

Division of Corporations

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M10000005373

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

RECEIVED

14 OCT 27 PM 12:00

DIVISION OF CORPORATIONS
BUREAU OF COMMERCIAL
INFORMATION SERVICES

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN TMG OSPREY II, LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$25.00

OCT 28 2014

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M10-5373

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: TMG Osprey II, LLC

Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Shannon Downing

Name of Person

Milestone Management

Firm/Company

5429 LBJ Freeway, Suite 800

Address

Dallas, TX 75240

City/State and Zip Code

legal@milestone-mgt.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Shannon Downing

Name of Person

at (214) 561-1222

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

Enclosed is a check for the following amount:

☒ \$25 Filing Fee

☐ \$30 Filing Fee &
Certificate of Status

☐ \$55 Filing Fee &
Certified Copy

☐ \$60 Filing Fee,
Certificate of Status &
Certified Copy

CR2E055 (12/13)

FILED
2014 OCT 27 PM 04:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability Company as it appears on the records of the Florida Department of State: TMG Osprey II, LLC

2. Jurisdiction of its organization: Delaware

3. Date authorized to do business in Florida: 12/8/2010

SECTION II (4-7 complete only the applicable changes)

4. New name of the limited liability company: MAR Osprey, LLC
(must contain "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "L.L.C.," or "LLC.")

5. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

6. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(e), indicate that change:

7. Attached is an original certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.



Signature of the authorized representative

Ryan Newberry,

Authorized Person

Typed or printed name of signer

Filing Fee: \$25.00

2014 OCT 27 PM 8:19

FILED

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 MERGER, WHICH MERGES:

"TMG-CT OSPREY, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "TMG OSPREY II, LLC" UNDER THE NAME OF "MAR OSPREY, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF AUGUST, A.D. 2014, AT 1:58 O'CLOCK P.M.

4894715 8100M

141031094

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1591193

DATE: 08-04-14

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:05 PM 08/04/2014
FILED 01:58 PM 08/04/2014
SRV 141031094 - 4894715 FILE

CERTIFICATE OF MERGER

August 4, 2014

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA"), the undersigned entity submits this Certificate of Merger for filing and hereby certifies that:

1. The name and jurisdiction of formation or organization of each of the business entities which are to merge are:

<u>Name of Entity</u>	<u>Entity Type</u>	<u>State of Organization</u>
TMG-CT Osprey, LLC	Limited Liability Company	Delaware
TMG Osprey II, LLC	Limited Liability Company	Delaware

2. A Merger Agreement (the "Merger Agreement") providing for the merger of TMG-CT Osprey, LLC ("TMG"), a Delaware limited liability company, and TMG Osprey II, LLC, a Delaware limited liability company and sole surviving entity (the "Survivor" and together with TMG, the "Entities"), has been approved, adopted, certified, executed and acknowledged by each Entity in accordance with Section 18-209 of the DLLCA, as applicable.

3. The name of the surviving entity shall be "TMG Osprey II, LLC" and the name will be changed to "MAR Osprey, LLC".

4. The Certificate of Formation of the Survivor shall be the Certificate of Formation of the surviving entity.

5. The merger shall be effective upon filing.

6. The executed Merger Agreement is on file at a place of business of the Survivor at the following address:

5429 LBJ Freeway
Suite 800
Dallas, Texas 75240

7. A copy of the Merger Agreement will be furnished by the Survivor, on request and without cost, to any member of either Entity.

[Signature Page Follows]

10/27/2014 9:57:04 From: To: 8506176383

(6/6)

The Survivor is signing this Certificate of Merger on the date first written above.

TMG OSPREY II, LLC

By: 
Name: Robert P. Landin
Title: Co-President