

L18 0000 140 05

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer

MAIL IN \$60.00

Office Use Only



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11/26/19--01016--023 **190.00

60.00

DEC 11 2019

2019 NOV 26 AM 8:47
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2019 NOV 26 PM 3:23
FILING

Morgan



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 27, 2019

SUNSHINE STATE CORPORATE COMPLIANCE COMPANY
WCI REALTY INC.

SUBJECT: MERGERCO, LLC
Ref. Number: L18000014005

CORRECTED
Please Allow For
Same File Date

We have received your document and check(s) totaling \$180.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

PLEASE NOTE THAT THE ASSIGNED DOCUMENT NUMBER FOR BOTH ENTITIES ARE INCORRECT. PLEASE AMEND ACCORDINGLY.

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.

Susan Tallent
Regulatory Specialist II

Letter Number: 719A00024248

DEC 2 2019
19 DEC 2 2019

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 11/26/2019

****WALK IN****

ENTITY NAME WCI REALTY INC.

DOCUMENT NUMBER _____

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

XXXX _____

Plain Copy

Certified Copy

Certificate of Status

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

Certified Copy of Arts & Amendments

Certificate of Good Standing

Cert. Copy of Restated Arts & Amends if available. If not provide Cert. Copy of Arts & Amends.

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

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED 60.00

CHECK # 6926

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

CERTIFICATE OF MERGER

OF

**WCI REALTY INC.,
a Florida corporation, the "Merging Entity"**),

WITH AND INTO

**MERGERCO, LLC,
a Florida limited liability company (the "Surviving Entity")**

FILED
2019 NOV 26 AM 8:47
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

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>
WCI REALTY INC.	Florida P96000084355	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.

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.

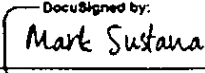
This Certificate may be executed in separate counterparts or counterpart signature pages, each of which shall be deemed to be an original and all of which, when taken together, shall constitute one and the same instrument.

(Signature page to follow)

IN WITNESS WHEREOF, the Merging Entity and the Surviving Entity have caused this Certificate to be signed this 25th day of November, 2019.

MERGING ENTITY:

WCI REALTY INC., a Florida corporation

By:  DocuSigned by:
Name: Mark Sustana 17627ED085476
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 17627ED085476
Title: Vice President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") relates to the merger of WCI REALTY INC., a Florida corporation, having a mailing address of 700 N.W. 107th Avenue, Suite 400, Miami, Florida 33172 ("Stoneybrook" or 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:

<u>Name of Entity</u>	<u>State of Formation</u>
WCI REALTY INC.	Florida

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 Section 14A of the Florida Business Corporation Act (the "Florida 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 of stock in the Non-Surviving Entity existing immediately prior to the Effective Date, and any right to acquire stock 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 14A of the Florida 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.

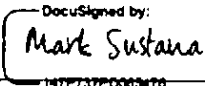
9. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

(Signature page to follow)

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 25th day of November, 2019.

NON-SURVIVING ENTITY:

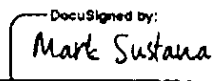
WCI REALTY INC., a Florida corporation

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 WCI REALTY INC., a Florida corporation, having a mailing address of 700 N.W. 107th Avenue, Suite 400, Miami, Florida 33172 ("Stoneybrook" or 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:

<u>Name of Entity</u>	<u>State of Formation</u>
WCI REALTY INC.	Florida

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 Section 14A of the Florida Business Corporation Act (the "Florida 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 of stock in the Non-Surviving Entity existing immediately prior to the Effective Date, and any right to acquire stock 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.

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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.

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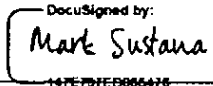
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(Signature page to follow)

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 25th day of November, 2019.

NON-SURVIVING ENTITY:

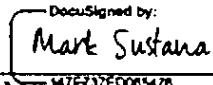
WCI REALTY INC., a Florida corporation

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