

MO2000002513

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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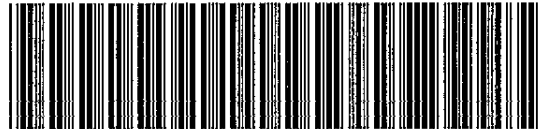
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 APR 30 AM 9:24

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MO2-2513
JR

RECEIVED
03 APR 30 AM 11:47
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 074059 4331382
AUTHORIZATION : *Patricia Pizito*
COST LIMIT : \$ 50.00

ORDER DATE : April 29, 2003
ORDER TIME : 10:42 AM
ORDER NO. : 074059-010
CUSTOMER NO: 4331382
CUSTOMER: Ms. Dawn Leahy
Kb Home
7th Floor
10990 Wilshire Blvd
Los Angeles, CA 90024

03 APR 29 AM 9:24
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

AVALON HERITAGE LLC

INTO

KB HOME ORLANDO, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 30, 2003

AMANDA HADDAN
CSC

SUBJECT: AVALON HERITAGE LLC
Ref. Number: L01000016261

We have received your document for AVALON HERITAGE LLC and the authorization to debit your account in the amount of \$50.00. However, the document has not been filed and is being returned for the following:

In the articles of merger and plan of merger you must list the names of each merging party in the document that is listed as first.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 103A00026329

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RESUBMIT

Please give original
submission date as file date.

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Avalon Heritage LLC 13001 Founders Square Drive Orlando, FL 32828	Florida	LLC
Florida Document/Registration Number: L01000016261		FEI Number: 01054913
2. KB Home Orlando LLC 10990 Wilshire Boulevard 7th Floor Los Angeles, CA 90024	Delaware	LLC
Florida Document/Registration Number: M02000002513		FEI Number: 71-0904756
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
KB HOME Orlando LLC 10990 Wilshire Boulevard, 7th Floor Los Angeles, CA 90024	Delaware	LLC

Florida Document/Registration Number: n/a FEI Number: 71-0904756

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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R 30 11:21
SECRETARY OF STATE
FLORIDA

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

Typed or Printed Name of Individual

Avalon Heritage LLC

KB HOME Orlando LLC, as sole
managing member

By: William R. Hollinger
Vice President & Asst. Secty.

KB HOME Orlando LLC

KB HOME Florida LLC, as sole
managing member

By: William R. Hollinger
Vice President & Asst. Secty.

(Attach additional sheet(s) if necessary)

REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

<u>All Corporations:</u>	Signature of Chairman, Vice Chairman, President or any officer.
<u>All General Partnerships:</u>	Signatures of two partners.
<u>All Domestic Limited Partnerships:</u>	Signatures of all general partners.
<u>All Non-Florida Limited Partnerships:</u>	Signature of one general partner.
<u>All Limited Liability Companies:</u>	Signature of a member or authorized representative of a member.
<u>All Other Business Entities:</u>	In accordance with the laws of their jurisdiction.

Make checks payable to Florida Department of State and mail to:

Mailing address:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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TALLAHASSEE, FLORIDA

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FILING FEES:

For each Limited Partnership:	\$52.50 (If merger filed pursuant to s. 608.4382, \$25.00)
For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each General Partnership:	\$25.00
All Others:	No Charge

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Avalon Heritage LLC	Florida
KB Home Orlando LLC	Delaware

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
KB HOME Orlando LLC	Delaware

THIRD: The terms and conditions of the merger are as follows:

See attached Agreement of Merger.

(Attach additional sheet(s) if necessary)

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TALLAHASSEE, FLORIDA

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

See attached Agreement of Merger.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

See attached Agreement of Merger.

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03 APR 00 PM 9:26
CLERK OF STATE
TALLAHASSEE FLORIDA

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

KB HOME Florida LLC, a Delaware limited liability company
10990 Wilshire Boulevard, 7th Floor
Los Angeles, CA 90024

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

None

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EIGHTH: Other provisions, if any, relating to the merger:

None

(Attach additional sheet(s) if necessary)

ARTICLES OF MERGER
Merger Sheet

MERGING:

AVALON HERITAGE LLC, a Florida entity, L01000016261

,

into

KB HOME ORLANDO LLC, a Delaware entity M02000002513

File date: April 30, 2003

Corporate Specialist: Tammi Cline

Account number: 072100000032

Amount charged: 50.00