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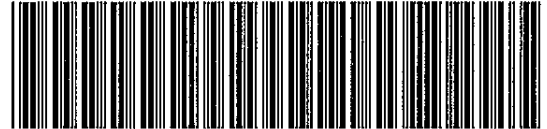
(Business Entity Name)

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CT CORPORATION

September 17, 2004

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 6193490 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

OP Hotel Real Estate L.L.C. (FL)
Merger (Discontinuing Company)
Florida

~~OP Hotel Real Estate L.L.C. (FL)~~
~~Merger (Discontinuing Company)~~
~~Florida~~

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

CT CORPORATION

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
OVERLAND PARK HOTEL ASSOCIATES, L.C.
[the Surviving Company]
AND
OP HOTEL REAL ESTATE L.L.C.
[the Merged Company]

[FLORIDA]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO THE SECRETARY OF STATE
OF THE STATE OF FLORIDA:

Pursuant to Section 4382 of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes (2004) (the "Florida Act"), the undersigned adopt the following Articles of Merger:

1. The names of the constituent entities are Overland Park Hotel Associates, L.C. (the "Surviving Company") and OP Hotel Real Estate L.L.C. (the "Merged Company"). The Surviving Company is an Iowa limited liability company and the Merged Company is a Florida limited liability company.

2. The Plan of Merger (the "Plan") is attached hereto as Exhibit A.

3. The effective time of the merger shall be at 12:00 noon CDT on September 17, 2004.

4. Overland Park Hotel Associates, L.C. shall be the surviving entity.

5. The Plan was duly authorized and approved by the Merged Company in accordance with Section 4381 of the Florida Act. The Plan was duly authorized and approved the Surviving Company in accordance with the applicable provisions of Iowa law.

6. In accordance with Section 4382(g) of the Florida Act, the Surviving Company certifies as follows:

a. The address of the principal office of the Surviving Company, an Iowa limited liability company, is 2 Quail Creek Circle, North Liberty, Iowa 52317.

b. The Surviving Company appoints the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members of each limited liability company that is a party to the merger.

c. The Surviving Company agrees to promptly pay to the dissenting members of each limited liability company that is a party to the merger the amount, if any, to which such dissenting members are entitled under Section 4384 of the Florida Act.

Dated as of the 16th day of September, 2004.

OVERLAND PARK HOTEL ASSOCIATES, L.C.

By: Bruce Kineth
Bruce Kineth, Manager

OP HOTEL REAL ESTATE L.L.C.

By: Wendell Spears
Wendell Spears, Managing Member

EXHIBIT A

PLAN OF MERGER OF
OVERLAND PARK HOTEL ASSOCIATES, L.C.
WITH AND INTO
OP HOTEL REAL ESTATE L.L.C.

This PLAN OF MERGER is entered into as of the 1st day of September, 2004, by and between OVERLAND PARK HOTEL ASSOCIATES, L.C., an Iowa limited liability company (hereinafter "Associates"), and OP HOTEL REAL ESTATE L.L.C., a Florida limited liability company (hereinafter "OP").

WHEREAS, Associates is a limited liability company duly organized and existing under the laws of the State of Iowa and OP is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, to streamline operations and realize other efficiencies it has been determined that it is in the best interests of Associates and OP and their members to merge the companies under applicable laws.

NOW, THEREFORE, the parties agree that Associates and OP shall be merged on the following terms and conditions:

ARTICLE I
THE MERGER

At the effective time of the merger, the separate existence of Associates and OP shall cease and OP shall be merged with and into Associates, which shall continue its legal existence and be the entity surviving the merger.

ARTICLE II
TERMS AND CONDITIONS OF MERGER

At the effective time of the merger:

- (a) the issued and outstanding units of membership interest of Associates and OP shall be cancelled;
- (b) the Supplemental Member Loans of Kineth OPHA L.L.C. to Associates shall be cancelled;
- (c) units of membership interest of Associates shall be newly issued to the following members:

Member	Units of Membership Interest	Net Invested Capital
Spears-Overland, L.C.	75	\$2,475,000.00
Kineth OPHA L.L.C.	25	\$ 275,000.00

- (d) Associates shall succeed to all properties, rights and other assets of and shall be subject to all liabilities of OP, without further action by either entity.

**ARTICLE III
ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT
OF THE SURVIVING ENTITY**

The Articles of Organization of Associates, as in effect as of the effective time of the merger, shall continue and remain in full force and effect as the Articles of Organization of the surviving entity. Immediately following the effective time of the merger, the members of the surviving entity shall enter into an amended and restated operating agreement.

**ARTICLE IV
MANAGER OF THE SURVIVING ENTITY**

The manager of Associates, following the effective time of the merger, shall be Spears/Kinseth Hotel Management, Inc., an Iowa corporation.

**ARTICLE V
EFFECTIVE TIME**

The effective time of the merger shall be at 12:00 noon CDT on September 17, 2004.

ADOPTED as of the 1st day of September, 2004.

Dated as of the 16th day of September, 2004.

OVERLAND PARK HOTEL ASSOCIATES, L.C.

By: Bruce Kineth
Bruce Kineth, Manager

OP HOTEL REAL ESTATE L.L.C.

By: Wendell Spears
Wendell Spears, Managing Member