

L05000074051

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

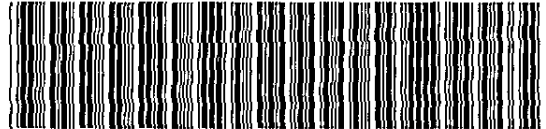
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EFFECTIVE DATE

8/1/05

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DIVISION OF CORPORATIONS
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Suite 1200
106 East College Avenue
Tallahassee, FL 32301
www.akerman.com
850 224 9634 tel 850 222 0103 fax

July 29, 2005

Buck Kohr
Limited Liability Company Filings
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

EFFECTIVE DATE
8/1/05

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

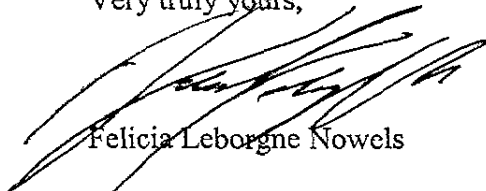
RE: Minto Communities, Inc. into Minto Communities, LLC

Dear Mr. Kohr,

Please find enclosed the original Articles of Merger and Agreement and Plan of Merger for the above referenced company along with one additional copy and a check for the filing fees and certified copy fee in the amount of \$90.00.

We would like to file the Articles of Merger at this time and request one certified copy. Please let me know if you require any additional information. Thank your for your assistance with this matter.

Very truly yours,



Felicia Leborgne Nowels

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections 607.1109 and 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction of organization, and entity type of the merging entity is as follows:

MINTO COMMUNITIES (PEMBROKE), INC., a Florida corporation

Address: 4400 W. Sample Road, Suite 200
Coconut Creek, FL 33073

Document #: V55983

SECOND: The exact name, street address of its principal office, jurisdiction of organization, and entity type of the surviving entity is as follows:

MINTO COMMUNITIES (PEMBROKE), LLC, a Florida limited liability company

Address: 4400 W. Sample Road, Suite 200
Coconut Creek, FL 33073

Document #: L05000074051

THIRD: The Agreement and Plan of Merger, attached hereto as Exhibit A, meets the requirements of sections 607.1108 and 608.438, Florida Statutes, and was approved by each Minto Communities (Pembroke), Inc. and Minto Communities (Pembroke), LLC in accordance with Chapters 607 and 608, Florida Statutes, respectively.

FOURTH: The merger is permitted under the laws of the State of Florida and is not prohibited by the operating agreement or articles of organization of Minto Communities (Pembroke), LLC.

FIFTH: Minto Communities (Pembroke), LLC is managed by its Board of Managers, whose names and addresses are as follows:

Michael Greenberg	4400 W. Sample Rd., Ste. 200, Coconut Creek, FL 33073
Philippe Joannis	4400 W. Sample Rd., Ste. 200, Coconut Creek, FL 33073
Harry Posin	4400 W. Sample Rd., Ste. 200, Coconut Creek, FL 33073

SIXTH: The merger shall become effective as of August 1, 2005, 10:00 A.M. EST.

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


EIGHTH: Signatures for each party:


EFFECTIVE DATE
8/1/05

FILED
05 JUL 29 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGING ENTITY:

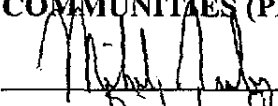
MINTO COMMUNITIES (PEMBROKE), INC.


By: 
Name: Richard Bradley
Title: President

By: 
Name: Philippe Jorwisse
Title: Senior Vice President

SURVIVING ENTITY:

MINTO COMMUNITIES (PEMBROKE), LLC

By: 
Name: Richard Bradley
Title: President

By: 
Name: Philippe Jorwisse
Title: Senior Vice President

STEPS 18, 19, 23

Exhibit A
Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan") has been adopted as of the 29 day of July, 2005 by **MINTO COMMUNITIES (PEMBROKE), LLC**, a Florida limited liability company ("LLC") and **MINTO COMMUNITIES (PEMBROKE), INC.**, a Florida corporation ("CORPORATION").

RECITALS

The Board of Managers and the sole Member of LLC and the Board of Directors and sole shareholder of CORPORATION have determined that it is advisable and in the best interest of each of LLC and CORPORATION that CORPORATION be merged with and into LLC on the terms and subject to the conditions set forth herein (the "Merger").

ARTICLE I

The Merger

On the Effective Date (as defined in Article V hereof), CORPORATION shall merge with and into LLC in accordance with the Florida Business Corporation Act and the Florida Limited Liability Company Act, and the separate existence of CORPORATION shall cease and LLC shall thereafter continue as the surviving limited liability company (the "Surviving Entity") under the laws of the State of Florida.

ARTICLE II

The Surviving Entity

On the Effective Date, the Articles of Organization of LLC, as in effect immediately prior to the Effective Date, shall be the Articles of Organization of the Surviving Entity.

On the Effective Date, the Operating Agreement of LLC, as in effect immediately prior to the Effective Date, shall be the Operating Agreement of the Surviving Entity, until thereafter altered, amended or repealed.

On the Effective Date, the officers of LLC shall be the officers of the Surviving Entity until their successors are elected and qualified, and management of the Surviving Entity shall continue to be vested in its Board of Managers and officers.

ARTICLE III

Manner and Basis of Converting Shares

On the Effective Date, each issued and outstanding share of common stock, par value \$1.00 per share, of CORPORATION, shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one (1) voting common unit of LLC.

ARTICLE IV

Effect of Merger

On the Effective Date, all property, rights, privileges, powers and franchises of CORPORATION shall vest in the Surviving Entity, and all liabilities and obligations of CORPORATION shall become liabilities and obligations of the Surviving Entity.

ARTICLE V

Effective Date

As used in this Agreement, the term "Effective Date" shall mean August 1, 2005, 10:00 A.M. EST.

ARTICLE VI

Amendment, Modification and Termination; Counterparts

The sole Member of LLC, the Board of Managers of LLC, the sole shareholder of CORPORATION and/or the Board of Directors of CORPORATION may amend, terminate and/or abandon the Merger at any time prior to the Effective Date. This Plan may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were on the same instrument.

ARTICLE VII

Management

The Surviving Entity is managed by its Board of Managers. The names and addresses of each Manager on the Board of Managers are:

Michael Greenberg	4400 W. Sample Rd., Ste. 200, Coconut Creek, FL 33073
Philippe Joannis	4400 W. Sample Rd., Ste. 200, Coconut Creek, FL 33073
Harry Posin	4400 W. Sample Rd., Ste. 200, Coconut Creek, FL 33073

[Signatures on next page.]

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger on the date first set forth above.

LLC:

MINTO COMMUNITIES (PEMBROKE), LLC

By: [Signature]
Name: Michael J. Gosselin
Title: President

By: [Signature]
Name: Philippe J. Jansse
Title: Senior Vice President

CORPORATION:

MINTO COMMUNITIES (PEMBROKE), INC.

By: [Signature]
Name: Michael J. Gosselin
Title: President

By: [Signature]
Name: Philippe J. Jansse
Title: Senior Vice President