

L03000010641

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

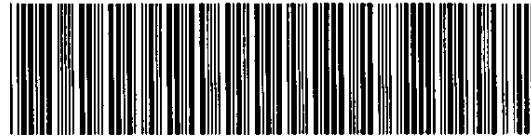
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300106449433

08/01/07--01002--007 **77.50

08/01/07--01002--008 **52.50

RECEIVED
07 JUL 31 PM 3:48
STATE
LETTERS OF INCORPORATIONS
DIVISION
TALLAHASSEE, FLORIDA

FILED
07 JUL 31 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CT.

a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

July 31, 2007

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
07 JUL 31 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 6989738 SO
Customer Reference 1: NONE GIVEN
Customer Reference 2:

Dear Department of State, Florida:

Please file the attached:

TOUSA Ventures, LLC (FL)
Merger (Discontinuing Company)
Florida

TOUSA Ventures, LLC (FL)
Obtain Document - Misc - Certified copy of Merger
Florida

RECEIVED
DEPT. OF STATE
TALLAHASSEE, FLORIDA
2007 JUL 31 PM 3:11
OFFICE OF THE
CLERK OF THE
SUPREMACY OF FLORIDA

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

ARTICLES OF MERGER
OF TOUSA VENTURES, LLC, a Florida limited liability company
INTO
NEWMARK HOMES, L.P., a Texas limited partnership

FILED
07 JUL 31 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted in accordance with the Florida Limited Liability Company Act ("FLLCA") and the Texas Revised Limited Partnership Act ("TRLPA").

Pursuant to the provisions of the FLLCA and the TRLPA, the undersigned adopt the following Articles of Merger.

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

TOUSA Ventures, LLC, a Florida limited liability company
4000 Hollywood Blvd., Ste. 500N
Hollywood, FL 33021
Florida Registration No. L03000010641
FEIN 14-1876949

Second: The exact name and address of its principal office, jurisdiction, and entity type for each surviving party is as follows:

Newmark Homes, L.P., a Texas limited partnership
10455 Briar Forrest Drive
Houston, TX 77042

Third: The attached Plan of Merger meets the requirements of the FLLCA and TRLPA, and was duly authorized by all action required by the limited liability company and limited partnership that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

Fourth: No amendments to the Certificate of Limited Partnership of the surviving party are desired to be effected by the merger.

Fifth: The surviving party, Newmark Homes, L.P., hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to the Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of the merging party, TOUSA Ventures, LLC.

Sixth: The surviving party, Newmark Homes, L.P., agrees to pay the dissenting shareholders, partners, and/or members of the merging party, TOUSA Ventures, LLC, the amount, if any, to which they are entitled under the Florida Statutes.

Seventh: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any limited partnership or articles of organization of any limited liability company that is a party to the merger.

Eighth: The merger shall become effective as of the date the Articles of Merger are filed.

Ninth: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

Tenth: The executed Plan of Merger is on file at: TOUSA, Inc., 4000 Hollywood Blvd., Ste. 500N, Hollywood, FL 33021

Merging Party:

TOUSA Ventures, LLC

By: TOUSA Homes, Inc., sole member

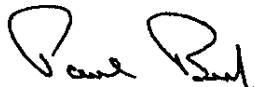


Paul Berkowitz, EVP

Surviving Party:

Newmark Homes, L.P.

By: TOUSA Homes, Inc., general partner



Paul Berkowitz, EVP

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated July 31, 2007, between TOUSA Ventures, LLC, a Florida limited liability company ("TOUSA") and Newmark Homes, L.P., a Texas limited partnership ("Newmark" and together with TOUSA, the "Constituent Entities").

WHEREAS, TOUSA and its sole member and Newmark and its partners have determined that it is advisable and in their best interest, that TOUSA be merged into Newmark, with Newmark being the surviving entity, on the terms and conditions set forth in this Plan (the "Merger");

NOW THEREFORE, BE IT RESOLVED, that in accordance with the applicable statutes of the State of Florida and Texas, TOUSA shall be merged with and into Newmark, with Newmark being the surviving entity, and that the terms and conditions of the Merger and the mode of carrying into effect the Merger shall be as follows:

1. The Merger. Upon the terms and conditions hereafter set forth and in accordance with the Florida Limited Liability Company Act ("FLLCA") and the Texas Revised Limited Partnership Act ("TRLPA"), at the Effective Time (defined below), TOUSA shall be merged with and into Newmark and thereupon the separate existence of TOUSA shall cease, and Newmark, as the surviving entity, shall continue to exist under and be governed by the TRLPA.
2. Filing. Newmark will cause Articles of Merger, in compliance with the provisions of applicable law to be executed and filed with the Secretary of State of Florida and Secretary of State of Texas (the "Articles of Merger").
3. Effective Date and Time of Merger. The Merger shall become effective on July 31, 2007 (such time is referred to as the "Effective Time").
4. Certificate and Governing Agreement. Upon the effectiveness of the Merger, the Certificate of Limited Partnership of Newmark shall be the Certificate of Limited Partnership of the Newmark, the surviving entity. The Limited Partnership Agreement, as amended, of Newmark, the surviving entity, shall be the Limited Partnership Agreement, as amended, of the surviving entity.
5. Conversion of Interests. Upon the Effective Time, by virtue of the Merger and without any action on the part of TOUSA or Newmark (i) each membership interest of TOUSA outstanding at the Effective Time shall be cancelled and no consideration shall be delivered in exchange therefore, and (ii) each of the partnership interest of Newmark outstanding at the Effective Time shall remain outstanding.
6. Effect of the Merger. Upon the Effective Time, Newmark shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a

private nature, of the Constituent Entities, and all obligations belonging to or due to the Constituent Entities, all of which shall be vested in Newmark without further act or deed. Newmark shall be liable for all the obligations of the Constituent Entities; any claim existing, or action or proceeding pending, by or against the Constituent Entities, may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or Newmark may be substituted in its place; and all the rights of creditors of the Constituent Entities shall be preserved unimpaired.

7. Authorization. As to each TOUSA and Newmark, the Plan of Merger was authorized by all action required under the laws of the States of Florida and Texas.

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be signed in their corporate names and on their behalf by authorized representative, as of the date first above written.

TOUSA Ventures, LLC
a Florida limited liability company

By: TOUSA Homes, Inc., sole member

By: 
Paul Berkowitz, EVP

Newmark Homes, L.P.
A Texas limited partnership

By: TOUSA Homes, Inc., general partner

By: 
Paul Berkowitz, EVP