

770700000405

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.

(((H07000288130 3)))



H070002881303A8C3

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 : BILZIN SUMBERG BAENA PRICE & AXELROD LLP
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 351-2122

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 NOV 29 A 10:29

FILED

GP97-709 11/30

RECEIVED
2007 NOV 29 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Landsource Holding Company, LLC

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$86.25

Electronic Filing Menu

Corporate Filing Menu

Help

H070002881303

CERTIFICATE OF MERGER

Merging

**LENNAR LAND PARTNERS,
a Florida partnership,**

into

**LANDSOURCE HOLDING COMPANY, LLC,
a Delaware limited liability company**

LANDSOURCE HOLDING COMPANY, LLC, a Delaware limited liability company (the "Surviving Entity"), hereby states and certifies as follows for the purposes of effecting an agreement of merger pursuant to the requirements of Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act") and Section 620.8918 of the Revised Uniform Partnership Act (the "Florida Act"):

1. An Agreement and Plan of Merger dated November 28, 2007 (the "Agreement of Merger"), has been duly approved, adopted and executed by each of the Surviving Entity and LENNAR LAND PARTNERS, a Florida partnership (the "Non-surviving Entity") in accordance with the provisions of Section 18-209 of the Delaware Act and Section 620.8918 of the Florida Act, pursuant to which the Non-surviving Entity is merging with and into the Surviving Entity, with the Surviving Entity being the surviving business entity. The Agreement of Merger is attached hereto as Exhibit A.

2. The merger of the Non-surviving Entity with and into the Surviving Entity shall become effective at 11:59 P.M. (Eastern Time) on November 30, 2007 (the "Effective Date").

3. The Agreement of Merger is on file at the office and place of business of the Surviving Entity located at 700 NW 107th Avenue, Miami, Florida 33172.

4. A copy of the Agreement of Merger will be furnished by the Surviving Entity, on request and without cost, to any member of the Non-surviving Entity or any shareholder of the Surviving Entity.

5. Pursuant to the Agreement of Merger, as of the Effective Date, the Certificate of Formation, as amended, of the Surviving Entity shall be the certificate of formation of the surviving business entity.

(Signature page to follow)

MIAMI 1457368.1 7576825848

H070002881303

FILED

2007 NOV 29 A 10:29

SECRETARY OF
STATE
FLORIDA

HO70002861303

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the 28 day of November, 2007.

SURVIVING ENTITY:

LANDSOURCE HOLDING COMPANY, LLC, a
Delaware limited liability company

By: Lennar Homes, LLC, a Florida limited
liability company, its Florida Manager

By: 
Name: Mark Sustana
Title: Vice President

NON-SURVIVING ENTITY:

LENNAR LAND PARTNERS,
a Florida partnership

By: Landsource Holding Company, LLC,
a Delaware limited liability company, a
partner

By: Lennar Homes, LLC, a Florida
limited liability company, its Florida
Manager

By: 
Name: Mark Sustana
Title: Vice President

2001 NOV 29 A 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

HO70002881303

MIAMI 1457368.1 7576825848

H070002881303

EXHIBIT A

AGREEMENT OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") relates to the merger of LENNAR LAND PARTNERS, a Florida partnership (the "Non-surviving Entity"), having a mailing address of 700 NW 107th Avenue, Miami, Florida 33172, with and into LANDSOURCE HOLDING COMPANY, LLC, a Delaware limited liability company (the "Surviving Entity"), having a mailing address of 700 NW 107th Avenue, 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 Entity.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

1. The Merger. Subject to the terms and conditions of this Agreement and in accordance with Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act") and Section 620.8918 of the Revised Uniform Partnership 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 organization in the Merger.
2. Effective Date and Time of the Merger. The Merger shall become effective at 11:59 P.M. (Eastern Time) on November 30, 2007 (the "Effective Date").
3. Articles of Incorporation. The Articles of Incorporation of the Surviving Entity shall be the Articles of Incorporation of the Surviving Entity.
4. Treatment of Partnership and Membership Interests.
 - (a) Each general partnership interest in the Non-surviving Entity existing immediately prior to the Effective Date, shall, by virtue of the Merger and without any action on the part of the holders thereof, or any 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 shall, by virtue of the Merger and without any action on the part of the holder thereof, continue to exist as a membership interest of the Surviving Entity.
5. Effects of the Merger. At and after the Effective Date, the Merger shall have the effects set forth in Section 620.2109 of the Florida Act and Section 18-209(g) of the Delaware Act.

MIAMI 1457368.1 7576823848

H070002881303

FILED

RECEIVED
CLERK OF DISTRICT COURT
JANUARY 11 2008
MIAMI, FLORIDA

H070002881303

6. Certificate of Formation of the Surviving Entity. The certificate of formation of the Surviving Entity, as in effect immediately prior to the Effective Date, shall be the certificate of formation of the surviving business entity.

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.

(Signature page to follow)

FILED
2007 NOV 29 A 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H070002881303

MIAMI 1457368.1 7376825848

H070002881303

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 28 day of November, 2007.

SURVIVING ENTITY:

LANDSOURCE HOLDING COMPANY, LLC, a
Delaware limited liability company

By: Lennar Homes, LLC, a Florida limited
liability company, its Florida Manager

By: _____
Name: _____
Title: Vice President

NON-SURVIVING ENTITY:

LENNAR LAND PARTNERS,
a Florida partnership

By: Landsource Holding Company, LLC,
a Delaware limited liability company,
partner

By: Lennar Homes, LLC, a Florida
limited liability company, its Florida
Manager

By: _____
Name: _____
Title: Vice President

2007 NOV 29 A 10:30
STATE
SECRETARY
TALLAHASSEE
FLORIDA

FILED

H070002881303

MIAMI 1457368.1 7576825848

850-245-6897

29:07 11/29/2007