H17000009038

Florida Department of State
Division of Corporations
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LLC
Merger

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

From:
JAN 11 2017
R. WHITE
Account Name : BUCHANAN INGERSOLL & ROONEY PC - TAMPA OFFICE
Account Number : I19990000148
Phone : (813)769-7692
Fax Number : (813)223-6121

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

Email Address: ebills@pincusdc.com

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17 JAN 10 PM 3:35
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE
RLR Investment Management LLC

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	$58.75

Electronic Filing Menu Corporate Filing Menu Help

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17 JAN 10 PM 3:04

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:

Name	Jurisdiction	Form/Entity Type
RLR Investment Management LLC	District of Columbia	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

Name	Jurisdiction	Form/Entity Type
RLR Investment Management LLC	State of Florida	LLC

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).

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:

January 11, 2017

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
RLR Investment Management LLC	Robert P. Pincus	Robert P. Pincus
RLR Investment Management LLC	Robert P. Pincus	Robert P. Pincus

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	Certified Copy (optional):	$30.00

PLAN OF MERGER

To Merge RLR Investment Management LLC, a D.C. limited liability company Into RLR Investment Management LLC, a Florida limited liability company

This PLAN OF MERGER (this "Plan") to merge RLR Investment Management LLC, a D.C. limited liability company ("DC LLC"), into RLR Investment Management LLC, a Florida limited liability company ("Florida LLC", and as the survivor of the Merger (as defined below) provided for herein referred to as "Surviving Company"), is hereby adopted by the managers and the members of DC LLC pursuant to the applicable provisions of the District of Columbia Limited Liability Company Act, Title 29 (the "DC Act") and the Florida Revised Limited Liability Company Act, Chapter 605 (the "Florida Act"). The parties hereinafter are sometimes collectively called "Constituent Entities".

WHEREAS, DC LLC is a limited liability company duly organized on December 12, 2005 under the DC Act and existing under the laws of the District of Columbia; and

WHEREAS, Florida LLC is a limited liability company being created by the merger under the Florida Act and existing under the laws of the State of Florida; and

WHEREAS, the managers and the members of DC LLC and the managers and the members of Florida LLC hereby declare it to be advisable and in their respective best interest, that DC LLC merges with and into Florida LLC in the manner and upon the terms and conditions set forth herein (the "Merger") and wish to enter into a plan of merger in accordance with §29-202.02 of the DC Act and §605.1022 of the Florida Act; and

NOW, THEREFORE, for the purpose of effecting such Merger and prescribing the terms and conditions thereof, and in consideration of the mutual covenants and agreements contained herein, the Constituent Entities intending to be legally bound, hereby covenant and agree as follows:

1. Merger. Upon compliance with the applicable provisions of the DC Act and the Florida Act, at the Effective Time (as defined herein), DC LLC shall be merged with and into Florida LLC and, thereupon, the separate existence of DC LLC shall cease and Florida LLC shall continue to exist as the Surviving Company.

2. Articles of Organization and Operating Agreement. The terms and conditions of the Merger are as follows:

(a) At the Effective Time, the Articles of Organization of Florida LLC as in effect immediately prior to the Effective Time, shall be and remain the Articles of Organization of the Surviving Company until thereafter amended.

(b) At the Effective Time, the Operating Agreement of Florida LLC, as in effect immediately prior to the Effective Time, shall be and remain the Operating Agreement of the Surviving Company until thereafter amended.

3. State Filings.

(a) The managers of DC LLC shall make and execute whatever certificates and documents that are required by the District of Columbia to effect the Merger, and to cause the same to be filed, in the manner provided by law, and to do all things whatsoever, whether within or without the District of Columbia, which may be necessary and proper to effect such Merger.

(b) The managers of Florida LLC shall make and execute whatever certificates and documents that are required by the State of Florida to effect the Merger, and to cause the same to be filed, in the manner provided by law, and to do all things whatsoever, whether within or without the State of Florida, which may be necessary and proper to effect such Merger.

4. Amendment of Agreement and Plan. This Plan may be amended by the mutual written agreement of the Constituent Entities hereto at any time prior to the Effective Time.

5. Abandonment of Agreement and Plan. This Plan may be abandoned by the mutual written agreement of the Constituent Entities hereto at any time prior to the Effective Time.

6. Effective Time. The Effective Time of the Merger herein provided for shall be the effective time and date as set forth in Articles of Merger to be filed of record with the Florida Department of State, Division of Corporations (the "Effective Time").

7. Effect of Merger. At the Effective Time:

(a) The separate existence of DC LLC shall cease and Florida LLC shall continue to exist as the Surviving Company.

(b) The Surviving Company shall succeed to and possess all of the property (real, personal and mixed), rights, privileges, immunities, powers, purposes and franchises, and shall be subject to all of the obligations, restrictions and liabilities of both of the Constituent Entities, all without further act or deed, and all as more fully set forth under the Florida Act.

(c) The membership interests of DC LLC issued and outstanding immediately prior to the Effective Time shall be automatically converted into membership interests in Florida LLC by the Merger and shall provide each member of DC LLC with an ownership percentage in the Surviving Company equal to the ownership percentage held by each such member in the DC LLC.

8. Governing Law. This Plan shall be governed by the laws of the State of Florida without regard to any jurisdiction's provisions of conflicts of law.

9. Counterparts. This Plan may be executed in one or more counterparts, each of which shall be deemed an original and all of which together shall be considered one and the

same agreement.

10. Headings. The section headings contained herein are for reference purposes only and shall not in any way affect the meaning or interpretation of this Plan.

IN WITNESS WHEREOF, the Constituent Entities hereto have duly executed this Plan on this 1st day of Jan, 2017.

RLR INVESTMENT MANAGEMENT LLC, A D.C. LIMITED LIABILITY COMPANY

Managers

Robert P. Pincus

Roxanne E. Little

Harold Pincus, Trustee of the LMP 2005 Trust u/a/d 12/15/2005

Members

Robert P. Pincus

Roxanne E. Little

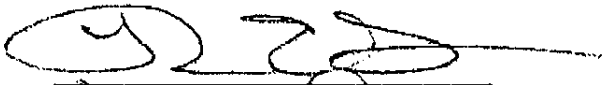
Harold Pincus, Trustee of the LMP 2005

RLR INVESTMENT MANAGEMENT LLC, A FLORIDA LIMITED LIABILITY COMPANY

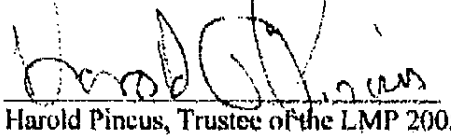
Managers



Robert P. Pincus



Roxanne E. Little

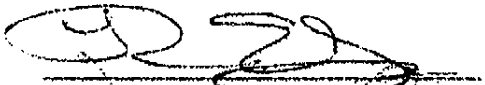


Harold Pincus, Trustee of the LMP 2005 Trust u/a/d 12/15/2005

Members



Robert P. Pincus



Roxanne E. Little



Harold Pincus, Trustee of the LMP 2005

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:
The name of the Limited Liability Company is:

RLR Investment Management LLC
(Must end with the words "Limited Liability Company, "L.L.C.," or "LLC.")

ARTICLE II - Address:
The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:	**Mailing Address:**
4000 Gulf Shore Blvd N, Unit 2100 Naples, FL 34103	4000 Gulf Shore Blvd N, Unit 2100 Naples, FL 34103

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:
(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Robert P. Pineus
Name

4000 Gulf Shore Blvd N, Unit 2100
Florida street address (P.O. Box NOT acceptable)

Naples	Florida	34103
City	State	Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S..

Registered Agent's Signature (REQUIRED)

(CONTINUED)

ARTICLE IV.
The name and address of each person authorized to manage and control the Limited Liability Company:

Title: "AMBR" = Authorized Member "MGR" = Manager	Name and Address:
Mgr	Robert P. Pincus
Mgr	Roxanne E. Little
Mgr	Harold Pincus, Trustee of the LMP 2005 Trust 11317 Berger Terrace Potomac, MD 20854

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: January 11, 2017 (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

ARTICLE VI: Other provisions, if any.

REQUIRED SIGNATURE:

Robert P. Pincus

Signature of a member or an authorized representative of a member.
This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes.
I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Robert P. Pincus
Typed or printed name of signee

Filing Fees:
$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
$ 30.00 Certified Copy (Optional)
$ 5.00 Certificate of Status (Optional)