

T000000000448

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

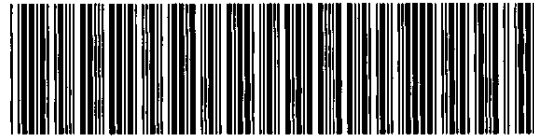
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. HARVEY

APR 06 2010

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 325476 4309778

AUTHORIZATION :

COST LIMIT : \$50.00

Lyndee

ORDER DATE : March 23, 2010

ORDER TIME : 9:56 AM

ORDER NO. : 325476

CUSTOMER NO: 4309778

TRADEMARK/SERVICE MARK FILINGS

NAME: WATERMARK COMMUNITIES

XX ASSIGNMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret-EXT#2949

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WCI
(Name of Mark to be assigned)

Dear Sir or Madam:

The enclosed Mark Assignment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Frances Cutajar

(Name of Person)

White & Case LLP

(Firm/Company)

1155 Avenue of the Americas

(Address)

New York, NY 10036-2787

(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Frances Cutajar at (212) 819-8368
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILING FEE: \$50 per class

ASSIGNMENT OF MARK REGISTRATION

1. The mark to be assigned is: WCI
2. Registration Number: T00000000448
3. (a) Assignor's name: Watermark Communities Inc.

(b) Assignor's Business Address: 24301 Walden Center Drive

Bonita Springs, FL 34134
City/State/Zip

If Different, Assignor's Mailing Address: _____

City/State/Zip

4. (a) Assignee's name: WCI Communities, Inc.

(b) Assignee's Business Address: 24301 Walden Center Drive

Bonita Springs, FL 34134
City/State/Zip

If Different, Assignee's Mailing Address: _____

City/State/Zip

(c) Assignee's telephone number: (_____) _____

☐ Individual ☐ Corporation ☐ Joint Venture ☐ Limited Liability Company

☐ General Partnership ☐ Limited Partnership ☐ Union ☐ Other: _____

If other than an individual,

(1) Florida registration/ document number: _____ (2) Domicile State: _____

(3) Federal Employer Identification Number: _____

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TALLAHASSEE, FLORIDA

5. All right, title and interest in and to said mark, together with the good will of the business in which the mark is used (or that part of the good will of the business connected with the use of and symbolized by the mark) is hereby

assigned by Watermark Communities Inc. to WCI Communities, Inc.
(the Assignor) (the Assignee)

6. Assignor's Signature: See attached Certificate of Merger of Watermark Communities Inc. into WCI Communities, Inc.

By _____
(Typed or Printed Name of Person Signing Above)

On this _____ day of _____, _____,
personally appeared before me,

☐ who is personally known to me ☐ whose identity I proved on the basis of _____

(Notary Seal)

Signature of Notary Public

7. Assignee's Signature: See attached Certificate of Merger of Watermark Communities Inc. into WCI Communities, Inc.

By _____
(Typed or Printed Name of Person Signing Above)

On this _____ day of _____, _____,
personally appeared before me,

☐ who is personally known to me ☐ whose identity I proved on the basis of _____

(Notary Seal)

Signature of Notary Public

FILING FEE: \$50 per class
Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"WATERMARK COMMUNITIES INC.", A DELAWARE CORPORATION,

WITH AND INTO "WCI COMMUNITIES, INC." UNDER THE NAME OF "WCI COMMUNITIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF AUGUST, A.D. 2001, AT 3 O'CLOCK P.M.

2141741 8100M

100078267

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7785408

DATE: 01-28-10

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING**

WATERMARK COMMUNITIES INC.

INTO

WCI COMMUNITIES, INC.

**(Pursuant to Section 253 of the
General Corporation Law of Delaware)**

Watermark Communities Inc., a corporation organized and existing under the laws of Delaware (the "Company"), does hereby certify:

FIRST: That the Company owns at least ninety percent (90%) of all of the outstanding shares of the common stock, par value \$0.01 per share, of WCI Communities, Inc., a Delaware corporation ("WCI").

SECOND: That the Company, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent dated August 14, 2001 pursuant to 8 Del. C. § 141(f), determined to merge itself into WCI, with WCI being the surviving corporation (the "Surviving Corporation"):

RESOLVED that the Company merge (the "Merger") itself into WCI with WCI being the surviving corporation (the "Surviving Corporation"); and further

RESOLVED that in accordance with 8 Del. C. §103(d) the Merger shall become effective upon the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Effective Time"); and further

RESOLVED that at the Effective Time, the certificate of incorporation of WCI as in effect immediately prior to the Effective Time shall be the certificate of incorporation of the Surviving Corporation immediately after the Effective Time; and further

RESOLVED that at the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof:

(i) Each share of common stock, par value \$0.01 per share, of WCI issued and outstanding immediately prior to the Effective Time shall be cancelled and retired and shall cease to exist without payment of any cash or other consideration delivered in exchange therefor;

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 08/31/2001
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Legal/wci/Certificate of Merger

(ii) Each share of common stock, par value \$0.01 per share, of the Company outstanding immediately prior to the Effective Time shall be converted into and shall thereafter evidence one fully paid and nonassessable share of common stock, par value \$0.01 per share, of the Surviving Corporation; and

(iii) The directors and officers of the WCI immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation until the earlier of their resignation or removal or until their respective successors are duly elected and qualified; and further

RESOLVED that the proper officers of the Company be, and they hereby are, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to so merge the Company into WCI and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger.

THIRD: That the certificate of incorporation and the by-laws of WCI, in each case as in effect immediately prior to the Effective Time, shall be the certificate of incorporation and the by-laws of the Surviving Corporation immediately after the Effective Time.

FOURTH: That the Merger described herein has been approved by the stockholders of the Company by written consent pursuant to 8 Del. C. § 228.

FIFTH: That in accordance with 8 Del. C. §103(d), the Merger shall become effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Company has caused this certificate to be signed by its authorized officer, this 31st day of August 2001.

WATERMARK COMMUNITIES INC.

By: 

Name: Jerry L. Starkey
Title: President

Legal/wci/Certificate of Merger