

# L13000148687

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H14000048873 3)))



H140000488733ABC2

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : ARNSTEIN & LEHR LLP  
Account Number : I20060000021  
Phone : (561) 833-9800  
Fax Number : (561) 655-5551

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

Email Address:

CSAUCKER@ARNSTEIN.COM

**MERGER OR SHARE EXCHANGE**  
**VILLAGE AT ROSEMONT PRESERVE APARTMENTS LLC**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$50.00

*Merger*

Electronic Filing Menu

Corporate Filing Menu

Help

MAR 10 2014

850-617-8381

2/28/2014 10:19:43 AM PAGE 1/001 Fax Server



February 28, 2014

## FLORIDA DEPARTMENT OF STATE

Division of Corporations

VILLAGE AT ROSEMONT PRESERVE APARTMENTS LLC  
1111 PARK CENTRE BLVD  
SUITE 450  
MIAMI, FL 33169

SUBJECT: VILLAGE AT ROSEMONT PRESERVE APARTMENTS LLC  
REF: L13000148687

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filings its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tina D Carter  
Regulatory Specialist

FAX Aud. #: H14000048873  
Letter Number: 314A00004476

RECEIVED

14 MAR 10 PM 1:05

DIVISION OF CORPORATIONS  
RECEIVED  
MAR 10 2014

P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF MERGER**  
**OF**  
**VILLAGE AT ROSEMONT PRESERVE APARTMENTS LLC**  
**(SURVIVING DOMESTIC LIMITED LIABILITY COMPANY)**

**AND**  
**HOUSTON PRESERVE ROSEMONT, LLC**  
**(TERMINATING FOREIGN LIMITED LIABILITY COMPANY)**

The following articles of merger are being submitted in accordance with section(s) 605.1025, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
VILLAGE AT ROSEMONT PRESERVE APARTMENTS, LLC 1111 Park Centre Blvd., Ste. 450 Miami, Florida 33169	Florida	profit limited liability company

Florida Document/Registration Number: L13000148687  
FEI Number: NONE

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type for each **merging** company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
HOUSTON PRESERVE ROSEMONT, LLC 165 South 44 <sup>th</sup> Street Decatur, IL 62521	Delaware	profit limited liability company

Delaware Document/Registration Number: 5432772- FL DOCUMENT #MI300000579  
FEI Number: NONE

**THIRD:** The Plan of Merger meets the requirements of section(s) 608.438, Florida Statutes, and was approved by each domestic and foreign limited liability company that is a party to the merger in accordance with Chapter(s) 608, Florida Statutes and is attached hereto and made a part hereof.

305  
LCH 1/7/14

**FOURTH:** The merger shall become effective as of date the Articles of Merger are filed with the Florida Department of State.

**FIFTH:** Adoption of Merger by the Surviving Company:

The Plan of Merger was adopted by the sole member of the surviving company on January 7, 2014.

**SIXTH:** The attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of all applicable jurisdictions.

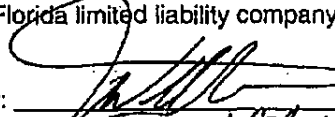
**SEVENTH:** Adoption of Merger by the Merging Company:

The Plan of Merger was adopted by the sole member of the merging company on January 7, 2014.

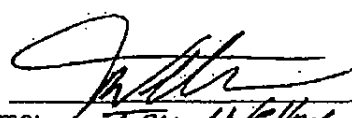
**EIGHTH:** SIGNATURE(S):

Dated: January 7, 2014.

VILLAGE AT ROSEMONT PRESERVE  
APARTMENTS LLC,  
a Florida limited liability company

By:   
Name: Terry Williams  
Title: Manager

HOUSTON PRESERVE ROSEMONT, LLC,  
a Delaware limited liability company

By:   
Name: Terry Williams  
Title: Manager

1/7/14

## PLAN OF MERGER

The following PLAN OF MERGER is submitted in compliance with Florida Statutes 605.1025 and in accordance with the laws of any other applicable jurisdiction.

**FIRST:** The name, address of its principal office, jurisdiction, and entity type of the surviving company are as follows:

Name and Street Address	Jurisdiction	Entity Type
VILLAGE AT ROSEMONT PRESERVE APARTMENTS, LLC 1111 Park Centre Blvd., Ste. 450 Miami, Florida 33169	Florida	profit limited liability company

Florida Document/Registration Number: L13000148687  
FEI Number: NONE

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging company are as follows:

Name and Street Address	Jurisdiction	Entity Type
HOUSTON PRESERVE ROSEMONT, LLC 165 South 44 <sup>th</sup> Street Decatur, IL 62521	Delaware	profit limited liability company

Delaware Document/Registration Number: 5432772 *FL DOCUMENT #M1300007579*  
FEI Number: NONE

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

1. The Articles of Organization of the surviving company at the effective time and date of the merger shall be the Articles of Organization of said surviving company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

2. The present regulations of the surviving company will be the regulations of said surviving company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

3. The managing members of the surviving company at the effective time and date of the merger shall be the managing members of the surviving company, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the regulations of the surviving company.

4. All liabilities of the merging company shall become the responsibility of the surviving company.

5. Pursuant to the provisions of the Florida Limited Liability Company Act and the provisions of the Delaware Limited Liability Company Act, the surviving and merging companies shall be merged with and into a single company, which shall be the surviving company and which shall continue to exist as said surviving company under its present name pursuant to the provisions of the Florida Limited Liability Company Act. The separate existence of the merging company shall cease at said effective time in accordance with the provisions of the Delaware Limited Liability Company Act.

**FOURTH:** The manner and basis of converting the interests of each company into interests, obligations, or other securities of the surviving company, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire interests of each company into rights to acquire interests, obligations or other securities of the surviving or any other company, or, in whole or in part, into cash or other property are as follows:

Each issued membership interest of the merging (terminating) company shall, at the effective time of the merger, be cancelled. The issued shares of the surviving company shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving company.

**FIFTH:** The effective date of this Plan and Agreement of Merger shall become effective as of date the Articles of Merger are filed with the Florida Department of State.

**SIXTH:** The names and addresses of the managers of the surviving company are as follows:

Terry Wellons  
1111 Park Centre Blvd #450  
Miami, FL 33169

Dated January 7, 2014.

VILLAGE AT ROSEMONT PRESERVE  
APARTMENTS LLC,  
a Florida limited liability company

By: [Signature]  
Name: Tom W. Potts  
Title: Manager

**HOUSTON PRESERVE ROSEMONT, LLC,**  
a Delaware limited liability company

By: \_\_\_\_\_  
Name: Tommy Wells  
Title: Manager