

To: +18506176380

Page: 1 of 1

2021-10-11 13:26:37 CST

12122023570

From: Kimberly Laughrey

10/11/21 3:24 PM

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H21000379521 3)))



H210003795213ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (614)280-3338
Fax Number : (954)208-0845

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

Email Address: _____

EFFECTIVE DATE

OCT 11 2021

MERGER OR SHARE EXCHANGE

CNL Restaurant Capital Corp.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

Handwritten signature

OCT 12 2021

ALBRITTON

Signature of Diana

Electronic Filing Menu

Corporate Filing Menu

Help

EFFECTIVE DATE
OCT 11, 2021

STATE OF FLORIDA

ARTICLES OF MERGER

OF

RAI RESTAURANTS, INC.
 a Florida corporation

WITH AND INTO

CNL RESTAURANT CAPITAL CORP.
 a Delaware corporation

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105 (the "Act").

FIRST: The name and jurisdiction of the surviving entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u>
CNL Restaurant Capital Corp.	Delaware	Corporation	3234358

SECOND: The name and jurisdiction of the merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u>
RAI Restaurants, Inc.	Florida	Corporation	P97000084099

THIRD: The surviving entity is currently registered and in good standing as a foreign entity authorized to transact business in the State of Florida under Document Number F00000003432.

FOURTH: The plan of merger was approved by the domestic merging corporation in accordance with the Act and by the foreign surviving corporation in accordance with its organic governing law, being the General Corporation Law of the State of Delaware.

FIFTH: As to the domestic merging corporation, the plan of merger was approved by the board of directors of the domestic merging corporation and did not require approval of the shareholders pursuant to Section 607.1104 as the merging entity is a wholly-owned subsidiary of the surviving entity.

SIXTH: As to the foreign surviving corporation, the plan of merger was approved by the board of directors of the foreign surviving corporation and did not require approval of the shareholders pursuant to such corporation's organic laws, being the General Corporation Law of the State of Delaware.

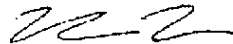
SEVENTH: The merger shall become effective as of October 11, 2021.

[signature page follows]

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed by its authorized officer as of October 11, 2021.

SURVIVING ENTITY:

CNL RESTAURANT CAPITAL CORP.
a Delaware corporation



By: _____
Name: Victoria Vron
Title: Vice President