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**MERGER OR SHARE EXCHANGE**  
**Realtor Association of Greater Miami and the Beaches**

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ARTICLES OF MERGER  
OF

REALTOR ASSOCIATION OF MIAMI-DADE COUNTY, INC.  
(a Florida Not-for-Profit Corporation)

INTO

REALTOR ASSOCIATION OF GREATER MIAMI AND THE BEACHES, INC.  
(a Florida Not-for Profit Corporation)

Pursuant to Section 617.1105, Florida Statutes, the REALTOR ASSOCIATION OF MIAMI-DADE COUNTY, INC., a Florida not-for-profit corporation, and the REALTOR ASSOCIATION OF GREATER MIAMI AND THE BEACHES, INC., a Florida not-for-profit corporation, hereby submit the following Articles of Merger.

1. Plan of Merger. The plan of merger ("Plan of Merger") providing for the merger ("Merger") of Realtor Association of Miami-Dade County, Inc. ("Merged Corporation") with and into the Realtor Association of Greater Miami and the Beaches, Inc. ("Surviving Corporation"), is attached hereto as Exhibit A.

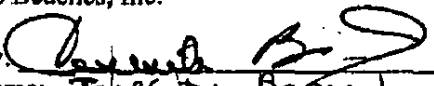
2. Effective Date. The Merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

3. Adoption of Plan of Merger by Surviving Corporation. The Plan of Merger was adopted by the board of directors of the Surviving Corporation by unanimous consent on July 28, 2010. There are no members of the Surviving Corporation entitled to vote on the Plan of Merger.

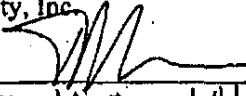
4. Adoption of Plan of Merger by Merged Corporation. The Plan of Merger was adopted by the board of directors of the Merged Corporation by unanimous consent on July 29, 2010 and by the members of the Merged Corporation at a special meeting of such members on July 30, 2010. At such special meeting, a quorum was present and the number of votes cast in the majority was a sufficient number of votes required for approval of the Plan of Merger.

Dated: August 2, 2010

Realtor Association of Greater Miami and  
the Beaches, Inc.

By:   
Name: Teresita Bersach  
Title: Chairman of the Board

Realtor Association of Miami-Dade  
County, Inc.

By:   
Name: Victor Ullag  
Title: President

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**EXHIBIT A**  
**PLAN OF MERGER**

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## PLAN OF MERGER

This PLAN OF MERGER (the "*Plan*"), is dated as of August 2, 2010, by and between REALTOR ASSOCIATION OF GREATER MIAMI AND THE BEACHES, INC., a Florida not-for-profit corporation ("*RAMB*"), and REALTOR ASSOCIATION OF MIAMI-DADE COUNTY, INC., a Florida not-for-profit corporation ("*RAMDC*") (collectively, the "*Parties*").

## RECITALS

WHEREAS, RAMB is a Florida not-for-profit corporation qualifying under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended ("*Code*"), organized and operated to promote the interests of the real estate industry and real estate professionals and the standards of conduct of the National Association of Realtors ("*NAR*");

WHEREAS, RAMDC is a Florida not-for-profit corporation qualifying under Section 501(c)(6) of the Code, organized and operated to promote the interests of the real estate industry and real estate professionals and the standards of conduct of NAR;

WHEREAS, the Board of Directors of RAMB and the Board of Directors of RAMDC have determined that the missions of both corporations can be accomplished more efficiently and more effectively if both corporations are combined into one corporation;

WHEREAS, in furtherance of such combination, the Boards of Directors of RAMB and RAMDC have each adopted this Plan and approved the merger ("*Merger*") of RAMDC into RAMB in accordance with the terms and conditions set forth herein and in accordance with Chapter 617, Florida Statutes (the "*Non Profit Corporation Act*"), with RAMB being the surviving corporation ("*Surviving Corporation*"); and

WHEREAS, on and after the Effective Date (as defined below), the Surviving Corporation will continue to be organized and operated to promote the interests of the real estate industry and real estate professionals and the standards of conduct of NAR.

NOW, THEREFORE, in consideration of the foregoing and the mutual representations, warranties, covenants, and agreements contained herein, the parties hereto, intending to be legally bound, hereby agree as follows:

## TERMS AND CONDITIONS

### 1. Merger.

- A. Upon the terms and subject to the conditions set forth in this Plan, and in more detail in a definitive merger agreement to be entered into by the Parties, at the Effective Date (as defined below), RAMDC shall be merged with and into RAMB, whereupon the separate existence of RAMDC will cease and RAMB will be the Surviving Corporation.

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- B. As soon as practicable after satisfaction or waiver of the conditions to obligations of the parties to consummate the Merger, including the execution of a definitive merger agreement, each of RAMDC and RAMB shall file articles of merger ("*Articles of Merger*") in accordance with Chapter 617, Florida Statutes, and make all other filings or recordings and take all other action required by applicable law in connection with the Merger.
- C. The Merger shall be effective at such time as the Articles of Merger are duly filed in accordance with the Non Profit Corporation Act (the "*Effective Date*"). It is contemplated that the Effective Date will be on or about August 2, 2010.

2. Surviving Corporation.

- A. The Surviving Corporation shall promptly take such action as is required to change its name after the Effective Date to "Miami Association of Realtors, Inc.", including, without limitation, obtaining approval from NAR and filing appropriate documents with the Secretary of the State of Florida. Until the name of the Surviving Corporation is changed pursuant to this Section 2.A., the Surviving Corporation shall continue to operate as the "Realtor Association of Greater Miami and the Beaches, Inc."
- B. As of the Effective Date, the officers and members of the board of directors of the Surviving Corporation shall be as set forth on Exhibit A attached hereto.
- C. As of the Effective Date, all of the active members in good standing of RAMDC and all of the active members in good standing of RAMB shall become members of the Surviving Corporation by virtue of the Merger and without any action on the part of the members thereof.
- D. The principal office of the Surviving Corporation prior to the Effective Date shall be the principal office of the Surviving Corporation after the Effective Date.

3. Covenants. Prior to the Effective Date, and subsequent to the approval and final execution of this Plan, the Parties covenant and agree that:

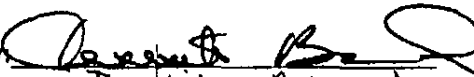
- A. The business of the Parties will be conducted in the ordinary and usual course.
- B. Except as set forth herein, no Party shall amend their articles of incorporation or bylaws in existence at the time of execution of this Plan.
- C. No Party shall declare, set aside or make undisclosed distribution of any property or enter any new contracts with financial obligations or create any new staff positions, without first disclosing such action to the other Party and unless agreed to by the Parties.

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- D. Each Party shall use its best efforts to preserve intact the business organization (to keep available the services of its current officers and key employees), and to preserve the goodwill of those having business relationships with them.
4. Costs and Expenses. Each of the Parties will bear its own costs and expenses (including legal fees and expenses) incurred in connection with this Plan and the transactions contemplated hereby.
5. Termination. This Plan may be terminated and the Merger abandoned at any time by majority vote of the Board of Directors of either Party before the Effective Date.
6. Amendment. The Board of Directors of the Parties may agree to future amendments to this Plan.

Agreed to and Executed by:

REALTOR ASSOCIATION OF GREATER MIAMI AND THE BEACHES, INC.

By:   
Name: Teresita Bersach  
Title: Chairman of The Board

REALTOR ASSOCIATION OF MIAMI-DADE COUNTY, INC.

By:   
Name: Victor Villan  
Title: President

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**Exhibit A**  
**Surviving Corporation Officers and Directors**

NAME	DIRECTOR	OFFICER
Bersach, Terri	<i>Director</i>	
Burch, Rick	<i>Director</i>	
Dahne, Patricia E.	<i>Director</i>	
Delinois, Patricia	<i>Director</i>	
DeMartino, Ralph	<i>Director</i>	
Diaz de la Villegas, Elizabeth	<i>Director</i>	
Diaz, Norka M.	<i>Director</i>	
Dohm, John	<i>Director</i>	
Gonzalez, Betty	<i>Director</i>	
King Kinney, Teresa		Chief Executive Officer
Kohn, Ron	<i>Director</i>	
Levine, Jack H.	<i>Director</i>	Chairman of the Board
Mesa, Rei	<i>Director</i>	
Pomares, Martha	<i>Director</i>	Chairman-Elect of the Board
Richardson, Charles	<i>Director</i>	
Ruiz, Oliver	<i>Director</i>	Secretary
Smith, Renate	<i>Director</i>	
Tello, Natascha	<i>Director</i>	
Ulloa, Victor	<i>Director</i>	Treasurer
Villanueva, Jr., Carlos	<i>Director</i>	
Zalewski, Peter	<i>Director</i>	