

L 97000000301

Florida Department of State  
Division of Corporations  
Public Access System

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.

(((H09000176888 3)))



H090001768883ABCE

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 245-6030  
Fax Number : (850) 617-6360

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

Attn:  
Buck  
Kohr

MERGER OR SHARE EXCHANGE

Legacy Lands, LLC

Certificate of Status	0
Certified Copy	0
Page Count	11
Estimated Charge	\$50.00

Electronic Filing Menu

Corporate Filing Menu

B. KOHR

AUG - 5 2009

EXAMINER

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
09 JUL 31 PM 1:35  
FILED

FILED  
09 JUL 31 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER  
OF  
KINGS WOOD DEVELOPMENT COMPANY, L.C.  
WITH AND INTO  
LEGACY LANDS, LLC**

The following Certificate of Merger is submitted as of this 31st day of July 2009 to merge (the "Merger") the following limited liability companies in accordance with Section 608.4382, Florida Statutes:

**First:** The name, jurisdiction and form/entity type of the merging party (the "Constituent Company") are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Kings Wood Development Company, L.C.	Florida	limited liability company

**Second:** The name, jurisdiction and form/entity type of the surviving party (the "Surviving Company") are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Legacy Lands, LLC	Delaware	limited liability company

**Third:** A copy of the Agreement and Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit "A" and made a part hereof by this reference as if fully set forth herein.

**Fourth:** The Merger was authorized and approved pursuant to the Findings of Fact, Conclusions of Law, and Order under 11 U.S.C. § 1129(a) and (b) and Fed.R.Bankr.P. 3020 confirming the Second Amended Joint Chapter 11 Plans of Reorganization for LandSource Communities Development LLC and each of its Affiliated Debtors Proposed by Barclays Bank PLC, as Administrative Agent under the Super-Priority Debtor-in-Possession First Lien Credit Agreement, entered on July 20, 2009 by the United States Bankruptcy Court for the District of Delaware, Case No. 08-11111 (KJC). Separate approval of the Plan of Merger by the Constituent Company and the Surviving Company was not required.

**Fifth:** The address of the principal office of the Surviving Company in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801.

**Sixth:** The Surviving Company appoints the Secretary of State as its agent for service of process in a proceeding to enforce obligations of the Constituent Company. The Department of State may forward all correspondence received on behalf of the Constituent Company to the Surviving Company at the address set forth in

paragraph Fifth above. Members of the Constituent Company are not entitled to appraisal rights under Sections 608.4351 through 608.43595, Florida Statutes.


This Certificate of Merger 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 Pages Follow]*

IN WITNESS WHEREOF, this Certificate of Merger has been executed on behalf of the Constituent Company and the Surviving Company by their respective authorized managers as of the day and year first above written.

KINGS WOOD DEVELOPMENT COMPANY,  
L.C., a Florida limited liability company

By: LENNAR HOMES, LLC, its Administrative  
Manager

By:   
Name: Jonathan M. Jaffe  
Title: Vice President


IN WITNESS WHEREOF, this Certificate of Merger has been executed on behalf of the Constituent Company and the Surviving Company by their respective authorized managers as of the day and year first above written.

LEGACY LANDS, LLC, a Delaware  
limited liability company

By: LANDSOURCE HOLDING  
COMPANY, LLC, its Sole Member

By: NEWHALL LAND DEVELOPMENT,  
LLC, its Sole Member

By: NEWHALL HOLDING COMPANY,  
LLC, its Manager

By:   
Name: Charles Tauber  
Title: Manager

**Exhibit "A"**

**Plan of Merger**

[Attached hereto and made a part hereof.]

**EXECUTION VERSION**

**AGREEMENT AND PLAN OF MERGER**

AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated July 31, 2009, by and between Kings Wood Development Company, L.C., a Florida limited liability company ("FL LLC"), and Legacy Lands, LLC, a Delaware limited liability company ("DE LLC" and, together with FL LLC, the "Constituent Entities").

**WITNESSETH:**

WHEREAS, the Constituent Entities desire that FL LLC be merged with and into DE LLC (the "Merger") upon the terms and subject to the conditions set forth in this Agreement;

WHEREAS, both FL LLC and DE LLC are indirect wholly owned subsidiaries of Newhall Land Development, LLC (f/k/a LandSource Communities Development LLC, a Delaware limited liability company ("LandSource"));

WHEREAS, on June 8, 2008, LandSource commenced a case under Chapter 11 of Title 11 of the United States Code currently pending before the United States Bankruptcy Court for the District of Delaware as Case No. 08-11111(KJC) (the "Chapter 11 Case");

WHEREAS, this Agreement is being entered into in connection with the consummation of the Second Amended Joint Chapter 11 Plans of Reorganization for LandSource and each of its Affiliated Debtors Proposed by Barclays Bank PLC, as Administrative Agent, under the Super-Priority Debtor-in-Possession First Lien Credit Agreement, as modified, dated July 6, 2009 (the "Plan of Reorganization") and the final order of the United States Bankruptcy Court for the District of Delaware having jurisdiction over the Chapter 11 Case, among other things, confirming the Plan of Reorganization pursuant to Section 1129 of the Bankruptcy Code, dated July 20, 2009; and

WHEREAS, in connection with the Chapter 11 Case and the Plan of Reorganization, as of the effective date of the Plan of Reorganization, this Agreement will be deemed effective.

NOW, THEREFORE, in consideration of the covenants and agreements contained in this Agreement, the parties hereto, intending to be legally bound, agree as follows:

Section 1. Organization of the Constituent Entities. FL LLC was formed under the laws of the State of Florida on March 12, 1997. DE LLC was formed under the laws of the State of Delaware on July 21, 2009.

Section 2. The Merger. Upon the terms and subject to the conditions set forth in this Agreement and in accordance with the applicable provisions of the Florida Limited Liability Company Act (the "FLLCA") and the Delaware Limited Liability Company Act ("DLLCA"), FL LLC shall be merged with and into DE LLC at the Effective Time (as

defined in Section 3 below). Following the Effective Time, DE LLC shall be the surviving entity (the "Surviving Entity") in the Merger and shall succeed to and assume all of the rights and obligations of FL LLC in accordance with the applicable provisions of the FLLCA and the DLLCA. The Merger shall have the effects set forth in Section 608.4383 of the FLLCA and Section 18-209(g) of the DLLCA.

Section 3. Effective Time. The parties shall file (1) the certificate of merger or other appropriate documents executed in accordance with the applicable provisions of the FLLCA (the "Florida Certificate of Merger") with the Secretary of State of the State of Florida and (2) a certificate of merger in accordance with the applicable provisions of the DLLCA (the "Delaware Certificate of Merger") with the Secretary of State of the State of Delaware. The Merger shall become effective at such time as the Florida Certificate of Merger is filed with the Secretary of State of the State of Florida and the Delaware Certificate of Merger is filed with the Secretary of State of the State of Delaware (the time the Merger becomes effective being referred to herein as the "Effective Time").

Section 4. Effect on Membership Interests. As of the Effective Time, by virtue of the Merger and without any action on the part of DE LLC or FL LLC: (i) each membership interest of DE LLC issued and outstanding at the Effective Time shall remain issued and outstanding and shall constitute all of the issued and outstanding membership interests of the Surviving Entity and no consideration shall be delivered hereunder in exchange therefor; and (ii) each membership interest of FL LLC issued and outstanding at the Effective Time shall no longer be issued or outstanding and shall automatically be cancelled without consideration and retired and shall cease to exist.

Section 5. Certificate of Formation and Limited Liability Company Agreement of the Surviving Entity. The Certificate of Formation and Limited Liability Company Agreement of DE LLC, as in effect immediately prior to the Effective Time, shall be the Certificate of Formation and Limited Liability Company Agreement, respectively, of the Surviving Entity until thereafter changed or amended.

Section 6. Further Action. If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Agreement or to vest the Surviving Entity with full right, title and possession of and to all rights and property of FL LLC and DE LLC, the officers of the Surviving Entity shall be fully authorized to take such lawful and necessary action.

Section 7. Termination; Amendment; Other.

(a) The Constituent Entities may terminate or amend, modify or supplement this Agreement in such manner as may be agreed upon by them in writing at any time.

(b) This Agreement may be executed in counterparts.



(c) This Agreement shall be governed by the laws of the State of Delaware, without regard to applicable principles of conflicts of law thereof.

[Signature Page(s) Follow]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be signed by their respective authorized persons as of the date first written above.

FL LLC:

KINGS WOOD DEVELOPMENT  
COMPANY, L.C., a Florida limited liability  
company

By: LENNAR HOMES, LLC, its  
Administrative Manager

By:   
Name: Jonathan M. Jaffe  
Title: Vice President

*[Signature Page to Kings Wood Development Company, L.C. Merger Agreement]*

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be signed by their respective authorized persons as of the date first written above.


DE LLC:

LEGACY LANDS, LLC, a Delaware  
limited liability company

By: LANDSOURCE HOLDING  
COMPANY, LLC, its Sole Member

By: NEWHALL LAND DEVELOPMENT,  
LLC, its Sole Member

By: NEWHALL HOLDING COMPANY,  
LLC, its Manager

By:   
Name: Charles Tauber  
Title: Manager