

L18000014005

Florida Department of State
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To:

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

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)694-1639

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

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MERGER OR SHARE EXCHANGE
MERGERCO, LLC

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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CERTIFICATE OF MERGER

OF

S.P.S. AFFILIATES, INC.,
a California 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 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> |
|-------------------------|---------------------|--------------------|
| S.P.S. AFFILIATES, INC. | California | 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 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.

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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.

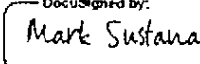
SIXTH: The merger shall become effective at the time of filing with the State of Delaware.

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.

IN WITNESS WHEREOF, the Merging Entity and the Surviving Entity have caused this Certificate to be signed this 19th day of June, 2019.

MERGING ENTITY:

S.P.S. AFFILIATES, INC., a California 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

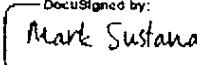
By: 
Name: Mark Sustana
Title: Vice President

EXHIBIT A**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (this "Agreement") relates to the merger of **S.P.S. AFFILIATES, INC.**, a California limited liability company (the "Non-Surviving Entity") having a mailing address of 700 N.W. 107th Avenue, Suite 400, Miami, Florida 33172, with and into **MERGERCO, 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 |
|-------------------------|--------------------|
| S.P.S. Affiliates, Inc. | California |

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. On the Effective Date (as defined below), the Non-Surviving Entity shall merge with and into the Surviving Entity (the "Merger"). Immediately following the Merger, the Surviving Entity shall continue as the surviving business entity, and the separate existence of the Non-Surviving Entity shall cease.

4. Terms and Conditions. The Merger will be effective (the "Effective Date") as prescribed by law.

5. Articles of Incorporation. The Articles of Organization of the Surviving Entity shall be the articles of organization of the surviving business entity.

6. Conversion of Shares and Treatment of Membership Interests.

(a) Each membership interest in the Surviving Entity existing immediately prior to the Effective Date, and any right to acquire a membership interest 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.

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

7. 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.

8. 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.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 19th day of June, 2019.

NON-SURVIVING ENTITY:

S.P.S. AFFILIATES, INC., a California 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: _____
Mark Sustana, Vice President