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827075

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660 East Jefferson Street

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Tallahassee, FL 32301 (850) 222-1092
City State Zip Phone

CORPORATION(S) NAME

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*****70.00 *****70.00

Desert Hospitality II, Inc.

Merging Into: Finova Capital Corporation

- ☐ Profit ☐ Amendment ☒ Merger
- ☐ NonProfit ☐ Dissolution/Withdrawal ☐ Mark
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DIVISION OF CORPORATIONS
SECRETARY OF STATE

Jeffrey Butterfield

99 DEC 17 AM 11:25

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T. LEWIS DEC 17 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

DESERT HOSPITALITY II, INC., a Florida corporation, P93000001100.

into

FINOVA CAPITAL CORPORATION, a Delaware entity 827075

File date: December 17, 1999 , effective December 31, 1999

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
FINOVA Capital Corporation	Delaware

Second: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Desert Hospitality II, Inc.	Florida

Third: The Plan of Merger is attached as Exhibit A.

Fourth: The merger shall become effective upon the close of business on December 31, 1999.

Fifth: The Plan of Merger was adopted by the board of directors of the surviving corporation on December 13, 1999 and shareholder approval was not required.

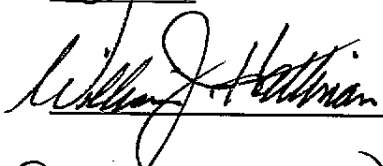
Sixth: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

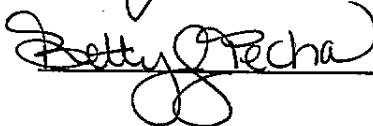
Typed or Printed Name
of Individual & Title

FINOVA Capital Corporation



William J. Hallinan
Senior Vice President

Desert Hospitality II, Inc.



Betty J. Pecha
Secretary

FILED
99 DEC 17 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-99

EXHIBIT A

PLAN OF MERGER

WHEREAS, FINOVA Capital Corporation ("this Corporation") seeks to merge its wholly owned subsidiary, Desert Hospitality II, Inc., a Florida corporation, ("Desert Hospitality"), with and into this Corporation, effective upon the close of business December 31, 1999;

WHEREAS, this Corporation shall be the surviving corporation in the merger;

WHEREAS, it is intended that the merger of Desert Hospitality into this Corporation qualifies as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, as amended;

WHEREAS, there has been submitted to and considered by the Board the plan of merger herein set forth and the proposed form of Articles of Merger to be filed by this Corporation with the Florida Department of State, Division of Corporations, the form of which is attached as Exhibit A, to be executed by the Senior Vice President of this Corporation and pursuant to which (i) Desert Hospitality shall be merged with and into this Corporation, effective upon close of business December 31, 1999, and (ii) this Corporation shall succeed to the rights and shall assume the obligations and liabilities of Desert Hospitality; and

WHEREAS, the Board has determined that it is desirable and in the best interests of this Corporation to consummate such merger, pursuant to Florida Business Corporation Act Sections 607.1104 and 607.1105;

NOW THEREFORE, BE IT RESOLVED, that the merger of Desert Hospitality II, Inc., a Florida corporation ("Desert Hospitality"), with and into this Corporation and the assumption of all of Desert Hospitality's liabilities and obligations by this Corporation, effective upon the close of business December 31, 1999, pursuant to Florida Business Corporation Act Sections 607.1104 and 607.1105 is approved;

FURTHER RESOLVED, that this Corporation owns all of the outstanding shares of capital stock of Desert Hospitality and all of the shares of such stock will be canceled upon the merger;

FURTHER RESOLVED, that the proposed form of Articles of Merger ("Articles") are approved in substantially the form attached as Exhibit A, with such changes therein as the officer or officers executing the same may deem necessary or advisable, their conclusion in that regard to be conclusively evidenced by the execution thereof;

FURTHER RESOLVED, that the Senior Vice President of this Corporation is directed to make and execute the Articles setting forth the resolution to merge Desert Hospitality with and into this Corporation and to assume such subsidiary's liabilities and obligations and the date of adoption thereof and to file the same in accordance with the Florida Business Corporation Act;

FURTHER RESOLVED, that each officer of this Corporation, acting alone or in concert, is authorized to take any additional actions and to negotiate, prepare, execute, deliver, perform, and, if required, file, or cause to be filed, on behalf and in the name of this Corporation, any notices, applications, certificates, agreements, instruments or other information, and all modifications, additions, amendments and supplements thereto, as may be necessary or advisable in connection with such merger or the transactions contemplated thereby, including, without limitation, any consents, agreements, reports, documents, instruments, corporate assumptions of liability, legal opinions, documentation in connection with existing agreements of this Corporation, Desert Hospitality, or other information; any such officer's determination in that regard to be conclusively evidenced by the taking of any such action or the negotiation, preparation, execution, delivery, performance or filing of any such consent, agreement, report, notice, application, certificate, instrument, assumption, or other information; and

FURTHER RESOLVED, that any action heretofore taken by any officer or director of this Corporation consistent with the authority granted by these resolutions is hereby ratified, confirmed and approved.