

L13000129977

Florida Department of State  
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**MERGER OR SHARE EXCHANGE  
SUPERIOR MANOR APARTMENTS, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	<del>\$05.00</del>

112.50

*Mergers*

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TALLAHASSEE, FLORIDA

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13 SEP 16 PM 1:19  
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TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER  
FOR  
FLORIDA LIMITED PARTNERSHIP  
AND  
FLORIDA LIMITED LIABILITY COMPANY**

FILED  
13 SEP 16 PM 1:19  
SECRETARY OF STATE  
TAMM SECT 1000

The following Certificate of Merger is submitted in accordance with Section 620.2108, Florida Statutes, and Section 608.4382, Florida Statutes.

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

Superior Manor Apartments, Ltd., a Florida limited partnership  
Document Number A12000000590  
8500 N.W. 25<sup>th</sup> Avenue  
Miami, Florida 33147

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

Superior Manor Apartments, LLC., a Florida limited liability company  
Document Number L13000129977  
8400 NW 25<sup>th</sup> Avenue, Suite 126  
Miami, Florida 33147

**THIRD:** The attached plan of merger was approved by each party in accordance with the applicable provisions of Chapters 620 and 608, Florida Statutes and its organizational documents.

**FOURTH:** The effective date of the merger shall be the date upon which this Certificate of Merger is filed with the Florida Department of State.

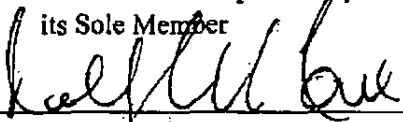
**FIFTH: Signatures for Each Party:**

(Merger must be signed by the general partner of merging party and by the sole member of the surviving party).

**SURVIVING PARTY:**

**SUPERIOR MANOR APARTMENTS, LLC**, a Florida limited liability company

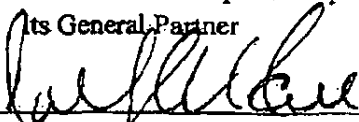
By: The Urban League of Greater Miami  
Inc.,  
a Florida not-for-profit corporation,  
its Sole Member

By:   
Name: Talmadge W. Fair  
Title: President

**MERGING PARTY:**

**SUPERIOR MANOR APARTMENTS, LTD.**, a Florida limited partnership

By: The Urban League of Greater Miami  
Inc.,  
a Florida not-for-profit corporation,  
its General Partner

By:   
Name: Talmadge W. Fair  
Title: President

## PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement"), dated as of September 16, 2013, is entered into by and between Superior Manor Apartments, Ltd., a Florida limited partnership ("Superior LTD"), and Superior Manor Apartments, LLC, a Florida limited liability company ("Superior LLC").

### WITNESSETH:

WHEREAS, Superior LTD is a limited partnership duly organized and existing under the laws of the State of Florida;

WHEREAS, Superior LLC is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, the General Partner of Superior LTD and the sole Member of Superior LLC deem it advisable and in the best interests of their respective entities to have Superior LTD merge with and into Superior LLC pursuant to this Agreement and the applicable provisions of the laws of the State of Florida (the "Merger").

NOW, THEREFORE, the parties hereto, in consideration of the premises, mutual covenants and agreements herein contained, hereby agree as follows:

### ARTICLE 1 THE MERGER

On the Effective Date of the Merger (as hereinafter defined) and in accordance with the laws of the State of Florida, Superior LTD shall merge with and into Superior LLC, with Superior LLC being the limited liability company surviving the Merger (the "Surviving Company").

### ARTICLE 2 EFFECTIVE DATE

A Certificate of Merger, substantially in the form attached as Appendix "A" hereto, executed in accordance with the laws of the State of Florida shall be filed with the Secretary of State of the State of Florida. The Merger shall become effective on the date and time the Certificate of Merger is filed with the Secretary of State of the State of Florida (the "Effective Date of the Merger").

**ARTICLE 3**  
**CERTAIN RESULTS OF THE MERGER**

(a) Succession by Surviving Company; Effects of the Merger. Upon the Merger becoming effective and by virtue thereof Superior LTD and Superior LLC shall become and be a single member limited liability company, with Superior LLC as the Surviving Company, and the separate limited partnership existence of Superior LTD shall cease. The Merger shall have the effects set forth in Section 620.2109 of the Florida Revised Uniform Limited Partnership Act, and 608.4383 of the Florida Limited Liability Company Act.

(b) Articles of Organization and Members of Surviving Company. Upon the Merger becoming effective:

(i) The Articles of Organization of Superior LLC as in effect immediately prior to the Merger becoming effective, shall be the Articles of Organization of the Surviving Company until amended in the manner provided by law and said Articles of Organization.

(ii) The Operating Agreement of Superior LLC in effect immediately prior to the Merger becoming effective shall be the Operating Agreement of the Surviving Company until amended in the manner provided by law, the Articles of Organization of the Surviving Company and said Operating Agreement.

**ARTICLE 4**  
**CONVERSION AND EXCHANGE OF MEMBERSHIP INTERESTS  
AND PARTNERSHIP INTERESTS  
UPON THE EFFECTIVE DATE OF THE MERGER**

(a) Superior LLC Membership Interests. Each membership interest in Superior LLC owned by the members of Superior LLC immediately prior to the Effective Date of the Merger shall continue to be owned by each member at and after the Effective Date of the Merger as each member's membership interests in the Surviving Company.

(b) Superior LTD Partnership Interests. Upon the Effective Date of the Merger, each partnership interest in Superior LTD owned by the partners of Superior LTD immediately prior to the Effective Date of the Merger shall be converted into such partner's right to receive its pro-rata share of One Hundred Dollars (\$100) based upon its percentage interest in Superior LTD. Any right of the partners to receive additional partnership interests in Superior LTD shall be cancelled and extinguished.

**ARTICLE 5**  
**MISCELLANEOUS**

(a) Amendments. This Agreement shall not be modified or amended except by an instrument in writing signed by or on behalf of the parties hereto.

(b) Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

(c) Governing Law. This Agreement shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Florida.

(d) Assignment. This Agreement and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Agreement nor any of the rights, interest or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other parties.


(e) Headings. The headings of the sections and articles of this Agreement are inserted for convenience only and shall not constitute a part hereof.

[SIGNATURES ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Agreement of Merger to be duly executed on their behalf as of the date first above written.

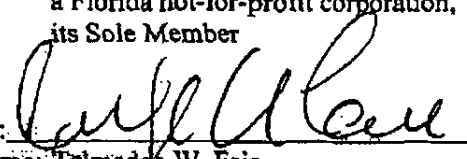
SUPERIOR MANOR APARTMENTS, LTD.,  
a Florida limited partnership

By: The Urban League of Greater Miami, Inc.  
a Florida not for profit corporation,  
its General Partner

By:   
Name: Talmadge W. Fair  
Title: President

SUPERIOR MANOR APARTMENTS, LLC,  
a Florida limited liability company

By: The Urban League of Greater Miami, Inc.,  
a Florida not-for-profit corporation,  
its Sole Member

By:   
Name: Talmadge W. Fair  
Title: President