

12/18/2014 13:49:25 From: To: 8506176380

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Division of Corporations

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Florida Department of State
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MERGER OR SHARE EXCHANGE
AV HOMES LEGACY DEVELOPERS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$68.75

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**Articles of Merger
For
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, 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>
Polnciana Parkway Company LLC	Delaware	Limited Liability Company
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
AV Homes Legacy Developers, Inc.	Florida	Corporation
_____	_____	_____

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

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SECRETARY OF STATE
14 DEC 18 PM 10:13

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)



- This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

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: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Upon Filing

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Polcliana Parkway Company LLC		S. Gary Shullaw
AV Homes Legacy Developers, Inc.		S. Gary Shullaw

- Corporations: Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)
- General partnerships: Signature of a general partner or authorized person
- Florida Limited Partnerships: Signatures of all general partners
- Non-Florida Limited Partnerships: Signature of a general partner
- Limited Liability Companies: Signature of an authorized person

Fees: For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00	<u>Certified Copy (optional):</u>	\$30.00

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is made and entered into as of December 16, 2014, by and between POINCLANA PARKWAY COMPANY LLC, a Delaware limited liability company (the "Merging Company"), and AV HOMES LEGACY DEVELOPERS, INC. a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merging Company is a limited liability company duly organized and existing under and by virtue of the laws of the State of Delaware;

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, pursuant to duly authorized actions of the sole member (the "Member") of the Merging Company and the sole shareholder (the "Shareholder") of the Surviving Corporation, respectively, the Merging Company and the Surviving Corporation have determined that they shall merge (the "Merger") upon the terms and conditions and in the manner set forth in this Plan and in accordance with applicable law.

NOW THEREFORE, in consideration of the mutual premises herein contained, the Merging Company and the Surviving Corporation hereby agree as follows:

1. **MERGER.** The Merging Company and the Surviving Corporation agree that the Merging Company shall be merged with and into the Surviving Corporation, as a single and surviving entity, upon the terms and conditions set forth in this Plan, and that the Surviving Corporation shall continue under the laws of the State of Florida as the surviving entity of the Merger.

2. **SURVIVING ENTITY.** At the Effective Time (as defined below) of the Merger:

(a) The Surviving Corporation shall be the surviving entity of the Merger, and shall continue to exist as a corporation under the laws of the State of Florida, with all of the rights and obligations as are provided thereunder.

(b) The Merging Company shall cease to exist, and its property shall become the property of the Surviving Corporation as the surviving entity of the Merger.

3. **CONSTITUENT DOCUMENTS.** As a result of the Merger and at the Effective Time, the constituent documents of the Surviving Corporation shall be as follows:

(a) **Articles of Incorporation.** The Articles of Incorporation, as amended, of the Surviving Corporation shall continue as the Articles of Incorporation of the Surviving Company.

(b) **Bylaws.** The bylaws of the Surviving Corporation (the "Bylaws") shall continue in full force and effect with respect to the Surviving Corporation.

4. **CONVERSION OF MEMBERSHIP INTEREST.** On the Effective Date, each membership interest of the Merging Company issued and outstanding immediately prior to the Effective Date shall cease to be outstanding and automatically shall be cancelled and retired and shall cease to exist, and no shares of common stock of the Surviving Corporation or other property will be issued in exchange therefor. The shares of common stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding from and after the Effective Date.

5. **APPROVAL.** The Plan of Merger was adopted and approved by the sole Member of the Merging Company by written consent dated as of date hereof and was adopted and approved by the sole Shareholder of the Surviving Corporation by written consent dated as of date hereof.

6. **EFFECTIVE DATE OF MERGER.** The Merger shall be effective on the date the Articles of Merger are filed with the Secretary of State of Florida and the Certificate of Merger is filed with the Secretary of State of Delaware (the "Effective Time").

7. **AMENDMENTS.** The Member of the Merging Company and the Shareholder of the Surviving Corporation may amend or terminate this Plan to the full extent provided pursuant to applicable law.


[Signature on following page]

IN WITNESS WHEREOF, the parties have caused this Plan to be entered into as of the date first above written.

MERGING COMPANY:

**POINCIANA PARKWAY COMPANY LLC, a
Delaware limited liability company**

By: Avatar Properties, Inc., its sole member

By: 
S. Gary Shullaw, Executive Vice
President

SURVIVING COMPANY:

**AV HOMES LEGACY DEVELOPERS, INC., a
Florida corporation**


S. Gary Shullaw, Executive Vice President