

Division of Corporations

N39605

Florida Department of State
Division of Corporations
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PLEASE ARRANGE FILING OF THE ATTACHED ARTICLES OF MERGER AND RETURN A CERTIFICATION AND CERTIFICATION OF STATUS AS SOON AS POSSIBLE. THANK YOU.

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
COCONUT PALM COOPERATIVE HOMES, INC.

Certificate of Status	1
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FROM:

Name:
Fax Number:
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TO:

Name: THERESA BROWN
Company:
Fax Number: 1-850-205-0380
Voice Phone:

MESSAGES:

THERESA, AS OUR CONVERSATION. SUSAN PANTON HAS A CONFERENCE CALL WITH OUR ATTORNEY JOE ZITZKA WITH REGARDING TO THIS MERGER ACQUISITION. PLEASE FILE THE MERGER AT THIS TIME. IF YOU HAVE ANY QUESTIONS, PLEASE FEEL FREE TO CONTACT ME AT 407-418-6203. THANK YOU.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 27, 2005

COCONUT PALM COOPERATIVE HOMES, INC.
320 N. MAIN ST., SUITE 200
P.O. BOX 8649
ANN ARBOR, MI 48107

SUBJECT: COCONUT PALM COOPERATIVE HOMES, INC.
REF: N39605

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

The merger must contain the appropriate approval: If the members have voting rights, as to each corporation:

- (1) the date of the meeting of members at which the plan of merger was adopted
- (2) a statement that the number of votes cast for the merger was sufficient for approval, and
- (3) the vote on the plan - or a statement that such plan was adopted by written consent and executed in accordance with section 617.0701, Florida Statutes.

When there are no members entitled to vote, as to each corporation:

- (1) a statement that there are no members or members entitled to vote,
- (2) the date of adoption of the plan by the board of directors, and
- (3) the number of directors then in office and the vote for the plan.

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Teresa Brown
Document Specialist

FAX Aud. #: H05000156084
Letter Number: 405A00043362

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ARTICLES OF MERGER

OF

COCONUT PALM COOPERATIVE HOMES, INC.,
a Florida not for profit corporation

WITH AND INTO

COCONUT PALM COOPERATIVE HOMES, INC.,
a Delaware nonstock corporation

Pursuant to Section 617.1107 of the Florida Not For Profit Corporation Act, Coconut Palm Cooperative Homes, Inc., a Florida not for profit corporation ("Florida Corporation") and Coconut Palm Cooperative Homes, Inc., a Delaware nonstock corporation ("Delaware Corporation") hereby adopt the following Articles of Merger for the purpose of effecting the merger of Florida Corporation with and into Delaware Corporation:

FIRST: The plan of merger, pursuant to Sections 617.1101 and 617.1105 of the Florida Not For Profit Corporation Act, is set forth on the attached Exhibit A.

SECOND: Pursuant to the applicable provisions of the Florida Not For Profit Corporation Act, the members of Florida Corporation, approved the Merger by written consent dated as of June 24, 2005.

THIRD: Pursuant to the applicable provisions of the Delaware General Corporation Law, the shareholders of Coconut Palms Apartments, Inc. approved the Merger by written consent dated as of June 24, 2005.

IN WITNESS WHEREOF, Florida Corporation and Delaware Corporation have caused these Articles of Merger to be signed in their corporate names by their respective officers, duly authorized as of the 24 day of June, 2005.

Coconut Palm Cooperative Homes, Inc.,
a Florida not for profit corporation

By: Name: Stephen G. PalmsTitle: Executive Vice President

Coconut Palm Cooperative Homes, Inc.,
a Delaware corporation

By: Name: Stephen G. PalmsTitle: Executive Vice President

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TALLAHASSEE, FLORIDA

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EXHIBIT "A"
PLAN OF MERGER

1. Upon the filing of Certificate of Merger (the "Certificate of Merger") with the Delaware Department of State, Coconut Palm Cooperative Homes, Inc., a Florida non profit corporation ("Florida Corporation"), and Coconut Palm Cooperative Homes, Inc., a Delaware nonstock corporation ("Delaware Corporation"), shall merge and Delaware Corporation shall be the surviving corporation of such merger (the "Merger"). Delaware Corporation is hereinafter sometimes referred to as the "Surviving Corporation."

2. The terms and conditions of the Merger are as follows:

a. The Surviving Corporation shall continue the corporate existence of Delaware Corporation under the laws of the State of Delaware, and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any party to the Merger shall not revert or be in any way impaired by reason of such Merger; and the Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against any party to the Merger may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall be impaired by the Merger.

b. The Certificate of Incorporation of Delaware Corporation, as in effect immediately prior to the filing of the Certificate of Merger, shall be the Certificate of Incorporation of the Surviving Corporation until thereafter amended as provided by law.

c. The Bylaws of Delaware Corporation, as in effect immediately prior to the filing of the Certificate of Merger, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by law.

d. The directors and officers of Delaware Corporation immediately prior to the filing of the Certificate of Merger shall be the directors and officers of the Surviving Corporation until their successors are duly elected and qualified.

3. The manner of converting or exchanging the interests of each of the parties to the Merger shall be as follows:

a. The shares of Florida Corporation issued and outstanding as of the filing of the Certificate of Merger, by virtue of the Merger and as of the filing of the Certificate of Merger, shall be converted into and become, without action on the part of the holder thereof, membership interests in Delaware Corporation.

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b. At and after the filing of the Certificate of Merger, the shares of the member of Florida Corporation shall be surrendered and cancelled.