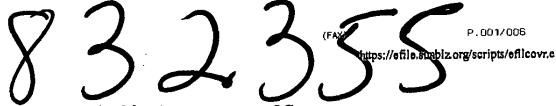
09:38 02/15/2012 Division of Corporations



Florida Department of State

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Division of Corporations

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From:

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: CORPDIRECT AGENTS, INC.

: (850)222-1173

Fax Number

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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 \$43.75 Estimated Charge

Electronic Filing Menu

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Help

### PROFIT CORPORATION APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMEN Application for authorization to transact business in $\dot{\mathbf{F}}$ (Pursuant to s. 607.1504, F.S.) SECTION I (1-3 MUST BE COMPLETED) 832355 (Document number of corporation (if known) AVATAR HOLDINGS INC. (Name of corporation as it appears on the records of the Department of State) May 16, 1974 (Date authorized to do business in Plorida) Dalaware (Incorporated under laws of) 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 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) (If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting bosiness in Florida) 6. If the amendment changes the period of duration, indicate new period of duration. 7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A (New jurisdiction)

8. Anached is a certificate or document of similar import, evidencing the amendment, authoriticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State of other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Patricia K. Fletcher

(Typed or printed name of person signing)

EVP, GC & Secretary

(Title of person signing)

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## Delaware

DACK 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 FIFTEENTS 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 varify this certificate online at cosp.dolamare.gov/authver.ahtml Jeffrey W. Bullock, Secretory of State

DTHENTICATION: 9365409

DATE: 02-15-12

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

# CERTIFICATE OF OWNERSHIP AND MERGER MERGING 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.

<u>SECOND</u>: 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)

IN WITNESS WHEREOF, AVATAR HOLDINGS INC. has caused this Certificate to be signed by an authorized officer this [5] day of February, 2012.

AVATAR HOLDINGS INC., a Delaware corporation

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

(22973)01;1}