

832355

(FAX)

Florida Department of State
Division of Corporations
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(((H12000040732 3)))



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

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
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RAU152.161695

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
AVATAR HOLDINGS INC.**

Certificate of Status	0
Certified Copy	1
Page Count	06
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NR

RECEIVED

12 FEB 15 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 FEB 15 PM 3:08

FILED

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**PROFIT CORPORATION
 APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT
 APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**
 (Pursuant to s. 607.1504, F.S.)

FILED
 12 FEB 15 2012
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
 PH 3:08

**SECTION I
 (1-3 MUST BE COMPLETED)**

832355

(Document number of corporation (if known))

1. AVATAR HOLDINGS INC.
 (Name of corporation as it appears on the records of the Department of State)
2. Delaware (Incorporated under laws of)
3. May 16, 1974 (Date authorized to do business in Florida)

**SECTION II
 (4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? February 15, 2012
5. AV HOMES, INC.
 (Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- N/A
 (If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
 (New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
 (New jurisdiction)
8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Patricia K Fletcher
 (Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Patricia K. Fletcher
 (Typed or printed name of person signing)

EVP, GC & Secretary
 (Title of person signing)

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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:

"AV HOMES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "AVATAR HOLDINGS INC." UNDER THE NAME OF "AV HOMES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF FEBRUARY, A.D. 2012, AT 8:07 O'CLOCK A.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

0762627 8100M

120169757

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9365409

DATE: 02-15-12

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State of Delaware
Secretary of State
Division of Corporations
Delivered 08:07 AM 02/15/2012
FILED 08:07 AM 02/15/2012
SRV 120169757 - 0762627 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
AV HOMES, INC., A DELAWARE CORPORATION,
WITH AND INTO
AVATAR HOLDINGS INC., A DELAWARE CORPORATION**

AVATAR HOLDINGS INC., a corporation organized and existing in the laws of Delaware (the "Corporation"), pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "Delaware Corporation Law"), DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on October 6, 1970, pursuant to the Delaware Corporation Law.

SECOND: That effective Wednesday, February 15, 2012, the Corporation will merge the following wholly-owned subsidiary with and into the Corporation: AV HOMES, INC. ("AV Homes"), a corporation incorporated on February 3, 2012, pursuant to the Delaware Corporation Law (the "Merger").

THIRD: That the Board of Directors and sole Shareholder of AV Homes, by action taken by written consent dated February 15, 2012, approved the Merger of AV Homes into the Corporation.

FOURTH: That the Corporation hereby merges AV Homes with and into the Corporation, which shall survive the Merger, in accordance with the terms and subject to the conditions contained in the resolutions of the Board of Directors of the Corporation set forth hereunder and the Delaware Corporation Law.

FIFTH: That the Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting of the Board held on January 25, 2012, determined to merge AV Homes with and into the Corporation:

APPROVAL OF MERGER OF AV HOMES, INC. WITH AND INTO THE CORPORATION.

RESOLVED, that effective as of February 15, 2012, or another date selected by management reasonably close thereto, the Corporation change its name to AV HOMES, INC.;

FURTHER RESOLVED, that the Corporation give effect to its name change by means of a merger strategy under Delaware General Corporation Law that will not require shareholder approval for such name change;

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FURTHER RESOLVED, that each officer of the Corporation is hereby authorized to execute and deliver any and all documents, and do all other acts and things as may be necessary or desirable, in order to carry out and comply with the foregoing recitals and resolutions, including the preparation and filing of a restated certificate of incorporation, bylaws and other documents as required by law; and

FURTHER RESOLVED, that all of the acts and things done by any officer of the Corporation, whether heretofore or hereafter done, which are in conformity with the provisions and intent of these recitals and resolutions are hereby in all respects approved, ratified and confirmed.

{Signature on following page}

02/15/2012 09:39

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IN WITNESS WHEREOF, AVATAR HOLDINGS INC. has caused this Certificate to be signed
by an authorized officer this 15 day of February, 2012.

AVATAR HOLDINGS INC., a Delaware
corporation

By: Patricia K. Fletcher
Name: Patricia K. Fletcher
Title: Executive Vice President and General
Counsel

(2273)11;11

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