

03/26/2013 03:59

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LAZARUS

PAGE 02/04

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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(((H17000314265 3)))



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DEC 07 2017

COR AMND/RESTATE/CORRECT OR O/D RESIGN  
DREAM PARTY PLANNING, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

Amend

2nd Request

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17 DEC -6 PM 4:36

DIVISION OF CORPORATIONS  
STATE OF FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
DREAM PARTY PLANNING, INC.**

**FILED**  
17 DEC -6 AM 8:30  
CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

Pursuant to the provisions of section 607, 1006, Florida Statutes, this corporation adopts the following articles of amendment to its Articles of Incorporation:

FIRST: Amendment(s) adopted: ( indicate article number(s) being amended, added or deleted)

**ARTICLE V: THE NAME AND ADDRESS OF THE REGISTERED AGENT SHALL NOW READ AS FOLLOWS:**

**BARBARA Y. ARIAS  
1470 NW 107<sup>TH</sup> AVE  
DORAL, FL 33172**

**ARTICLE VII: THE INITIAL OFFICER & ADDRESS OF THE DIRECTOR SHALL NOW READ AS FOLLOWS:**

	<u>% OF SHARES</u>
<b>PRESIDENT: BARBARA Y. ARIAS 1470 NW 107<sup>TH</sup> AVE DORAL, FL 33172</b>	<b>100%</b>

**REMOVE: ROSA M. DIAZ**

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: November 28, 2017

FORTH: Adoption of Amendment(s) (check one)

--- The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by.

-----  
(voting group)

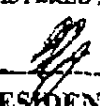
X- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

--- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholders action was not required.

There being no further business requiring shareholder's action or consideration, and upon motion duly made, seconded and carried, the meeting was adjourned.

Tuesday, November 28, 2017

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS  
REGISTERED AGENT FOR SAID CORPORATION.

  
-----  
PRESIDENT: BARBARA Y. ARIAS / Registered Agent

12/06/2017 13:26

5612968430

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LOS000012103

Division of Corporations

http://cds.state.fl.us/corpweb/corv.exe

Florida Department of State  
Division of Corporations  
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H170003141603ASC1

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To:  
Division of Corporations  
Fax Number : (850)617-6380

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)694-1639

S TALLENT  
DEC 07 2017

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Email Address: \_\_\_\_\_

MERGER OR SHARE EXCHANGE  
INACTIVE COMPANIES, LLC

Certificate of Status	1
Certified Copy	0
Page Count	00
Estimated Charge	<del>400.00</del>

\$78.75

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12/1/2017 12:38:27 PM PAGE 1/001 Fax Server



December 1, 2017

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

INACTIVE COMPANIES, LLC  
700 N.W. 107TH AVENUE  
MIAMI, FL 33179

SUBJECT: INACTIVE COMPANIES, LLC  
REF: L08000012103

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

THE AMOUNT DUE TO FILE THE MERGER WILL BE \$78.75 INCLUDING THE CERTIFIED COPY.

PLEASE ENTITLE THE DOCUMENT ARTICLES OF MERGER.

ON BOTH PAGE 2'S, IT SHOULD BE THE STATE OF FLORIDA, NOT DELAWARE.

IN THE AGREEMENT AND PLAN OF MERGER, SINCE THE LIMITED LIABILITY COMPANY IS THE SURVIVING ENTITY, THE NAME AND BUSINESS ADDRESS OF EACH MANAGER OR MANAGING MEMBER MUST BE INCLUDED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Susan Tallent  
Regulatory Specialist II

FAX Aud. #: H17000314160  
Letter Number: 517A00024270

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17 DEC -6 AM 9:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
EH MORTGAGE, INC.,  
a California corporation, the "Merging Entity"),

WITH AND INTO  
INACTIVE COMPANIES, LLC,  
a Florida limited liability company (the "Surviving Entity")

The following Certificate of Merger (this "Certificate") is being submitted pursuant to the provisions of Section 605.1025 of the Florida Limited Liability Company Act (the "Florida Act").

**FIRST:** The exact name, jurisdiction and entity type of the Merging Entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
EH MORTGAGE, INC.	California	Corporation

**SECOND:** The exact name, jurisdiction, and entity type of the Surviving Entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
INACTIVE COMPANIES, LLC	Florida L08000012103	Limited Liability Company

**THIRD:** Pursuant to an Agreement and Plan of Merger (the "Plan of Merger") by and between the Merging Entity and the Surviving Entity, the Merging Entity intends to merge with and into the Surviving Entity (the "Merger") and the separate existence of the Merging Entity shall cease. The Surviving Entity is a domestic limited liability company that exists before the Merger and is the surviving business entity in the Merger. A copy of the Plan of Merger is attached hereto as Exhibit "A" and incorporated by reference herein.

**FOURTH:** The Plan of Merger was duly approved and adopted by the Surviving Entity and Merging Entity in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** The merger shall become effective at the time of filing with the State of Florida.

This Certificate may be executed in separate counterparts or counterpart signature pages, each of which shall be deemed to be an original and all of which, when taken together, shall constitute one and the same instrument.

IN WITNESS WHEREOF, the Merging Entity and the Surviving Entity have caused this Certificate to be signed this 30th day of November, 2017.

**MERGING ENTITY:**

EH MORTGAGE, INC., a California corporation

By:   
Name: Carmen Tojoro

Title: Assistant Secretary

**SURVIVING ENTITY:**

INACTIVE COMPANIES, LLC, a Florida limited liability company

By: Lennar Homes, LLC, a Florida limited liability company, its sole member

By: \_\_\_\_\_  
Name: Mark Sustana  
Title: Vice President

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**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** The merger shall become effective at the time of filing with the State of Florida.

This Certificate may be executed in separate counterparts or counterpart signature pages, each of which shall be deemed to be an original and all of which, when taken together, shall constitute one and the same instrument.

IN WITNESS WHEREOF, the Merging Entity and the Surviving Entity have caused this Certificate to be signed this 30th day of November, 2017.

**MERGING ENTITY:**

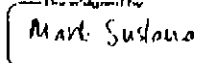
EH MORTGAGE, INC., a California corporation

By: \_\_\_\_\_  
Name: Carmen Tojeiro  
Title: Assistant Secretary

**SURVIVING ENTITY:**

INACTIVE COMPANIES, LLC, a Florida limited liability company

By: Lennar Homes, LLC, a Florida limited liability company, its sole member

By:  \_\_\_\_\_  
Name: Mark Sustana  
Title: Vice President



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**EXHIBIT A****AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (this "Agreement") relates to the merger of EH MORTGAGE, INC., a California corporation (the "Non-Surviving Entity") having a mailing address of 25 Enterprise, Aliso Viejo, California 92656, with and into INACTIVE COMPANIES, LLC, a Florida limited liability company (the "Surviving Entity"). having a mailing address of 700 N.W. 107<sup>th</sup> Avenue, Suite 400, Miami, Florida 33172.

WHEREAS, the Non-Surviving Entity and the Surviving Entity wish 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 business entity.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

1. Non-surviving Entity. The name and jurisdiction of formation of the Non-surviving Entity are as follows:

Name of Entity	State of Formation
EH Mortgage, Inc.	California

2. Surviving Entity. The name and jurisdiction of formation of the Surviving Entity are as follows:

Name of Entity	State of Formation
Inactive Companies, LLC	Florida

3. 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 business entity, and the separate existence of the Non-Surviving Entity shall cease.

4. Terms and Conditions. The Merger will be effective (the "Effective Date") as prescribed by law.

5. Articles of Incorporation. The Articles of Organization of the Surviving Entity shall be the articles of organization of the surviving business entity.

6. Conversion of Shares and Treatment of Membership Interests.

(a) Each membership interest in the Surviving Entity existing immediately prior to the Effective Date, and any right to acquire a membership interest therein, shall, by virtue of the Merger, and without any action on the part of the holder thereof,

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continue to exist as a membership interest or right to acquire a membership interest, respectively, in the Surviving Entity.

(b) Each membership interest in the Non-Surviving Entity existing immediately prior to the Effective Date, and any right to acquire a membership interest therein, shall, by virtue of the Merger without consideration and without any action on the part of the holder thereof, be cancelled and retired and cease to exist, without any conversion thereof.

7. 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.

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 the 30th day of November, 2017.

**NON-SURVIVING ENTITY:**

**EH MORTGAGE, INC.,** a California corporation

By: \_\_\_\_\_  
Carmen Tojciro, Assistant Secretary

**SURVIVING ENTITY:**

**INACTIVE COMPANIES, LLC,** a Florida limited liability company;

By: **Lennar Homes, LLC,** a Florida limited liability company, its sole member

By: \_\_\_\_\_  
Mark Sustana, Vice President

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### **AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (this "Agreement") relates to the merger of EH MORTGAGE, INC., a California corporation (the "Non-Surviving Entity") having a mailing address of 25 Enterprise, Aliso Viejo, California 92656, with and into INACTIVE COMPANIES, LLC, a Florida limited liability company (the "Surviving Entity"), having a mailing address of 700 N.W. 107<sup>th</sup> Avenue, Suite 400, Miami, Florida 33172.

WHEREAS, the Non-Surviving Entity and the Surviving Entity wish 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 business entity.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

1. Non-surviving Entity. The name and jurisdiction of formation of the Non-surviving Entity are as follows:

<b>Name of Entity</b>	<b>State of Formation</b>
EH Mortgage, Inc.	California

2. Surviving Entity. The name and jurisdiction of formation of the Surviving Entity are as follows:

<b>Name of Entity</b>	<b>State of Formation</b>
Inactive Companies, LLC Sole Member: Lennar Homes, LLC Business Address: 700 N.W. 107th Avenue, Suite 400, Miami, FL 33172	Florida

3. 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 business entity, and the separate existence of the Non-Surviving Entity shall cease.

4. Terms and Conditions. The Merger will be effective (the "Effective Date") as prescribed by law.

5. Articles of Incorporation. The Articles of Organization of the Surviving Entity shall be the articles of organization of the surviving business entity.

6. Conversion of Shares and Treatment of Membership Interests.

(a) Each membership interest in the Surviving Entity existing immediately prior to the Effective Date, and any right to acquire a membership interest therein, shall, by virtue of the Merger, and without any action on the part of the holder thereof, continue to exist as a membership interest or right to acquire a membership interest, respectively, in the Surviving Entity.

(b) Each membership interest in the Non-Surviving Entity existing immediately prior to the Effective Date, and any right to acquire a membership interest therein, shall, by virtue of the Merger without consideration and without any action on the part of the holder thereof, be cancelled and retired and cease to exist, without any conversion thereof.

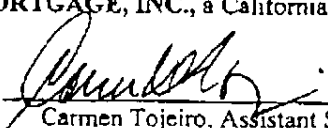
7. Compliance Agreement. The Non-Surviving Entity shall from time to time, as and when requested by the Surviving Entity, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

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 the 30th day of November, 2017.

**NON-SURVIVING ENTITY:**

EH MORTGAGE, INC., a California corporation

By:   
Carmen Tojeiro, Assistant Secretary

**SURVIVING ENTITY:**

INACTIVE COMPANIES, LLC, a Florida limited liability company;

By: Lennar Homes, LLC, a Florida limited liability company, its sole member

By: \_\_\_\_\_  
Mark Sustana, Vice President

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(b) Each membership interest in the Non-Surviving Entity existing immediately prior to the Effective Date, and any right to acquire a membership interest therein, shall, by virtue of the Merger without consideration and without any action on the part of the holder thereof, be cancelled and retired and cease to exist, without any conversion thereof.

7. 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.

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.

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**NON-SURVIVING ENTITY:**

**EH MORTGAGE, INC.**, a California corporation

By: \_\_\_\_\_  
Carmen Tojeiro, Assistant Secretary

**SURVIVING ENTITY:**

**INACTIVE COMPANIES, LLC**, a Florida limited liability company;

By: Lennar Homes, LLC, a Florida limited liability company, its sole member

By: \_\_\_\_\_  
Mark Sustana, Vice President