

N30674

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

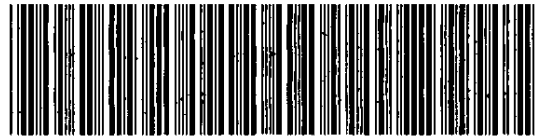
(Business Entity Name)

(Document Number)

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STATE DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

T. Roberts JUL 17 2008



# Habitat for Humanity<sup>®</sup>

of Greater Miami

*building houses in partnership with God's people in need*

July 14, 2008

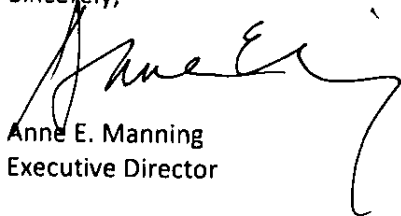
Division of Corporations  
Department of State  
Clifton Building 2661  
Executive Center Circle  
Tallahassee, FL 32301

Dear Sir or Madam:

Enclosed please find the Articles of Merger for Habitat for Humanity of Greater Miami and Habitat for Humanity ReStore and the \$70.00 filing fee.

Thank you.

Sincerely,



Anne E. Manning  
Executive Director

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**ARTICLES OF MERGER**  
**For Florida Non forProfit Corporations**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HABITAT FOR HUMANITY OF GREATER MIAMI, INC., a Florida not-for-profit corporation (the "Surviving Entity") having Document Number N30674, and HABITAT FOR HUMANITY RESTORE, INC, a Florida not-for-profit corporation (the "Non-surviving Entity") having Document Number N02000009912 hereby state and certify as follows, for the purposes of effecting an agreement and plan of merger between them, pursuant to the requirements of Florida Not for Profit Corporation Act:

1. Attached as Exhibit "A" is the Agreement and Plan of Merger between the Non-surviving Entity and the Surviving Entity, which is hereby incorporated by such reference as if fully herein set forth (the "Plan of Merger").

2. As applicable, the Plan of Merger was approved by the Surviving Entity and the Non-Surviving Entity in accordance with the applicable provisions of the Florida Not for Profit Corporation Act.

3. The merger of the Non-surviving Entity with and into the Surviving Entity shall become effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 11<sup>m</sup> day of July, 2008.

**SURVIVING ENTITY:**

**NON-SURVIVING ENTITY:**

HABITAT FOR HUMANITY  
OF GREATER MIAMI, INC.,  
a Florida not-for-profit corporation

HABITAT FOR HUMANITY  
RESTORE, INC.,  
a Florida not-for-profit corporation

By: Anne E Ma  
Print Name: Anne E. Manning  
Title: Assistant Secretary  
Executive Director

By: Arnon Zeigler  
Print Name: ARRON ZEIGLER  
Title: VICE-PRESIDENT

Exhibit "A"

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") relates to the merger of HABITAT FOR HUMANITY RESTORE, INC. , a Florida not-for-profit corporation (the "Non-surviving Entity"), with and into HABITAT FOR HUMANITY OF GREATER MIAMI, INC. INC., a Florida not-for-profit corporation (the "Surviving Entity").

WITNESSETH:

WHEREAS, the Non-surviving Entity and the Surviving Entity desire 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. On the Effective Date (as defined below), the Non-surviving Entity shall merge with and into the Surviving Entity (the "Merger"). Immediately following the Merger, the Surviving Entity shall continue as the surviving entity, and the separate existence of the Non-surviving Entity shall cease.

2. Terms and Conditions. The Merger shall become effective upon the filing of Articles of Merger with the Secretary of State of the State of Florida (the "Effective Date"), and shall have the effects set forth in Section 617.1106 of the Florida Not for Profit Corporation Act.

3. Treatment of Membership Interests.

(a) Any membership interest in the Non-surviving Entity outstanding immediately before the Effective Date, and any right to acquire membership interests therein, shall, by virtue of the Merger and the Non-surviving Entity being the non-surviving entity thereof, and without any action on the part of, or consideration being tendered to, the holder thereof, be cancelled and retired and cease to exist, without any conversion thereof.

(b) Any membership interest of the Surviving Entity issued and outstanding immediately before the Effective Date, shall, by virtue of the Merger and the Surviving Entity being the surviving entity thereof, and without any action on the part of the holder thereof, continue to exist continue to exist.

4. Management. The Board of Directors of the Surviving Entity as standing immediately before the Effective Date shall be the Board of Directors of the Surviving Entity.

5. Articles of Incorporation and Bylaws. The Articles of Incorporation of the Surviving Entity as in effective immediately before the Effective Dated shall be the Articles of Incorporation of the Surviving Entity.

6. 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.

7. Section Headings. The headings contained in this Agreement are for reference purposes only and shall not affect the meaning or interpretation of this Agreement.

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.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of July 11, 2008.

**SURVIVING ENTITY:**

HABITAT FOR HUMANITY OF  
GREATER MIAMI, INC.  
a Florida not-for-profit corporation

**NON-SURVIVING ENTITY:**

HABITAT FOR HUMANITY RESTORE,  
INC.,  
a Florida not-for-profit corporation

By: 

Print Name: Anne E. Manning  
Title: Assistant Secretary

By: 

Print Name: Aaron Zeigler  
Title: Vice-President

HABITAT FOR HUMANITY OF GREATER MIAMI, INC., a Florida not-for-profit corporation having Document No. N30674, hereby states and certifies as follows, for the purposes of effecting a merger with HABITAT FOR HUMANITY RESTORE, INC, a Florida not-for-profit corporation: The merger was adopted by written consent of the members of HABITAT FOR HUMANITY OF GREATER MIAMI, INC and executed in accordance with section 617.0701 Florida Statutes

HABITAT FOR HUMANITY RESTORE, INC, a Florida not-for-profit corporation having Document No. N02000009912, hereby states and certifies as follows, for the purposes of effecting a merger into HABITAT FOR HUMANITY OF GREATER MIAMI, INC., a Florida not-for-profit corporation: The merger was adopted by written consent of the members of HABITAT FOR HUMANITY RESTORE, INC and executed in accordance with section 617.0701 Florida Statutes.

**SURVIVING ENTITY:**

**NON-SURVIVING ENTITY:**

HABITAT FOR HUMANITY OF GREATER MIAMI, INC., a Florida not-for-profit corporation -

HABITAT FOR HUMANITY RESTORE, INC., a Florida not-for-profit corporation

By: Anne E Manning  
Print Name: Anne E. Manning  
Title: Asst. Secretary  
Date: 7.17.08

By: Anne E Manning  
Print Name: Anne E. Manning  
Title: Secretary  
Date: 7.17.08