

L180000 14005

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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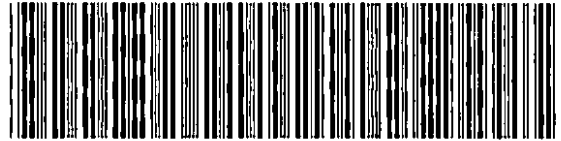
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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# SUNSHINE CORPORATE FILING OF FLORIDA INC.

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 6/12/2019

**\*\*WALK IN\*\***

ENTITY NAME HWB INVESTMENTS, INC.

MERGING WITH AND INTO MERGERCO, LLC

DOCUMENT NUMBER \_\_\_\_\_

**\*\*PLEASE FILE THE ATTACHED AND RETURN\*\***

XXX \_\_\_\_\_

*Plain Copy*

*Certified Copy*

*Certificate of Status*

**\*\*PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY\*\***

*Certified Copy of Arts & Amendments*

*Certificate of Good Standing*

**\*\*APOSTILLE' / NOTARIAL CERTIFICATION\*\***

COUNTRY OF DESTINATION \_\_\_\_\_

NUMBER OF CERTIFICATES REQUESTED \_\_\_\_\_

TOTAL OWED \$60

CHECK # 6209

*Please call Tina at the above number for any issues or concerns. Thank you so much!*

CERTIFICATE OF MERGER

OF

HWB INVESTMENTS, INC.,  
a Delaware corporation (the "Merging Entity").

WITH AND INTO

MERGERCO, 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 Revised Limited Liability Company Act, Chapter 605, Florida Statutes (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>
HWB INVESTMENTS, INC.	Delaware	Corporation

**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>
MERGERCO, LLC	Florida L18000014005	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 Merger was approved by each domestic merging entity that is a limited liability company in accordance with Sections 605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under Section 605.1023(1)(b). Plan of Merger was duly approved and adopted

by the Surviving Entity and Merging Entity in accordance with the applicable provisions of Chapters 605, 607, 617, and/or 620, Florida Statutes.

**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.

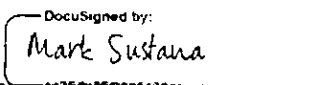
This Certificate may be executed in separate counterparts or counterpart signature pages, each of which shall be deemed to be an original and all of which, when taken together, shall constitute one and the same instrument.

*(Signature page to follow)*

IN WITNESS WHEREOF, the Merging Entity and the Surviving Entity have caused this Certificate to be signed this 6<sup>th</sup> day of June, 2019.

**MERGING ENTITY:**

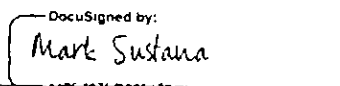
HWB INVESTMENTS, INC., a Delaware corporation

By:    
Name: Mark Sustana  
Title: Vice President

**SURVIVING ENTITY:**

MERGERCO, LLC, a Florida limited liability company

By: Lennar Homes, 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 HWB INVESTMENTS, INC., a Delaware corporation, having a mailing address of 700 N.W. 107<sup>th</sup> Avenue, Suite 400, Miami, Florida 33172 (the "Non-surviving Entity"), with and into MERGERCO, LLC, a Florida limited liability company (the "Surviving Entity"), having a mailing address of 700 N.W. 107<sup>th</sup> 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

HWB INVESTMENTS, INC.

Delaware

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

Name of Entity

State of Formation

MERGERCO, 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 Title 8, Section 264(c) of the Delaware General Corporation Law (the "Delaware 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 in the Non-surviving Entity existing immediately prior to the Effective Date, and any right to acquire a share 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 8-264(c) of the Delaware 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 6<sup>th</sup> day of June, 2019.

**NON-SURVIVING ENTITY:**

HWB INVESTMENTS, INC., a Delaware corporation

By: \_\_\_\_\_  
Name: Mark Sustana  
Title: Vice President

**SURVIVING ENTITY:**

MERGERCO, LLC, a Florida limited liability company

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

By: \_\_\_\_\_  
Name: Mark Sustana  
Title: Vice President



### **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") relates to the merger of HWB INVESTMENTS, INC., a Delaware corporation, having a mailing address of 700 N.W. 107<sup>th</sup> Avenue, Suite 400, Miami, Florida 33172 (the "Non-surviving Entity"), with and into MERGERCO, LLC, a Florida limited liability company (the "Surviving Entity"), having a mailing address of 700 N.W. 107<sup>th</sup> 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:

<u>Name of Entity</u>	<u>State of Formation</u>
HWB INVESTMENTS, INC.	Delaware

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

<u>Name of Entity</u>	<u>State of Formation</u>
MERGERCO, 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 Title 8, Section 264(c) of the Delaware General Corporation Law (the "Delaware 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 in the Non-surviving Entity existing immediately prior to the Effective Date, and any right to acquire a share 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 8-264(c) of the Delaware 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.

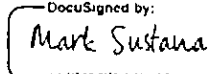
9. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

*(Signature page to follow)*

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 6<sup>th</sup> day of June , 2019.

**NON-SURVIVING ENTITY:**

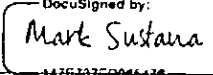
HWB INVESTMENTS, INC., a Delaware corporation

By:  DocuSigned by:  
Name: Mark Sustana  
Title: Vice President

**SURVIVING ENTITY:**

MERGERCO, LLC, a Florida limited liability company

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

By:  DocuSigned by:  
Name: Mark Sustana  
Title: Vice President