

L05000090279

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

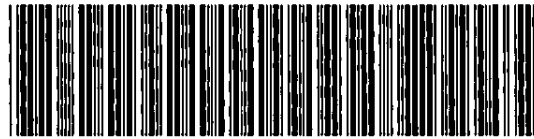
(Document Number)

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07 OCT 26 PM 2:44

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 10/31/07

FILED

07 OCT 26 PM 4:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

EFFECTIVE DATE 10/31/07

FILED
07 OCT 26 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 291342 7228803

AUTHORIZATION :

COST LIMIT : \$ 110.00

[Signature]

ORDER DATE : October 26, 2007

ORDER TIME : 12:47 PM

ORDER NO. : 291342-005

CUSTOMER NO: 7228803

ARTICLES OF MERGER

CAROLINA PAVILION, LLC

INTO

RM AT CAROLINA PAVILION,
LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) _ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: _____

EFFECTIVE DATE 10/31/07

**Certificate of Merger
For
Florida Limited Liability Company**

FILED
07 OCT 26 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Carolina Pavilion, LLC	Florida	LLC
<u>L05000090278</u>		

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
RM at Carolina Pavilion, LLC	Florida	LLC
<u>L05000090279</u>		

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the 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:

OCTOBER 31, 2007 at 12:01 a.m.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Surviving Party is formed in Florida

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

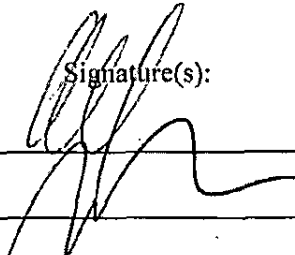
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
RM at Carolina Pavilion, LLC		William D Matz
Carolina Pavilion, LLC		Barry G Ross

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 a member or authorized representative

<u>Fees:</u> 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

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Carolina Pavilion, LLC	Florida	LLC

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
RM at Carolina Pavilion, LLC	Florida	LLC

THIRD: The terms and conditions of the merger are as follows:

On the Effective Date of the Merger, the separate existence of the merging party shall cease, and the surviving party shall succeed to all the rights, privileges, immunities, and franchises, and all the real, personal, and mixed property of the merging party without the necessity for any separate transfer. The surviving party shall thereafter be responsible and liable for all liabilities and obligations of the merging party, and neither the rights of creditors nor any liens on the property of the merging party shall be impaired by the merger.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

All of the membership interests in the merging party and all the membership interests in the surviving party are owned by the same entity, which is, therefore, the sole member of each party. Accordingly, all of the membership interests in the merging party shall be cancelled, and the sole member of the surviving party shall continue to be the sole member of the surviving party without the issuance of any additional membership interests in the surviving party.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

None

(Attach additional sheet if necessary)