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MERGER OR SHARE EXCHANGE

BEL AIRE AT WINDWARD, LLC

Certificate of Status	0
Certified Copy	1
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**CERTIFICATE OF MERGER OF
ARLINGTON AT WINDWARD, LLC, LD6-9430
INTO
BEL AIRE AT WINDWARD, LLC L04-62409**

Bel Aire at Windward, LLC, a Florida limited liability company ("Bel Aire"), hereby delivers to the Department of State for filing the following Certificate of Merger for the merger of Arlington at Windward, LLC, a Florida limited liability company ("Arlington"), with and into Bel Aire. Bel Aire shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by Arlington in accordance with Section 608.4381, Florida Statutes.
3. The foregoing Plan of Merger was approved by Bel Aire in accordance with Section 608.4381, Florida Statutes.
4. The effective date of the merger is the date this Certificate of Merger is filed with the Department of State (the "Effective Date").

IN WITNESS WHEREOF, this Certificate of Merger has been executed and delivered by the constituent business entities as of the Effective Date.

BEL AIRE AT WINDWARD, LLC,
a Florida limited liability company

By: 
David J. Schroeders
As its Manager

ARLINGTON AT WINDWARD, LLC,
a Florida limited liability company

By: 
David J. Schroeders
As its Manager

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EXHIBIT A
PLAN OF MERGER
OF ARLINGTON AT WINDWARD, LLC,
WITH AND INTO
BEL AIRE AT WINDWARD, LLC

Arlington at Windward, LLC, a Florida manager-managed limited liability company, and Bel Aire at Windward, LLC, a Florida manager-managed limited liability company, hereby adopt and approve the following plan as the Plan of Merger required by Section 808.43B, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are Arlington at Windward, LLC, a Florida manager-managed limited liability company ("Arlington"), and Bel Aire at Windward, LLC, a Florida manager-managed limited liability company ("Bel Aire"). As a result of the merger, Arlington shall be merged with and into Bel Aire. Bel Aire shall be the surviving business entity.
2. The merger shall be effective on the date the Certificate of Merger is filed with the Department of State (the "Effective Date").
3. As a result of the merger, the membership interest of the sole member of Arlington shall be cancelled. The member of Arlington shall not have rights to acquire membership interests in Bel Aire. No change shall occur in the membership interests of Bel Aire.
4. The name and address of the Manager for Arlington is David J. Schroeders, 6530 Wild Orchid Lane, Sarasota, Florida 34241.
5. The name and address of the Manager for Bel Aire is David J. Schroeders, 6530 Wild Orchid Lane, Sarasota, Florida 34241.
6. This plan shall be submitted to the Member and Manager of Arlington for approval. This plan shall be submitted to the Member and Manager of Bel Aire for approval.
7. The Member of Bel Aire, having a membership interest in Bel Aire immediately prior to the Effective Date, will hold the same membership interest, with identical designations, preferences, limitations, and relative rights, immediately after the merger.
8. The Member and Manager of Arlington and the Member and Manager of Bel Aire are hereby authorized to amend this plan at any time prior to the filing of the Certificate of Merger, to the extent permitted by law.
9. There are no other terms of or conditions to the merger.

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