

From: The Payne Law Group

Division of Corporations

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Florida Department of State  
Division of Corporations  
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To:

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From:

Account Name : THE PAYNE LAW GROUP, P.A.  
Account Number : 120060000176  
Phone : (941) 487-2800  
Fax Number : (941) 487-2801

**EFFECTIVE DATE**

*Jan 1, 2013*

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: jrosenfeld@lawnv.com

**Effective 1-1-13**

**MERGER OR SHARE EXCHANGE**

Apartment Finders, LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$68.75

*\$40.00*

*merger/cc  
@ 12/18/12*

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TALLAHASSEE

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

**EFFECTIVE DATE**  
Jan 1, 2013

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

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Apartment Finders, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>Apartment Finders, Inc.</u>	<u>Illinois</u>	<u>Corporation</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Apartment Finders, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

Prepared by: David W. Payne, Esq.  
The Payne Law Group, P.A.  
240 So. Pineapple Ave., Suite 401  
Sarasota, FL 34236  
(941) 487-2800  
Atty. Bar #0958530

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FLA.  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**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:

January 1, 2013

**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:

N/A

**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:

Street address: N/A

Mailing address: \_\_\_\_\_

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.608.4351-608.4395, Florida Statutes.

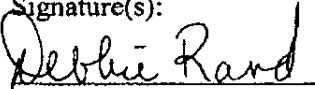
**NINTH:** Signatures for Each Party:

Name of Entity:

Signature(s):

Typed or Printed Name of Individual:


Apartment Finders, LLC



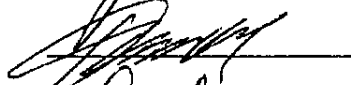
Debbie Rand, Trustee of The Debbie Rand Revocable Trust u/a/d 7/3/96, Member



Andrew Ahitow, Member

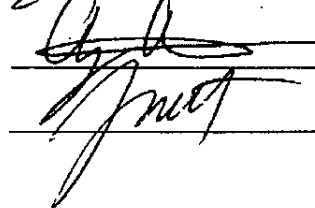


Justin Elliott, Member

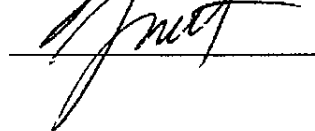


James Rand, Manager

Apartment Finders, Inc.



Andrew Ahitow, President



Justin Elliott, Secretary

PLAN OF MERGER AND REORGANIZATION

This Plan of Merger and Reorganization is made and entered into this 14th day of December, 2012, by and between APARTMENT FINDERS, LLC, a Florida limited liability company (hereinafter sometimes called the "Surviving Company"), and APARTMENT FINDERS, INC., an Illinois corporation (hereinafter sometimes called the "Merged Corporation"). Surviving Company and Merged Corporation are collectively referred to herein as the "Constituent Companies."

WITNESSETH:

WHEREAS, Surviving Company is a limited liability company organized and existing under the laws of the State of Florida, having its Articles of Organization filed and effective on March 19, 2012, with an authorized capital stock of 100 Class A voting shares of common stock, no par value, and 1,000,000 Class B nonvoting shares of common stock, no par value, of which 100 Class A voting shares are issued and outstanding and owned 45% by Andrew Ahitow, 45% by Justin Elliott, and 10% by Debbie Rand, Trustee of The Debbie Rand Revocable Trust u/a/d 7/3/96.

WHEREAS, Merged Corporation is a corporation organized and existing under the laws of the State of Illinois, having its Articles of Incorporation filed and effective on October 2, 2002, with an authorized capital stock of 10,000 shares of common stock, no par value, of which 6,000 shares are issued and outstanding and owned 45% by Andrew Ahitow, 45% by Justin Elliott, and 10% by Debbie Rand, Trustee of The Debbie Rand Revocable Trust u/a/d 7/3/96.

WHEREAS, the Members and Managers of Surviving Company and the Board of Directors and Shareholders of Merged Corporation have, by resolutions, established that it is advisable for the general welfare and advantage of each of the Constituent Companies that Merged Corporation be merged into Surviving Company (Surviving Company's corporate existence as a limited liability company under the laws of the State of Florida shall not be affected in any manner by reason of the merger).

NOW, THEREFORE, in consideration of the above premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the Members and Managers of Surviving Company and the President and Secretary of Merged Corporation, in accordance with the provisions of the Florida Business Corporation Act ("Florida Act") and The Business Corporation Act of 1983 of the State of Illinois, hereby execute this Plan of Merger and Reorganization for the purposes of complying therewith.

1. Names of Companies Proposing to Merge. The names of the companies that are parties to the merger are as follows:

- a. Apartment Finders, LLC, a Florida limited liability company.
- b. Apartment Finders, Inc., an Illinois corporation.

2. Name of Surviving Company. The Surviving Company shall be APARTMENT FINDERS, LLC, a Florida limited liability company.

3. Terms and Conditions. Upon the merger becoming effective:

a. The separate existence of the Merged Corporation shall cease, and the Surviving Company shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a limited liability company organized under the laws of the State of Florida.

b. The Surviving Company shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Companies; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to, or due to each of the companies merging herein, shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Companies shall not revert or be in any way impaired by reason of this merger.

c. Henceforth, the Surviving Company shall be responsible and liable for all the liabilities and obligations of the Merged Corporation; and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this merger had not taken place, or the Surviving Company may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Companies shall be impaired by this merger.

4. Conversion of Shares. The manner of converting or otherwise dealing with the stock of the Constituent Companies shall be that on the effective date of the merger, all shares of Merged Corporation shall be deemed canceled, and no additional shares of stock in Surviving Company shall be issued.

5. No Changes in Operating Agreement. The Operating Agreement of the Surviving Company in effect at the time this merger becomes effective shall be and remain the Operating Agreement of the Surviving Company until the same is altered, amended, or repealed.

6. No Changes in Articles of Organization. The merger will not effect any change in the Articles of Organization of the Surviving Company.

7. Managers. The Managers of the Surviving Company in office at the time the merger becomes effective shall be and remain the Managers of the Surviving Company, and they shall hold office until their successors are duly elected and qualified.

8. Effective Date of the Merger. The merger shall become effective upon January 1, 2013.

9. Further Assurances. At any time, or from time to time after the effective date of this merger, the last acting officers of Merged Corporation and the appropriate Managers of Surviving Company shall execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other actions as Surviving Company may deem necessary or desirable in order to vest, perfect, or confirm in Surviving Company title to and possession of all of Merged Corporation's property, rights, privileges, powers, franchises, immunities and interests, and otherwise to carry out the purposes of this Plan of Merger and Reorganization.

IN WITNESS WHEREOF, this Plan of Merger and Reorganization has been executed and acknowledged by the Manager of Surviving Company and the President and Secretary of Merged Corporation.

SURVIVING COMPANY:

APARTMENT FINDERS, LLC, a Florida limited liability company

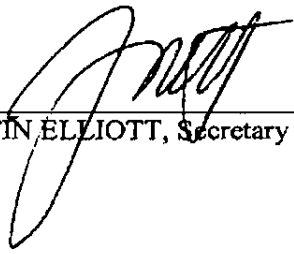
By:   
ANDREW AHITOW, Manager

MERGED CORPORATION:

APARTMENT FINDERS, INC., an Illinois corporation

By:   
ANDREW AHITOW, President

Attest:

  
JUSTIN ELLIOTT, Secretary