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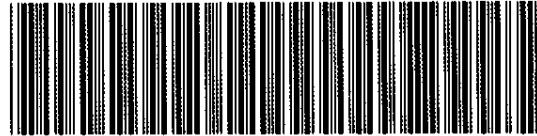
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B. KOHR

FEB - 7 2011

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

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CONTACT: TRICIA TADLOCK

DATE: 02/07/11

REF. #: 0409.142138

CORP. NAME: FONTAINBLEAU WEST TOWNHOMES, LLC (Survivor of Merger)

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input checked="" type="checkbox"/> MERGER      | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |
| <input type="checkbox"/> OTHER:                      |   |  |

STATE FEES PREPAID WITH CHECK# 538432 FOR \$ 205.00.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

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| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

**ARTICLES OF MERGER  
OF  
FONTAINBLEAU WEST MIDRISE 21, LLC  
FONTAINBLEAU WEST MIDRISE 22, LLC  
FONTAINBLEAU WEST MIDRISE 23, LLC  
FONTAINBLEAU WEST MIDRISE 24, LLC  
FONTAINBLEAU WEST MIDRISE 25, LLC  
FONTAINBLEAU WEST MIDRISE 26, LLC  
[each a Florida Limited Liability Company]  
WITH AND INTO  
FONTAINBLEAU WEST TOWNHOMES, LLC  
a Florida Limited Liability Company**

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
11 FEB -7 PM 4:27

Pursuant to the provisions of the Florida Limited Liability Company Act, the following articles of merger (the "Articles of Merger") have been duly adopted and are submitted to merge the following limited liability companies in accordance with Section 608.4382, Florida Statutes.

**FIRST:** The exact name, jurisdiction and entity type for each merging party (the "Merging Companies") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Fontainbleau West Midrise 21, LLC	Florida	LLC L05000088931
Fontainbleau West Midrise 22, LLC	Florida	LLC L05000088636
Fontainbleau West Midrise 23, LLC	Florida	LLC L05000088645
Fontainbleau West Midrise 24, LLC	Florida	LLC L05000088922
Fontainbleau West Midrise 25, LLC	Florida	LLC L05000088932
Fontainbleau West Midrise 26, LLC	Florida	LLC L05000088933

**SECOND:** The exact name, jurisdiction and entity type of the surviving party (the "Surviving Company") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Fontainbleau West Townhomes, LLC	Florida	LLC

**THIRD:** The Merging Companies are hereby merged with and into the Surviving Company and the separate existence of the Merging Companies shall cease. The Surviving Company is the surviving entity in the merger. A copy of the plan of merger (the "Plan of

Merger") is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

**FOURTH:** The attached Plan of Merger was approved by the Merging Companies in accordance with the applicable provisions of Chapter 608, Florida Statutes.

**FIFTH:** The attached Plan of Merger was approved by the Surviving Company in accordance with the applicable provisions of Chapter 608, Florida Statutes.

**SIXTH:** The Surviving Company's Articles of Organization are hereby amended by changing the name of the Surviving Company to FONTAINEBLEAU SINGLE FAMILY HOMES WEST, LLC.

**SEVENTH:** The merger is permitted under the laws of the State of Florida and has received the written consent of Flagler Loan Investments, LLC, a Florida limited liability company ( the "Lender"), as required under that certain Amended and Restated Master Loan Agreement.

**EIGHTH:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger as of December 31, 2010.

**MERGING COMPANIES:**

**FONTAINBLEAU WEST MIDRISE 21, LLC, a**  
Florida limited liability company

By: \_\_\_\_\_  
Masoud Shojee, Authorized Representative  
of the Member and Co-Manager

By: \_\_\_\_\_  
Pedro A. Martin, Authorized Representative  
of the Member and Co-Manager

**FONTAINBLEAU WEST MIDRISE 22, LLC, a**  
Florida limited liability company

By: \_\_\_\_\_  
Masoud Shojee, Authorized Representative  
of the Member and Co-Manager


By: \_\_\_\_\_  
Pedro A. Martin, Authorized Representative  
of the Member and Co-Manager

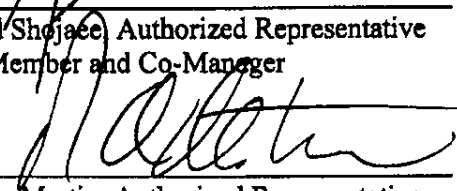
**FONTAINBLEAU WEST MIDRISE 23, LLC, a**  
Florida limited liability company

By: \_\_\_\_\_  
Masoud Shojee, Authorized Representative  
of the Member and Co-Manager


By: \_\_\_\_\_  
Pedro A. Martin, Authorized Representative  
of the Member and Co-Manager

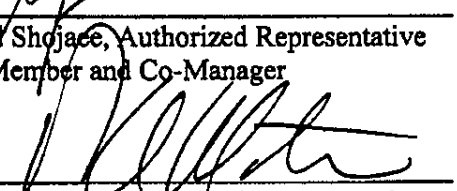
**FONTAINBLEAU WEST MIDRISE 24, LLC, a  
Florida limited liability company**

By:   
\_\_\_\_\_  
Masoud Shojaee, Authorized Representative  
of the Member and Co-Manager


By:   
\_\_\_\_\_  
Pedro A. Martin, Authorized Representative  
of the Member and Co-Manager

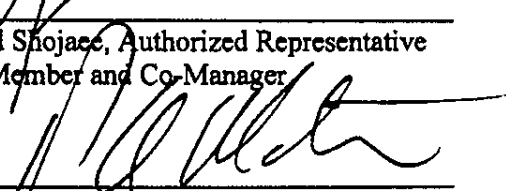
**FONTAINBLEAU WEST MIDRISE 25, LLC, a  
Florida limited liability company**

By:   
\_\_\_\_\_  
Masoud Shojaee, Authorized Representative  
of the Member and Co-Manager

By:   
\_\_\_\_\_  
Pedro A. Martin, Authorized Representative  
of the Member and Co-Manager

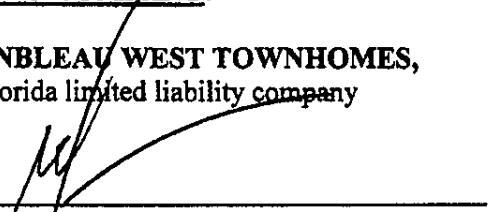
**FONTAINBLEAU WEST MIDRISE 26, LLC, a  
Florida limited liability company**

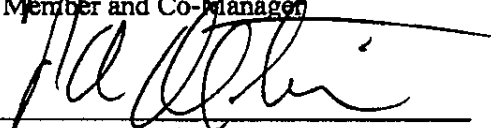
By:   
\_\_\_\_\_  
Masoud Shojaee, Authorized Representative  
of the Member and Co-Manager

By:   
\_\_\_\_\_  
Pedro A. Martin, Authorized Representative  
of the Member and Co-Manager

**SURVIVING COMPANY:**


**FONTAINBLEAU WEST TOWNHOMES,  
LLC, a Florida limited liability company**

By:   
Masoud Shojaee, Authorized Representative  
of the Member and Co-Manager

By:   
Pedro A. Martin, Authorized Representative  
of the Member and Co-Manager

**CONSENT OF LENDER:**

**FLAGLER LOAN INVESTMENTS, LLC, a  
Florida limited liability company**

By:   
Name: Michael Katz  
Title: manager

**Exhibit A**  
**Plan of Merger**



## **PLAN OF MERGER**

**THIS PLAN OF MERGER** (the "Plan") is made and entered into as of December 31, 2010, by and between Fontainebleau West Midrise 21, LLC, Fontainebleau West Midrise 22, LLC, Fontainebleau West Midrise 23, LLC, Fontainebleau West Midrise 24, LLC, Fontainebleau West Midrise 25, LLC and Fontainebleau West Midrise 26, LLC, each a Florida limited liability company (collectively, the "Merging Companies"), and Fontainebleau West Townhomes, LLC, a Florida limited liability company (the "Surviving Company").

### **WITNESSETH:**

**WHEREAS**, each of the Merging Companies are a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida;

**WHEREAS**, the Surviving Company is a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida; and

**WHEREAS**, in accordance with the consent of the Lender and the duly authorized actions of the sole Member and Managers of the Surviving Company and the sole Member and Managers of each of the Merging Companies, the Merging Companies and the Surviving Company have determined that they shall merge (the "Merger") upon the terms and conditions and in the manner set forth in this Plan and in accordance with applicable law.

**NOW THEREFORE**, in consideration of the mutual premises herein contained, the Merging Companies and the Surviving Company hereby agree as follows:

1. **MERGER.** On the Effective Date (as defined below), the separate existence of the Merging Companies shall cease and the Merging Companies shall be merged into the Surviving Company in accordance with the Florida Limited Liability Company Act and upon the terms and conditions set forth in this Plan. The Surviving Company shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Merging Companies. Additionally, title to all property, whether real, personal, or mixed, tangible or intangible, of the Merging Companies shall vest in the Surviving Company. All and every other property and interest of the Merging Companies shall be the property and interests of the Surviving Company to the same extent as the Merging Companies. All debts, liabilities, duties, and obligations of the Merging Companies shall be the debts, liabilities, duties and obligations of the Surviving Company. Such debts, liabilities, duties, and obligations may be enforced against the Surviving Company to the same extent as if said debts, liabilities, and obligations had been incurred or contracted by the Surviving Company.

2. **AMENDMENT.** The Surviving Company will amend its Articles of Organization by changing its name to FONTAINEBLEAU SINGLE FAMILY HOMES WEST, LLC.

3. **CONSTITUENT DOCUMENTS.** As a result of the Merger and on the Effective Date, the constituent documents of the Surviving Company shall be as follows:

(a) **Articles of Organization.** The Articles of Organization, as amended, of the Surviving Company (the "Articles of Organization"), shall continue as the Articles of Organization of the Surviving Company.

(b) **Operating Agreement.** The Limited Liability Company Amended and Restated Operating Agreement of the Surviving Company, shall continue in full force and effect with respect to the Surviving Company.

4. **CONVERSION OF MEMBERSHIP INTEREST.** On the Effective Date, each membership interest of the Merging Companies issued and outstanding immediately prior to the Effective Date shall cease to be outstanding and automatically shall be cancelled and retired and shall cease to exist, and no membership interest of the Surviving Company or other property will be issued in exchange therefor. The membership interest of the Surviving Company issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding from and after the Effective Date.

5. **APPROVAL.** The Merger contemplated by this Plan has received the written consent of the Lender and has been adopted and approved by the sole Member of the Merging Companies and by the sole Member of the Surviving Company, by written consent dated December 31, 2010.

6. **EFFECTIVE DATE OF MERGER.** The Merger shall be effective on the date the Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Date").

7. **AMENDMENTS.** The sole Member of the Merging Companies and the sole Member of the Surviving Company may not amend or terminate this Plan without the written consent of the Lender.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the parties have caused this Plan to be entered into as of the date first above written.

**MERGING COMPANIES:**

**FONTAINBLEAU WEST MIDRISE 21, LLC, a  
Florida limited liability company**

By: \_\_\_\_\_  
Masoud Shojaee, Authorized Representative  
of the Member and Co-Manager

By: \_\_\_\_\_  
Pedro A. Martin, Authorized Representative  
of the Member and Co-Manager

**FONTAINBLEAU WEST MIDRISE 22, LLC, a  
Florida limited liability company**

By: \_\_\_\_\_  
Masoud Shojaee, Authorized Representative  
of the Member and Co-Manager

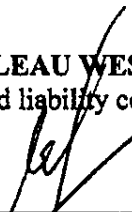
By: \_\_\_\_\_  
Pedro A. Martin, Authorized Representative  
of the Member and Co-Manager

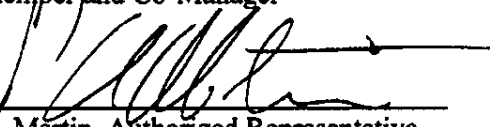
**FONTAINBLEAU WEST MIDRISE 23, LLC, a  
Florida limited liability company**

By: \_\_\_\_\_  
Masoud Shojaee, Authorized Representative  
of the Member and Co-Manager

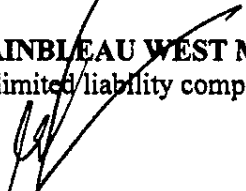
By: \_\_\_\_\_  
Pedro A. Martin, Authorized Representative  
of the Member and Co-Manager

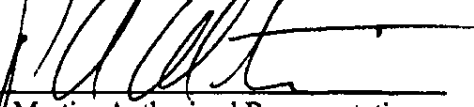
**FONTAINBLEAU WEST MIDRISE 24, LLC, a  
Florida limited liability company**

By:   
Masoud Shojae, Authorized Representative  
of the Member and Co-Manager

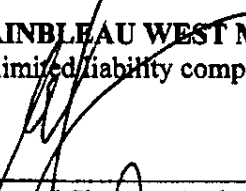
By:   
Pedro A. Martin, Authorized Representative  
of the Member and Co-Manager

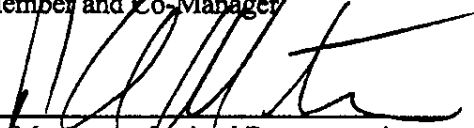
**FONTAINBLEAU WEST MIDRISE 25, LLC, a  
Florida limited liability company**

By:   
Masoud Shojae, Authorized Representative  
of the Member and Co-Manager

By:   
Pedro A. Martin, Authorized Representative  
of the Member and Co-Manager

**FONTAINBLEAU WEST MIDRISE 26, LLC, a  
Florida limited liability company**

By:   
Masoud Shojae, Authorized Representative  
of the Member and Co-Manager

By:   
Pedro A. Martin, Authorized Representative  
of the Member and Co-Manager

**SURVIVING COMPANY:**

**FONTAINBLEAU WEST TOWNHOMES,  
LLC, a Florida limited liability company**

By: 

\_\_\_\_\_  
Masoud Shojaee, Authorized Representative  
of the Member and Co-Manager

By: 

\_\_\_\_\_  
Pedro A. Martin, Authorized Representative  
of the Member and Co-Manager