

N95000004629

(Requestor's Name)

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(City/State/Zip/Phone #)

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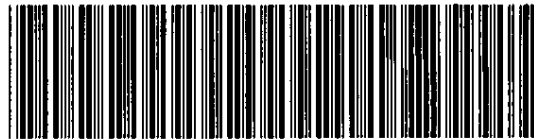
(Business Entity Name)

(Document Number)

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NONPROFIT HOUSING PRESERVATION

SB, INC.

MERGER FILING

Signature _____

Requested by: BA

10/7/16

Name _____

Date _____

Time _____

Walk-In _____

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____ Art of Inc. File _____
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APPROVED
FILED

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**Certificate of Merger
For
Florida Limited Partnership or Limited Liability Limited Partnership**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted in accordance with s. 620.2108, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Nonprofit Housing Preservation SB, Inc. document no. N95000004629	Florida	not for profit corporation
Miami Sunset Bay Apartments Limited Partnership (document no. A99000001855)	Florida	limited partnership

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Nonprofit Housing Preservation SB, Inc.	Florida	not for profit corporation

THIRD: The date the merger is effective under the governing laws of the

surviving party is: date of filing with FI Div. Corporations _____.

(NOTE: If survivor is a Florida limited partnership or limited liability limited partnership, effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State. If survivor is not a Florida limited partnership or limited liability limited partnership, effective date shall be as provided in survivor's governing statute.)

FOURTH: The merger was approved by each party as required by its governing law.

FIFTH: If the surviving party is a foreign organization not qualified to transact business in this state, the street address and mailing address of an office which the Florida Department of State may use for the purposes of s. 620.2109(2), F.S., are as follows:

Street address:

Mailing address:

SIXTH: Other provisions, if any, relating to the merger:

Miami Sunset Bay Apartments Limited Partnership is being merged into and absorbed by the not for profit Nonprofit Housing Preservation SB, Inc. pursuant to sections 607.1108, 617.1102 and 620.2106 Florida Statutes, such that the surviving entity is a not for profit Florida corporation.

Nonprofit Housing Preservation SB, Inc. has no members. It is managed and its affairs are controlled by a board of directors, who approved this merger by unanimous written consent and authorized its Vice President to sign these articles of merger in behalf of Nonprofit Housing Preservation SB, Inc. pursuant to 617.1103(b), Fla.Stat.

SEE ATTACHED PLAN OF MERGER FOR ALL OTHER PROVISIONS OF THE MERGER

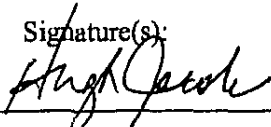
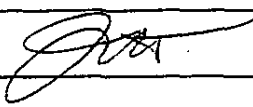
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEVENTH: Signature(s) for Each Party:

(Merger must be signed by all general partners of Florida limited partnerships or limited liability limited partnerships and by the authorized representative of each other party.)

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Nonprofit Housing Preservation SB, Inc.		Hugh Jacobs, vice president
Miami Sunset Bay Apartments Limited Partnership		John Corbett, president of gen partner

Fees: Filing Fees: \$52.50 Per Party
Certified Copy: \$52.50 (Optional)
Certificate of Status: \$8.75 (Optional)

PLAN OF MERGER

16 OCT -7 PM 1:26

This Plan of Merger between Nonprofit Housing Preservation SB, Inc., a Florida nonprofit corporation ("NHPSB") and Miami Sunset Bay Apartments - Limited Partnership, a Florida Limited Partnership ("Sunset Bay") dated as of August 29, 2016 wherein NHPSB is intended to be the surviving business entity, Sunset Bay is intended to be absorbed by and merged into NHPSB and the separate existence of Sunset Bay ceases.

Witnesseth:

Whereas, Sunset Bay is a Florida limited partnership organized and existing under the laws of the State of Florida with its registered office and mailing address located at c/o The Partnership, Inc., 2001 West Blue Heron Blvd., Riviera Beach, FL 33404. Sunset Bay's document number assigned by the Florida Division of Corporations is A99000001855; and

Whereas, NHPSB is a Florida not for profit corporation that is organized and existing under the laws of the State of Florida with its registered office and mailing address located at 2001 West Blue Heron Blvd., Riviera Beach, FL 33404. HNPSB's document number assigned by the Florida Division of Corporations is N95000004629; and

Whereas, the Board of Directors of NHPSB has approved the merger with Sunset Bay unanimous written consent on Aug. 29, 2016 and determined that it is in the best business interests of NHPSB that Sunset Bay be merged into and absorbed by NHPSB pursuant to sections 607.1108, 617.1102 and 620.2106, Florida Statutes, such that the surviving entity is a Florida not for profit corporation; and

Whereas, Sunset Bay's sole general partner, and the owner of all limited partnership interests of Sunset Bay, have each considered the proposed merger between Sunset Bay and NHPSB and each has consented to and approved the merger and this Plan of Merger;

NOW, THEREFORE, in consideration of the surrender and cancelation of all general partner interests of Sunset Bay, surrender and cancelation of all limited partnership interests and all general partnership interests of Sunset Bay, acceptance and approval of the merger of Sunset Bay into NHPSB, the mutual covenants herein contained and other valuable consideration, a merger between Sunset Bay and HNPSB shall take place in accordance with the following provisions:

FIRST: The exact name and jurisdiction of each merging party are as follows:

Name: Miami Sunset Bay Apartments Limited Partnership

Jurisdiction: Florida

Name: Nonprofit Housing Preservation SB, Inc.

Jurisdiction: Florida

SECOND: The exact name and jurisdiction of each surviving party are as follows:

Name: Nonprofit Housing Preservation SB, Inc.

THIRD: The terms and conditions of the merger are as follows:

I. *Merger and Share Exchange.* Effective as of the date of filing of this Plan of Merger with the Florida Division of Corporations, Sunset Bay's limited partner, NHPSB, will have owned all issued and outstanding limited partnership equity of Sunset Bay pursuant to that certain PURCHASE AND SALE AGREEMENT dated June 13th, 2016 (the "PSA"), by and among NHPSB as buyer, CENTERLINE/FLEET HOUSING PARTNERSHIP LP - SERIES B, formerly known as Related Capital/Fleet Housing Partnership L.P. - Series B, a Delaware limited partnership ("Investor Limited Partner"), RCHP SLP II L.P., a Delaware limited partnership ("Special Limited Partner"), and THE PARTNERSHIP, INC., a Florida nonprofit corporation ("TPI"). The general partner equity of NHPSB is currently owned, and effective as of the date of filing of this Plan of Merger with the Florida Division of Corporations, will continue to be owned by TPI. Sunset Bay shall be absorbed by and merge into NHPSB, which shall be the surviving business entity, upon completion of the merger, and the existence of Sunset Bay as a separate legal entity shall cease as set forth in the "Terms and Conditions" below.

II *Terms and Conditions.* On the effective date of the merger, the separate existence of Sunset Bay shall cease, and title to all real and personal property of Sunset Bay shall be vested in NHPSB, without reservation or impairment of the business or operations of Sunset Bay. On the effective date of the merger, NHPSB shall be the surviving entity, succeed to all rights, privileges, immunities and franchises of Sunset Bay, succeed to the ownership of all real and personal property of Sunset Bay and shall succeed to, and be obligated to repay, all debts and liabilities of Sunset Bay, without the need for any separate transfer of the debts or liabilities, all as prescribed by Fla.Stat. sections 620.2109, 607.1108 and 617.1106. NHPSB shall then be responsible and liable for all liabilities and obligations of Sunset Bay and neither the rights of creditors,

nor any liens on the property of Sunset Bay, shall be impaired by the merger. Sunset Bay and NHPSB shall assist and cooperate with one another to take all actions necessary under the laws of Florida to notify the regulatory authorities of the merger and otherwise as is necessary to effectuate the merger.

III *Conversion/Surrender of Shares.* The manner and basis of surrendering the certificates of ownership of Sunset Bay to NHPSB is as follows:

The registered owner(s) of all limited partner equity as of the date of closing of the PSA (the "Record Date") shall be NHPSB, and the registered owner of all general partner equity of Sunset Bay now and as of the Record Date is and shall be TPI. Effective as of the date of recording this Plan of Merger with the Florida Division of Corporations, NHPSB will surrender its limited partner equity interests in Sunset Bay to TPI for cancelation and TPI will cancel its general partner equity interests in Sunset Bay, and Sunset Bay shall merge into NHPSB and Sunset Bay shall cease to exist as a separate entity.

IV *No Changes in the Articles of Incorporation.* The Articles of Incorporation of the surviving entity, NHPSB, in effect immediately prior to the effective date of the merger shall continue to be its Articles of Incorporation following the effective date of the merger. Thereafter, the Board of Directors of NHPSB shall have full power and unrestricted authority to modify such Articles of Organization at any time.

V *Bylaws of NHPSB.* The Bylaws of NHPSB in effect immediately prior to the effective date of the merger shall continue to be the surviving entity's Bylaws following the effective date of the merger and share exchange..

VI *Directors, Officers and Managers.* On the effective date of the merger, the officers and directors of NHPSB in effect immediately prior to the effective date of the merger shall continue to be the surviving entity's officers and directors.

VII *Prohibited Transactions.* Neither of the constituent entities shall, prior to the effective date of the merger, engage in any activity or transaction in the ordinary course of business, except for (a) consummation of that certain Purchase and Sale Agreement with the for profit limited partners of Sunset Bay under which NHP acquires all existing and outstanding limited partnership interests in Sunset Bay, and (b) all actions necessary or convenient under the laws of the State of Florida to consummate the merger provided for under this Agreement.

Further, as the surviving business entity of the merger (NHPSB) is a Florida not for profit corporation, it's articles of incorporation and this merger require that no part of the net earnings of the surviving business entity will inure to the benefit of, or be distributable to any person, except that NHPSB will be authorized and empowered (a) to pay reasonable compensation to a person or entity for services rendered to it, (b) to make distributions in furtherance of the purposes of NHPSB, which is an organization that is exempt from federal income tax under Internal Revenue Code, section 501(c)(3), and (c) to contract with other organizations to acquire, develop, build and maintain for its own account, or finance such acquisition, development or building, housing that meets the safe harbor guidelines of Rev.Proc. 96-32, any such contract(s) will be negotiated at arm's length and NHPSB will determine that it is paying no more than fair market by obtaining an independent appraisal from a licensed real estate appraiser with experience in housing that meets such safe harbor guidelines. No substantial part of the activities of the NHPSB will be the carrying on of propaganda or otherwise the attempting to influence legislation, and NHPSB will not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles of Organization, NHPSB will not carry on any other activities not permitted to be carried on (a) by an organization that is exempt from federal income tax under Internal Revenue Code Section 501(c)(3), or (b) by an organization, contributions to which are deductible under Internal Revenue Code Section 170(c)(2) (or the corresponding provisions of any subsequent law).

VIII Approval by all Partners and Directors. This plan of merger has been submitted to (A) all general and limited partners of Sunset Bay for their approval in the manner provided chapter 620, Florida Statutes and (B) the board of directors of NHPSB for approval in the manner provided by the provisions of sections 617.1103, Florida Statutes. The affirmative vote of the registered owners of all general and limited partners of Sunset Bay have been cast in favor of the plan of merger effective as of the closing date of the PSA and the affirmative vote of the board of directors of NHPSB have been cast in favor of the plan of merger effective as of the closing date of the PSA.

IX. Effective Date of Merger. The effective date of this merger shall be the date of closing of the PSA, which is anticipated to be August 31st, 2016.

FOURTH: The manner and basis of converting the ownership interests of each merged party into the ownership interests of the survivor business entity are set forth in article **THIRD** above.

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There are no rights to acquire interests, shares or other securities of either constituent business entity, in whole or in part.

RECORDED
TALLAHASSEE FLORIDA

FIFTH neither a partnership, nor a limited partnership, is the surviving entity. Rather, in accordance with section 617.1102, Florida Statutes, the surviving entity is a Florida not for profit corporation.

SIXTH: The surviving business entity is and shall be a Florida not for profit corporation managed by a board of directors. The names and addresses of the board of directors are as follows

John Corbett 2001 W. Blue Heron Blvd., Riviera Beach, FL 33404
Hugh Jacobs, 2001 W. Blue Heron Blvd., Riviera Beach, Florida 33404
Richard F. Burns, 122 E. 22nd St., Suite 3500, New York, NY 10168

The registered office and mailing address of the surviving entity of the merger is NHPSB, 2001 W. Blue Heron Blvd., Riviera Beach, FL 33404.

SEVENTH there are no jurisdictions under which each party to the merger are organized other than the State of Florida.

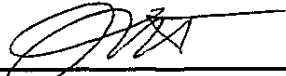
EIGHTH: All other provisions for the plan of merger are contained in article **THIRD** above.

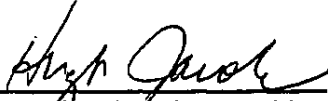
IN WITNESS WHEREOF, the undersigned officers of the constituent business entities have executed this Plan of Merger in the name and on behalf of NHPSB and Sunset Bay, respectively, effective as of the 31st day of August, 2016.

Miami Sunset Bay Apartments Limited Partnership

NONPROFIT HOUSING RESERVATION
SB, INC.

By The Partnership, Inc., its general partner

By: 
John Corbett, President & CEO

By: 
Hugh Jacobs, vice president