

07/12/2010 07:14 FAX

Division of Corporations

GUNSTER, YQAKLEY

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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MERGER OR SHARE EXCHANGE
Woodlands Square CRP LLC (A Delaware LLC)

Certificate of Status	1
Certified Copy	0
Page Count	65
Estimated Charge	\$58.75

A. LUNT

JUL 14 2010

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Woodlands Square CRP LLC	Florida	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Woodlands Square CRP LLC	Delaware	Limited Liability Company

THIRD: The attached plan of merger was approved by the domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The attached plan of merger was approved by the other business entity that is a party to the merger in accordance with the applicable laws of the State of Delaware under which such other business entity is formed and organized.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State: July 13, 2010.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

4801 PGA Boulevard
Palm Beach Gardens, FL 33418

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss. 608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

- (a) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

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Street address: 4801 PGA Boulevard, Palm Beach Gardens, Florida 33418

Mailing address: 4801 PGA Boulevard, Palm Beach Gardens, Florida 33418

- (b) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

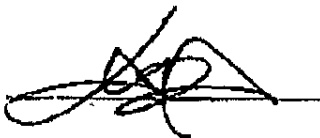
Woodlands Square CRP LLC,
A Delaware Limited Liability
Company



Printed Name
of Individual:

David A. Dean

Woodlands Square CRP LLC,
A Florida Limited Liability
Company



David A. Dean

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for the merging party is as follows:

Name	Jurisdiction	Form/Entity Type
Woodlands Square CRP LLC	Florida	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

Name	Jurisdiction	Form/Entity Type
Woodlands Square CRP LLC	Delaware	Limited Liability Company

THIRD: The terms and conditions of the merger are as follows:

- (a) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of Woodland Square CRP LLC, a Florida limited liability company (the "Florida LLC"), shall be transferred to and vested in Woodlands Square CRP LLC, a Delaware limited liability company (the "Delaware LLC"), without further act or deed.
- (b) Assumption of Obligations. All obligations of the Florida LLC shall become the obligations of the Delaware LLC.

FOURTH:

- (a) The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:
 - (i) Each limited liability company interest in the Florida LLC outstanding immediately prior to the Effective Time of the merger shall, by virtue of the merger and without any action on the part of the holder thereof, be canceled and no consideration shall be issued in respect thereof; and
 - (ii) Each limited liability company interest in the Delaware LLC outstanding immediately prior to the Effective Time shall, by virtue of the merger and without any action on the part of the holder thereof, remain unchanged and continue to remain outstanding as a limited liability company interest in the surviving LLC.
- (b) The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

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TALLAHASSEE, FLORIDA

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Upon the effective time and date of the merger, all rights in respect of securities of the Florida LLC, shall be canceled. There shall be no change in the rights to acquire securities of the Delaware LLC.

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized as follows:

A limited liability company is the surviving entity and it is to be managed by manager in accordance with the Operating Agreement for the Company and the laws of the State of Delaware. The name and address of the manager is as follows:

**Community Reinvestment Partners, LP
4801 PGA Boulevard
Palm Beach Gardens, FL 33418**

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