

L13D000067768

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

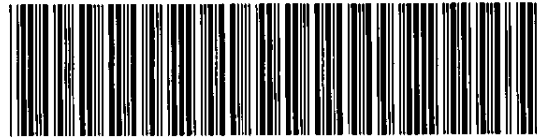
(Business Entity Name)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
15 APR 15 AM 11:50
NOT INTENDED
TO ACKNOWLEDGE
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2015 APR 15 AM 9:15

Merger
@ 4.14.15



Wolters Kluwer
Corporate Legal Services

CT Corporation

515 East Park Avenue
Tallahassee, FL 32301

850 558 1930 tel
855 637 1628 fax
www.ctcorporation.com

April 15, 2015

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 9513577 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida :

Please obtain the following:

Osceola Trace, LLC (FL)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

CERTIFICATE OF MERGER

OF

**OSCEOLA TRACE, LLC,
a Florida limited liability company, the "Merging Entity"**

WITH AND INTO

**LEN OT HOLDINGS, LLC,
a Florida limited liability company (the "Surviving Entity")**

The following Certificate of Merger (this "Certificate") is being submitted pursuant to the provisions of Section 605.1025 of the Florida Limited Liability Company Act (the "Florida Act").

FIRST: The exact name, jurisdiction and entity type of the Merging Entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
OSCEOLA TRACE, LLC	Florida L05000109260	Limited Liability Company

SECOND: The exact name, jurisdiction, and entity type of the Surviving Entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
LEN OT HOLDINGS, LLC	Florida L13000067768	Limited Liability Company

THIRD: Pursuant to an Agreement and Plan of Merger (the "Plan of Merger") by and between the Merging Entity and the Surviving Entity, the Merging Entity intends to merge with and into the Surviving Entity (the "Merger") and the separate existence of the Merging Entity shall cease. The Surviving Entity is a domestic limited liability company that exists before the Merger and is the surviving business entity in the Merger. A copy of the Plan of Merger is attached hereto as Exhibit "A" and incorporated by reference herein.

FOURTH: The Plan of Merger was duly approved and adopted by the Surviving Entity and Merging Entity in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2015 APR 15 AM 9:15

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: The merger shall become effective at the time of filing with the State of Florida.

This Certificate may be executed in separate counterparts or counterpart signature pages, each of which shall be deemed to be an original and all of which, when taken together, shall constitute one and the same instrument.

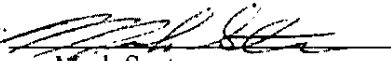
(Signature page to follow)

IN WITNESS WHEREOF, the Merging Entity and the Surviving Entity have caused this Certificate to be signed this 13th day of April, 2015.

MERGING ENTITY:

OSCEOLA TRACE, LLC, a Florida limited liability company

By: U.S. Home Corporation, a Delaware corporation, its sole member

By: 
Name: Mark Sustana
Title: Vice President

SURVIVING ENTITY:

LEN OT HOLDINGS, LLC, a Florida limited liability company

By: Lennar Homes Holding, LLC, a Florida limited liability company, its sole member


By: 
Name: Mark Sustana
Title: Vice President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") relates to the merger of OSCEOLA TRACE, LLC, a Florida limited liability company, having a mailing address of 700 N.W. 107th Avenue, Suite 400, Miami, Florida 33172 (the "Non-surviving Entity"), with and into LEN OT HOLDINGS, LLC, a Florida limited liability company (the "Surviving Entity"), having a mailing address of 700 N.W. 107th Avenue, Suite 400, Miami, Florida 33172.

WHEREAS, the Non-surviving Entity and the Surviving Entity wish to enter into a merger agreement pursuant to which the Non-surviving Entity will merge with and into the Surviving Entity and the Surviving Entity will be the surviving business entity.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

1. Non-surviving Entity. The name and jurisdiction of formation of the Non-surviving Entity are as follows:

Name of Entity

State of Formation

OSCEOLA TRACE, LLC

Florida

2. Surviving Entity: The name and jurisdiction of formation of the Surviving Entity are as follows:

Name of Entity

State of Formation

LEN OT HOLDINGS, LLC

Florida

3. The Merger. Subject to the terms and conditions of this Agreement and in accordance with Section 605.1025 of the Florida Limited Liability Company Act (the "Florida Act") and Section 14A of the Florida Business Corporation Act (the "Florida Act") at the "Effective Date," as hereinafter defined, the Non-surviving Entity shall merge (the "Merger") with and into the Surviving Entity. Upon consummation of such Merger, the separate existence of the Non-surviving Entity shall cease and the Surviving Entity shall be the surviving business entity in the Merger.

4. Effective Date and Time of the Merger. The Merger shall become effective as prescribed by law.

5. Treatment of Equity Interests.

(a) Each share of stock in the Non-Surviving Entity existing immediately prior to the Effective Date, and any right to acquire stock therein, shall, by virtue of the Merger, and without any action on the part of the holder thereof, or consideration being tendered thereto, be cancelled and retired and cease to exist, without any conversion thereof.

(b) Each membership interest in the Surviving Entity existing immediately prior to the Effective Date, and any right to acquire a membership therein, shall, by virtue of the Merger, and without any action on the part of the holder thereof, continue to exist as a membership interest or right to acquire a membership interest, respectively, in the Surviving Entity.

6. Effects of the Merger. At and after the Effective Date, the Merger shall have the effects set forth in Section 605.1025 of the Florida Act and Section 14A of the Florida Act.

7. Articles of Organization of the Surviving Entity. The Articles of Organization of the Surviving Entity, as amended, as in effect at the Effective Date shall be the articles of organization of the surviving business entity.

8. Compliance Agreement. The Non-surviving Entity shall from time to time, as and when requested by the Surviving Entity, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

9. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

(Signature page to follow)

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 13th day of April, 2015.

NON-SURVIVING ENTITY:

OSCEOLA TRACE, LLC, a Florida limited liability company

By: U.S. Home Corporation, a Delaware corporation, its sole member

By: _____
Name: Mark Sustana
Title: Vice President

SURVIVING ENTITY:

LEN OT HOLDINGS, LLC, a Florida limited liability company

By: Lennar Homes Holding, LLC, a Delaware limited liability company, its sole member

By: _____
Name: Mark Sustana
Title: Vice President