

**L100000625054**

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**MERGER OR SHARE EXCHANGE  
CB FLORIDA RRE HOLDINGS, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$100.00

**T. CLINE**

APR 16 2010

**EXAMINER**

\$175.00

**CERTIFICATE OF MERGER**

The following Certificate of Merger is being submitted in accordance with Section 608.4382, Florida Statutes.

**Article 1. Merging Entities.** The name, street address of its principal office, jurisdiction, and entity type of the merging entities are:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
CB SW Florida RRE Holdings, LLC 200 West Congress Street Lafayette, Louisiana 70501 Florida Document Number: L10000015044	Florida	Limited Liability Company FEI Number: 27-2237378
CB N Florida RRE Holdings, LLC 200 West Congress Street Lafayette, Louisiana 70501 Florida Document Number: L10000015017	Florida	Limited Liability Company FEI Number: 27-2237197
CB SE Florida RRE Holdings, LLC 200 West Congress Street Lafayette, Louisiana 70501 Florida Document Number: L10000015497	Florida	Limited Liability Company FEI Number: 27-2237289
CB SB Florida RRE Holdings, LLC 200 West Congress Street Lafayette, Louisiana 70501 Florida Document Number: L10000015041	Florida	Limited Liability Company FEI Number: 27-2237469

**Article 2. Surviving Entity.** The name, street address of its principal office, jurisdiction, and entity type for the surviving entity are:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
CB Florida RRE Holdings, LLC 200 West Congress Street Lafayette, Louisiana 70501 Florida Document Number: L10000025054	Florida	Limited Liability Company FEI Number: 37-1595583

**Article 3. Plan of Merger.** The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

**Article 4. Authorization.** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement or the articles of organization of

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any limited liability company that is a party to the merger.

**Article 5. Effective Date.** The merger shall become effective as of the date upon which this Certificate of Merger is filed with the Secretary of State of the State of Florida (the "Effective Date").

**Article 6. Compliance with Law.** This Certificate of Merger complies with, and was executed in accordance with, the laws of each party's applicable jurisdiction.

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TALLAHASSEE, FLORIDA

Apr. 14. 2010 6:25PM

No. 0908 P. 10

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IN WITNESS WHEREOF, the Merging Entities and the Surviving Entity have caused this Certificate of Merger to be executed as of the 14th day of April, 2010.

CB FLORIDA RRE HOLDINGS, LLC  
CB SW FLORIDA RRE HOLDINGS, LLC  
CB N FLORIDA RRE HOLDINGS, LLC  
CB SE FLORIDA RRE HOLDINGS, LLC  
CB SB FLORIDA RRE HOLDINGS, LLC

By: IB SPE MANAGEMENT, INC.,  
a Delaware corporation, as Manager

By: Elizabeth P. Trotter  
Name: Elizabeth P. Trotter  
Title: Secretary

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TALLAHASSEE, FLORIDA

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**PLAN OF MERGER  
[CB Florida RRE Holdings]**

This Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 608.438, Florida Statutes, is being submitted in accordance with Section 608.4382, Florida Statutes.

1. CB Florida RRE Merging Entities. The merging entities (the "CB Florida RRE Merging Entities") are the following: (a) CB SW Florida RRE Holdings, LLC, a Florida limited liability company; (b) CB N Florida RRE Holdings, LLC, a Florida limited liability company; (c) CB SE Florida RRE Holdings, LLC, a Florida limited liability company; and (d) CB SB Florida RRE Holdings, LLC, a Florida limited liability company.

2. CB Florida RRE Surviving Entity. The surviving entity is CB Florida RRE Holdings, LLC, a Florida limited liability company (the "CB Florida RRE Surviving Entity").

3. Terms and Conditions of Merger. Upon the Effective Date, the CB Florida RRE Merging Entities shall be merged into the CB Florida RRE Surviving Entity, the separate existence of the CB Florida RRE Merging Entities shall cease, and the CB Florida RRE Surviving Entity shall continue its existence as a Florida limited liability company pursuant to the laws of the State of Florida.

4. Effect of Merger. On the Effective Date, the separate existence of the CB Florida RRE Merging Entities shall cease, and the CB Florida RRE Surviving Entity shall be fully vested in the CB Florida RRE Merging Entities' rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties.

5. Conversion of Interest of CB Florida RRE Merging Entities. The manner and basis of converting the outstanding interest of the CB Florida RRE Merging Entities into membership interests of the CB Florida RRE Surviving Entity are as follows: On the Effective Date, by virtue of the merger and without any action on the part of the parties or otherwise, each issued and outstanding membership interest of the CB Florida RRE Merging Entities shall be cancelled without payment of any consideration and without any conversion.

6. Articles of Organization of CB Florida RRE Surviving Entity. No amendment to the Articles of Organization of the CB Florida RRE Surviving Entity is required on account of the merger.

7. Effective Date. The merger shall become effective as of the date upon which Certificate of Merger is filed with the Secretary of State of the State of Florida (the "Effective Date").

8. Supplemental Action. If at any time after the Effective Date the CB Florida RRE Surviving Entity determines that any further conveyances, agreements, documents, instruments, and assurances, or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of the CB Florida RRE Surviving Entity or the CB Florida RRE Merging Entities, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the CB Florida RRE Surviving Entity, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the CB Florida RRE Surviving Entity, or to otherwise carry out the provisions of this Plan of Merger.

Apr. 14. 2010 6:25PM

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IN WITNESS WHEREOF, each of the CB Florida RRE Merging Entities and the CB Florida RRE Surviving Entity has caused this Plan of Merger to be executed as of April 14, 2010.

CB FLORIDA RRE HOLDINGS, LLC  
CB SW FLORIDA RRE HOLDINGS, LLC  
CB N FLORIDA RRE HOLDINGS, LLC  
CB SE FLORIDA RRE HOLDINGS, LLC  
CB SB FLORIDA RRE HOLDINGS, LLC

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Name: Elizabeth P. Trotter  
Title: Secretary

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