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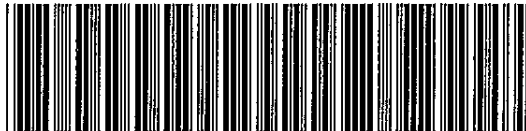
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04 SEP 16 PM 12:42  
SECRETARY OF STATE  
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STATE  
TALLAHASSEE, FLORIDA

04 SEP 17 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

September 17, 2004

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

FILED  
04 SEP 17 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Dear Secretary of State, Florida:

Please file the attached:

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

WE 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.

Sincerely,

Ashley A Mitchell  
Fulfillment Specialist  
Ashley\_Mitchell@cch-lis.com

ARTICLES OF MERGER  
OF  
WICHITA EAST HOTEL ASSOCIATES, L.C.  
[the Surviving Company]  
AND  
WE HOTEL REAL ESTATE L.L.C.  
[the Merged Company]  
  
[FLORIDA]

FILED  
04 SEP 17 AM 10:15  
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 Wichita East Hotel Associates, L.C. (the "Surviving Company") and WE 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. Wichita East 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 16<sup>th</sup> day of September, 2004.

WICHITA EAST HOTEL ASSOCIATES, L.C.

By: Bruce Kineth  
Bruce Kineth, Manager

WE HOTEL REAL ESTATE L.L.C.

By: Wendell Speers  
Wendell Speers, Managing Member

EXHIBIT A

PLAN OF MERGER OF  
WICHITA EAST HOTEL ASSOCIATES, L.C.  
WITH AND INTO  
WE HOTEL REAL ESTATE L.L.C.

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

WHEREAS, Associates is a limited liability company duly organized and existing under the laws of the State of Iowa and WE 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 WE and their members to merge the companies under applicable laws.

NOW, THEREFORE, the parties agree that Associates and WE 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 WE shall cease and WE 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 WE shall be cancelled;
- (b) the Supplemental Member Loans of Kineth WEHA 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-Wichita L.L.C.	75	\$2,205,000.00
Kineth WEHA L.L.C.	25	\$ 245,000.00

(d) Associates shall succeed to all properties, rights and other assets of and shall be subject to all liabilities of WE, 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 16<sup>th</sup> day of September, 2004.

WICHITA EAST HOTEL ASSOCIATES, L.C

By: Bruce Kinseth  
Bruce Kinseth, Manager

WE HOTEL REAL ESTATE L.L.C.

By: Wendell Spears  
Wendell Spears, Managing Member