

L18000014005

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.

((H19000262564 3)))



H190002625643ABC2

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 : 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.****

Email Address: _____

**MERGER OR SHARE EXCHANGE
MERGERCO, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$50.00

RECEIVED

2019 AUG 30 PM 2:34

2019 AUG 30 AM 10:56

FILED

C. GOLDEN

FILED

2019 AUG 30 AM 10:56

CERTIFICATE OF MERGER

OF

METCALF PARTNERS, LLC,
a Delaware limited liability company (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 605.4382 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>
METCALF PARTNERS, LLC	Delaware	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>
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

by the Surviving Entity and Merging Entity in accordance with the applicable provisions of Chapters 607, 605, 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.

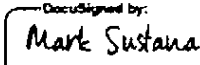
(Signature page to follow)

IN WITNESS WHEREOF, the Merging Entity and the Surviving Entity have caused this Certificate to be signed this 29th day of August 2019.

MERGING ENTITY:

METCALF PARTNERS, LLC, a Delaware limited liability company

By: Lennar Homes of California, a California corporation, its member

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

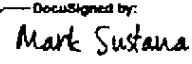
By: 
Name: Mark Sustana
Title: Vice President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") relates to the merger of METCALF PARTNERS, LLC, a Delaware 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 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

METCALF PARTNERS, LLC

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 Section 18-209 of the Delaware Limited Liability Company Act (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 membership interest in the Non-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, 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 18-209 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.

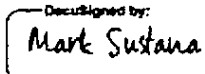
(Signature page to follow)

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 29th day of August 2019.

NON-SURVIVING ENTITY:

METCALF PARTNERS, LLC, a Delaware limited liability company

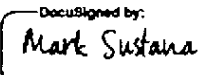
By: Lennar Homes of California, a California corporation, its member

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