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Division of Corporations

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FAX NO. **L08000079556**

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**MERGER OR SHARE EXCHANGE**  
**Venture Construction SVC, LLC**

Certificate of Status	0
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FAX NO.

P. 02

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**ARTICLES OF MERGER**

**OF**

**CRAFTSMAN HOMES I, LLC, a Florida limited liability company,  
CRAFTSMAN HOMES II, LLC, a Florida limited liability company, and  
CAYO GRANDE APARTMENTS-I, LLC, a Florida limited liability company,**

**as the Merging Companies,**

**INTO**

**VENTURE CONSTRUCTION SVC, LLC, a Florida limited liability company,**

**as the Surviving Company,**

**Pursuant to Section 605.1025 of the Florida Revised Limited Liability Company Act.**

Filed by:

Venture Construction SVC, LLC, a Florida limited liability company  
c/o Berger Singerman LLP  
Attn.: William M. Shaheen  
One Town Center Rd., Suite 301  
Boca Raton, FL 33486

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**ARTICLES OF MERGER**

THE UNDERSIGNED hereby submit the following Articles of Merger to merge each of the Florida limited liability companies defined and referenced herein as the "Target Companies" with and into VENTURE CONSTRUCTION SVC, LLC, a Florida limited liability company, in accordance with Section 605.1025 of the Florida Revised Limited Liability Company Act (Chapter 605, Florida Statutes, referred to herein as the "Florida Act") (and such transactions collectively, the "Merger"):

**1.0 Constituent Entities: Non-Surviving Parties.** The legal name, type of entity, jurisdiction of formation, and Document Number of the non-surviving parties to the Merger (each hereinafter referred to as a "Target Company" and, collectively, as the "Target Companies") are as follows:

<u>Name and Type of Entity</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Craftsman Homes I, LLC, a limited liability company	Florida	L12000004890
Craftsman Homes II, LLC, a limited liability company	Florida	L12000004891
Cayo Grande Apartments-I, LLC, a limited liability company	Florida	L06000094262

**2.0 Constituent Entity: Surviving Party.** The legal name, type of entity, jurisdiction of formation, and Document Number of the surviving party to the Merger (hereinafter referred to as the "Acquiror") are as follows:

<u>Name and Type of Entity</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Venture Construction SVC, LLC, a limited liability company	Florida	L08000079556

**3.0 Authorization of Merger.** On October 5, 2016: (a) Acquiror and each Target approved the Merger in accordance with the provisions of Sections 605.1021 through 605.1026, as applicable, of the Florida Act and otherwise in accordance with Florida law, including without limitation the approval of that certain Agreement and Plan of Merger dated as of even date herewith among Acquiror and the Target Companies (the "Plan of Merger"); and (b) any member of Acquiror or any Target who, as a result of the Merger, will have interest holder liability under Section 605.1023(1)(b) of the Florida Act, and whose approval is required, approved the Merger.

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**4.0 No Amendment to Articles of Organization.** Acquiror exists as a limited liability company under Florida law as of the date of execution hereof and thus is a domestic filing entity prior to the consummation of the Merger. The authorization, approval, and consummation of the Merger shall not amend the Articles of Organization of Acquiror.

**5.0 Appraisal Rights.** In connection with and as part of the Merger, Acquiror has agreed to pay to any members of each Target with appraisal rights the amount to which such members are entitled to receive under the provisions of Section 605.1006 and Sections 605.1061 through 605.1072 of the Florida Act.

**6.0 Effective Date.** The effective date of the Merger shall be the date on which the Florida Department of State, Division of Corporations files and registers these Articles of Merger. For financial and tax accounting purposes, the Merger shall be effective as of 12:00 a.m., January 1, 2016.

*[Balance of page intentionally left blank; signature blocks appear on following page.]*

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**[Signature Page to Articles of Merger]**

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on the 7<sup>th</sup> day of October, 2016.

**ACQUIROR:**

**Venture Construction SVC, LLC,**  
a Florida limited liability company

By: Venture Management ACD, LLC, Manager

By:   
Northern Ventures Group Limited Co.  
Lowell C. Larson, Jr., Manager

Its: Managing Member

*[Signature blocks continue on following page.]*

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[Signature Page to Articles of Merger]

TARGETS:

**Craftsman Homes I, LLC,**  
a Florida limited liability company

By:   
Lowell C. Larson, Jr.

Its: Managing Member

**Craftsman Homes II, LLC,**  
a Florida limited liability company

By: Craftsman Homes I, LLC, Managing Member

By:   
Lowell C. Larson, Jr.

Its: Managing Member

**Cayo Grande Apartments-I, LLC,**  
a Florida limited liability company

By: Southern Ventures of Okaloosa County, Inc., Managing Member

By:   
Lowell C. Larson, Jr.

Its: President