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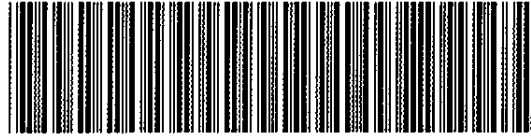
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2011 AUG 25 PM 3:16  
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*Merger*  
C.COULLIETTE  
AUG 25 2011  
EXAMINER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 AUG 25 PM 3:39

August 25, 2011

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 8230771 SO  
Customer Reference 1: None Given  
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Peninsula Housing Development Inc., III (FL)  
Merger (Survivor)  
Florida

Peninsula Housing Development Inc., IV (FL)  
Merger (Discontinuing Company)  
Florida

Peninsula Housing Development Inc., V (FL)  
Merger (Discontinuing Company)  
Florida

Saga Lake Inc. (FL)  
Merger (Discontinuing Company)  
Florida

Peninsula Housing Development Inc., III (FL)  
Obtain Document - Misc - Certified Copy of Merger  
Florida

*File 1<sup>st</sup>*

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately



Wolters Kluwer  
Corporate Legal Services

CT Corporation

1203 Governors Square Blvd.  
Tallahassee, FL 32301-2960

850 222 1092 tel  
850 878 5368 fax  
[www.ctcorporation.com](http://www.ctcorporation.com)

at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan  
Senior Fulfillment Specialist  
[Connie.Bryan@wolterskluwer.com](mailto:Connie.Bryan@wolterskluwer.com)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 AUG 25 PM 3:39

**ARTICLES OF MERGER  
OF  
PENINSULA HOUSING DEVELOPMENT INC., IV, SAGA LAKE INC.,  
AND PENINSULA HOUSING DEVELOPMENT INC. V,  
WITH AND INTO  
PENINSULA HOUSING DEVELOPMENT INC., III**

Pursuant to the provisions of Section 617.1105, Florida Statutes, (i) PENINSULA HOUSING DEVELOPMENT INC., IV, a Florida not for profit corporation, (ii) SAGA LAKE INC., a Florida not for profit corporation, (iii) PENINSULA HOUSING DEVELOPMENT INC. V, a Florida not for profit corporation, and (iv) PENINSULA HOUSING DEVELOPMENT INC., III, a Florida not for profit corporation, adopt the following Articles of Merger for the purpose of merging PENINSULA HOUSING DEVELOPMENT INC., IV, SAGA LAKE INC., and PENINSULA HOUSING DEVELOPMENT INC. V with and into PENINSULA HOUSING DEVELOPMENT INC., III.

1. Attached hereto as Exhibit A and incorporated herein by reference as fully as if set forth herein is a copy of that certain Plan of Merger to effect the merger of (i) PENINSULA HOUSING DEVELOPMENT INC., IV, (ii) SAGA LAKE INC., and (iii) PENINSULA HOUSING DEVELOPMENT INC. V with and into PENINSULA HOUSING DEVELOPMENT INC., III (the "Plan of Merger"). PENINSULA HOUSING DEVELOPMENT INC., III shall be the surviving corporation.

2. The effective date of this merger shall be the date upon which these Articles of Merger are filed with the Secretary of State of the State of Florida.

3. The Plan of Merger was duly approved and adopted in the manner prescribed by Section 617.1103, Florida Statutes, respectively, by the Boards of Directors of PENINSULA HOUSING DEVELOPMENT INC., IV, SAGA LAKE INC., PENINSULA HOUSING DEVELOPMENT INC. V, and PENINSULA HOUSING DEVELOPMENT INC., III.

(a) The Plan of Merger was duly approved and adopted by the execution of a Written Consent of all of the members of the Board of Directors of PENINSULA HOUSING DEVELOPMENT INC., IV dated August 19, 2011, in accordance with Section 617.0821, Florida Statutes, and member approval was not required.

(b) The Plan of Merger was duly approved and adopted by the execution of a Written Consent of all of the members of the Board of Directors of SAGA LAKE INC. dated August \_\_, 2011, in accordance with Section 617.0821, Florida Statutes, and member approval was not required.

(c) The Plan of Merger was duly approved and adopted by the execution of a Written Consent of all of the members of the Board of Directors of PENINSULA HOUSING DEVELOPMENT INC. V dated August 19, 2011, in accordance with Section 617.0821, Florida Statutes, and member approval was not required.

(d) The Plan of Merger was duly approved and adopted by the execution of a Written Consent of all of the members of the Board of Directors of PENINSULA HOUSING DEVELOPMENT INC., III dated August 19, 2011, in accordance with Section 617.0821, Florida Statutes, and member approval was not required.

IN WITNESS WHEREOF, each of (i) PENINSULA HOUSING DEVELOPMENT INC., IV, (ii) SAGA LAKE INC., (iii) PENINSULA HOUSING DEVELOPMENT INC. V, and (iv) PENINSULA HOUSING DEVELOPMENT INC., III have caused these Articles of Merger to be signed in their corporate names as of August 29, 2011.

PENINSULA HOUSING DEVELOPMENT INC., IV      SAGA LAKE INC.

By: Quarone M. Diaz  
Name: QUARONE M. DIAZ  
Title: PRESIDENT

By: Quarone M. Diaz  
Name: QUARONE M. DIAZ  
Title: PRESIDENT

PENINSULA HOUSING DEVELOPMENT INC. V

PENINSULA HOUSING DEVELOPMENT INC., III

By: Quarone M. Diaz  
Name: QUARONE M. DIAZ  
Title: PRESIDENT

By: Quarone M. Diaz  
Name: QUARONE M. DIAZ  
Title: PRESIDENT

**Exhibit A**

See attached.

**PLAN OF MERGER  
OF  
PENINSULA HOUSING DEVELOPMENT INC., IV, SAGA LAKE INC.,  
AND PENINSULA HOUSING DEVELOPMENT INC. V,  
WITH AND INTO  
PENINSULA HOUSING DEVELOPMENT INC., III**

This is a Plan of Merger, dated August 19, 2011, pursuant to Section 617.1101, et seq., Florida Statutes, for the merger of (i) PENINSULA HOUSING DEVELOPMENT INC., IV, a Florida not for profit corporation, (ii) SAGA LAKE INC., a Florida not for profit corporation, and (iii) PENINSULA HOUSING DEVELOPMENT INC. V, a Florida not for profit corporation, with and into PENINSULA HOUSING DEVELOPMENT INC., III, a Florida not for profit corporation. PENINSULA HOUSING DEVELOPMENT INC., III is to be the surviving corporation.

In accordance with the provisions of this Plan of Merger and the Florida Not For Profit Corporation Act, at the Effective Time (as defined below), each of PENINSULA HOUSING DEVELOPMENT INC., IV, SAGA LAKE INC., and PENINSULA HOUSING DEVELOPMENT INC. V will be merged with and into PENINSULA HOUSING DEVELOPMENT INC., III (the "Merger") and the separate corporate existence of each of PENINSULA HOUSING DEVELOPMENT INC., IV, SAGA LAKE INC., and PENINSULA HOUSING DEVELOPMENT INC. V shall cease. PENINSULA HOUSING DEVELOPMENT INC., III (the "Surviving Corporation") shall continue its corporate existence as a Florida nonprofit corporation pursuant to the laws of the State of Florida (PENINSULA HOUSING DEVELOPMENT INC., IV, SAGA LAKE INC., PENINSULA HOUSING DEVELOPMENT INC. V and PENINSULA HOUSING DEVELOPMENT INC., III are collectively referred to as the "Constituent Corporations").

1. The Merger shall become effective as of the date upon which the Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Time").

2. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of each of the Constituent Corporations. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed subject, however, to the limitations on the powers of PENINSULA HOUSING DEVELOPMENT INC., III imposed by its Articles of Incorporation and Florida law.

The title to and any interest in all real and personal property vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

3. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all obligations of each of the Constituent Corporations existing as of the Effective Time.

4. The Articles of Incorporation of PENINSULA HOUSING DEVELOPMENT INC., III in effect immediately prior to the Effective Time shall be replaced by the Amended and Restated Articles of Incorporation of Peninsula Housing Development Inc., III, attached hereto as Exhibit A. The Amended and Restated Articles of Incorporation of Peninsula Housing Development Inc., III shall be the Articles of Incorporation of the Surviving Corporation.

5. The Bylaws of PENINSULA HOUSING DEVELOPMENT INC., III in effect immediately prior to the Effective Time shall be replaced by the Amended and Restated Bylaws of Peninsula Housing Development Inc., III, attached hereto as Exhibit B. The Amended and Restated Bylaws of Peninsula Housing Development Inc., III shall be the Bylaws of the Surviving Corporation.

6. The directors and officers of PENINSULA HOUSING DEVELOPMENT INC., III in effect immediately prior to the Effective Time shall continue to be the directors and officers immediately following the Merger.

7. This Plan of Merger may be abandoned at any time prior to filing the Articles of Merger. The procedure for abandoning the Plan of Merger shall be the adoption of a resolution to abandon the merger by the Board of Directors of either PENINSULA HOUSING DEVELOPMENT INC., IV, SAGA LAKE INC., PENINSULA HOUSING DEVELOPMENT INC. V and PENINSULA HOUSING DEVELOPMENT INC., III followed by written notice to the president of the other corporations party to the Merger.



CERTIFICATIONS

PENINSULA HOUSING DEVELOPMENT INC., IV hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of PENINSULA HOUSING DEVELOPMENT INC., IV, effective as of August 19, 2011.

PENINSULA HOUSING DEVELOPMENT INC., IV

By: Guarone M Diaz  
Name: GUARONE M DIAZ  
Title: PRESIDENT

SAGA LAKE INC. hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of SAGA LAKE INC., effective as of August 19, 2011.

SAGA LAKE INC.

By: Guarone M Diaz  
Name: GUARONE M. DIAZ  
Title: PRESIDENT

PENINSULA HOUSING DEVELOPMENT INC. V hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of PENINSULA HOUSING DEVELOPMENT INC. V, effective as of August 19, 2011.

PENINSULA HOUSING DEVELOPMENT INC. V

By: Guarone M Diaz  
Name: GUARONE M. DIAZ  
Title: PRESIDENT

PENINSULA HOUSING DEVELOPMENT INC., III hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of PENINSULA HOUSING DEVELOPMENT INC., III, effective as of August 19, 2011.

PENINSULA HOUSING DEVELOPMENT INC., III

By: Guarone M Diaz  
Name: GUARONE M. DIAZ  
Title: PRESIDENT