C. At the Effective Time, the directors of the Merged Entity shall be relieved of their duties, as the Survivor shall be a member-managed limited liability company.

D. At the Effective Time, the officers of the Merged Entity shall be the officers of the Survivor until their successors are elected and have qualified.

E. At the Effective Time, the name and address of the Registered Agent of the Survivor shall be Jeffery Hoyos, 7777 Glades Road, Suite 410, Boca Raton, Florida 33434.

H010001234276

**ARTICLE III**  
**MANNER AND BASIS OF CONVERTING MEMBERS INTEREST**

At the Effective Time, the shares of the Merging Entity shall be automatically converted and exchanged for units of member interest in the Survivor and the membership interests of the Survivor issued and outstanding immediately following the Effective Time shall be unchanged by the Merger.

**ARTICLE IV**  
**EFFECT OF MERGER**

At the Effective Time, all property, subsidiaries, rights, privileges, powers and franchises of the Merged Entity shall vest in the Survivor, and all liabilities and obligations of the Merged Entity shall become liabilities and obligations of the Survivor, including, the obligation and liability for the payment of all fees and franchise taxes, if any.

**ARTICLE V**  
**MANAGEMENT OF SURVIVING LIMITED LIABILITY COMPANY**

The Survivor is a Florida limited liability company and it is to be managed by its member. The name and address of the sole member is as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Levitt Homes, LLC, a Florida limited liability company	7777 Glades Road, Suite 410 Boca Raton, Florida, 33434

**ARTICLE VI**  
**EFFECTIVE TIME**

As used in this agreement, the term "Effective Time" shall mean January 1, 2002.

[END OF DOCUMENT]

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 DEC 24