

Effective Date  
Jan 1, 2014

Menger/CC  
(100 12/30/13

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

FILING COVER SHEET  
ACCT. #FCA-23

CONTACT: Kim Weidenbach

DATE: 12/27/13

REF. #: 9004467

CORP. NAME: MINTO FLORIDA DEVELOPMENTS, LLC merging into: MINTO FLORIDA HOLDINGS, LLC

*\* File Fourth \**

- |  |   |  |
|--|---|--|
| <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 |   |  |

☐ OTHER:

*\* Effective Date 1/1/14 \**

STATE FEES PREPAID WITH CHECK# 700123 28 FOR \$ 80.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

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

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

EFFECTIVE DATE  
April, 2014

**CERTIFICATE OF MERGER**

THIS CERTIFICATE OF MERGER (this "Certificate") is hereby submitted in accordance with Section 608.4382, Florida Statutes, as of January 1, 2014.

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

**MINTO FLORIDA DEVELOPMENTS, LLC**, a Florida limited liability company

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

Document #: L06000039390

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

**MINTO FLORIDA HOLDINGS, LLC**, a Florida limited liability company

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

Document #: L06000039394

**THIRD:** The Agreement and Plan of Merger, attached hereto as Exhibit A, meets the requirements of Section 608.438, Florida Statutes, and was approved by each of Minto Florida Developments, LLC and Minto Florida Holdings, LLC in accordance with the applicable provisions of Chapter 608, Florida Statutes.

**FOURTH:** The merger shall become effective as of January 1, 2014.

[Signature(s) on following page(s).]

IN WITNESS WHEREOF, the undersigned have executed this Certificate to be effective as of the date first above written.

**MERGING ENTITY:**

MINTO FLORIDA DEVELOPMENTS, LLC,  
a Florida limited liability company

By: 

Name: Michael J. Belmont

Title: President

By: 

Name: John F. Carter

Title: Vice President

**SURVIVING ENTITY:**

MINTO FLORIDA HOLDINGS, LLC,  
a Florida limited liability company

By: 

Name: Michael J. Belmont

Title: President

By: 

Name: John F. Carter

Title: Vice President

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**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**

See attachment.

## **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this "Plan") is executed, adopted and approved as of January 1, 2014 by and between MINTO FLORIDA DEVELOPMENTS, LLC, a Florida limited liability company (the "Merging Entity"), and MINTO FLORIDA HOLDINGS, LLC, a Florida limited liability company (the "Surviving Entity").

WHEREAS, all of the managers and the sole member of the Merging Entity and all of the managers and all of the members of the Surviving Entity have determined that it is advisable and in the best interests of each such entity and its respective members that the Merging Entity be merged with and into the Surviving Entity on the terms and subject to the conditions set forth herein (the "Merger").

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

### **ARTICLE I**

#### **The Merger**

At the Effective Date (as hereinafter defined), the Merging Entity shall be merged with and into the Surviving Entity in accordance with the Florida Limited Liability Company Act, as amended, and the separate existence of the Merging Entity shall cease and the Surviving Entity shall thereafter continue as the surviving entity under the laws of the State of Florida.

### **ARTICLE II**

#### **The Surviving Company**

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

At the Effective Date, the Operating Agreement of the Surviving Entity, as in effect immediately prior to the Effective Date, shall be the Operating Agreement of the Surviving Entity, until thereafter altered, amended or repealed in accordance with applicable laws and the Articles of Organization and Operating Agreement of the Surviving Entity.

At the Effective Date, the officers of the Surviving Entity shall be the officers of the Surviving Entity until their successors are appointed and have been qualified.

### **ARTICLE III**

#### **Manner and Basis of Converting Membership Units**

At the Effective Date, (i) all of the outstanding membership units of the Merging Entity shall be surrendered to the Surviving Entity and canceled, and no additional units or membership interests of the Surviving Entity or other property will be issued in exchange therefor, and (ii) all of the outstanding membership units of the Surviving Entity shall remain outstanding, and the current members of the Surviving Entity shall continue to own the same number of units or membership interests of the Surviving Entity as immediately prior to the Effective Date.

#### **ARTICLE IV**

##### **Approval**

The Merger contemplated by this Plan has previously been submitted to and approved by the respective members and managers of the Merging Entity and the Surviving Entity. The proper managers and members of the Merging Entity and the Surviving Entity shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents necessary or proper to render the Merger effective.

#### **ARTICLE V**

##### **Effect of Merger**

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

#### **ARTICLE VI**

##### **Effective Date**

As used in this Plan, the term "Effective Date" shall mean January 1, 2014.

[Signature(s) on following page(s).]

IN WITNESS WHEREOF, the undersigned have executed this Plan to be effective as of the Effective Date.

**MERGING ENTITY:**

MINTO FLORIDA DEVELOPMENTS, LLC,  
a Florida limited liability company

By: 

Name: Michael J. Belmont

Title: President

By: 

Name: John F. Carter

Title: Vice President

**SURVIVING ENTITY:**

MINTO FLORIDA HOLDINGS, LLC,  
a Florida limited liability company

By: 

Name: Michael J. Belmont

Title: President

By: 

Name: John F. Carter

Title: Vice President