

# L10000055086

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(Requestor's Name)

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(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

\_\_\_\_\_  
(Business Entity Name)

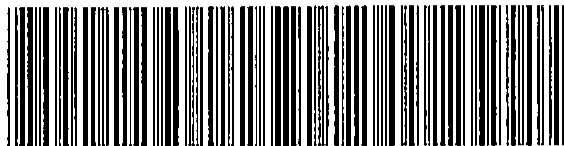
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APPROPRIATE FLOPIDA

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SEP 19 2019  
T SCHROEDER

# Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 8/30/2019

**\*\*WALK IN\*\***

ENTITY NAME CML INACTIVE LLC - SANDPOINTE

DOCUMENT NUMBER \_\_\_\_\_

**\*\*PLEASE FILE THE ATTACHED AND RETURN\*\***

XXXX

*Plain Copy*

*Certified Copy*

*Certificate of Status*

**\*\*PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY\*\***

*Certified Copy of Arts & Amendments*

*Certificate of Good Standing*

Cert Copy of Restated Arts & Amends if available. If not provide Cert. Copy of Arts & Amends.

**\*\*APOSTILLE' / NOTARIAL CERTIFICATION\*\***

COUNTRY OF DESTINATION \_\_\_\_\_

NUMBER OF CERTIFICATES REQUESTED \_\_\_\_\_

TOTAL OWED 50.00

CHECK # 6558

*Please call Tina at the above number for any issues or concerns. Thank you so much!*

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

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, 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>
CML-NV Sandpointe, LLC	Florida <u>L10-55086</u>	Limited liability company
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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>
CML Inactive, LLC	Delaware	Limited liability company
_____	_____	_____

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

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TALLAHASSEE, FLORIDA

**FOURTH:** Please check one of the boxes that apply to surviving entity: (if applicable)

- ☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☒ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

700 N.W. 107th Avenue, Suite 400

Miami, FL 33172

**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed 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:

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:

CML-NV Sandpointe, LLC

Signature(s):

DocuSigned by:

Mark Sustana

147E737ED065476

CML Inactive, LLC

DocuSigned by:

Mark Sustana

147E737ED065476

Typed or Printed  
Name of Individual:

Mark Sustana

Mark Sustana

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 an authorized person

<b><u>Fees:</u></b>	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	<b><u>Certified Copy (optional):</u></b>	\$30.00

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") relates to the merger of CML-NV SANDPOINTE, LLC, a Florida limited liability company, having a mailing address of 700 N.W. 107<sup>th</sup> Avenue, Suite 400, Miami, Florida 33172 (the "Non-surviving Entity"), with and into CML INACTIVE, LLC, a Delaware limited liability company (the "Surviving Entity"), having a mailing address of 700 N.W. 107<sup>th</sup> Avenue, Suite 400, Miami, Florida 33172.

WHEREAS, the Non-surviving Entity and the Surviving Entity wish to enter into a merger agreement pursuant to which the Non-surviving Entity will merge with and into the Surviving Entity and the Surviving Entity will be the surviving business entity.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

1. Non-surviving Entity. The name and jurisdiction of formation of the Non-surviving Entity are as follows:

<u>Name of Entity</u>	<u>State of Formation</u>
CML-NV SANDPOINTE, LLC	Florida

2. Surviving Entity: The name and jurisdiction of formation of the Surviving Entity are as follows:

<u>Name of Entity</u>	<u>State of Formation</u>
CML INACTIVE, LLC	Delaware

3. The Merger. Subject to the terms and conditions of this Agreement and accordance with Section 605.1025 of the Florida Limited Liability Company Act (the "Florida Act") and Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act") at the "Effective Date," as hereinafter defined, the Non-surviving Entity shall merge (the "Merger") with and into the Surviving Entity. Upon consummation of such Merger, the separate existence of the Non-surviving Entity shall cease and the Surviving Entity shall be the surviving business entity in the Merger.

4. Effective Date and Time of the Merger. The Merger shall become effective as prescribed by law.

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MILWAUKEE, WISCONSIN

5. Treatment of Equity Interests.

(a) Each membership interest in the Non-surviving Entity existing immediately prior to the Effective Date, and any right to acquire a membership therein, shall, by virtue of the Merger, and without any action on the part of the holder thereof, or consideration being tendered thereto, be cancelled and retired and cease to exist, without any conversion thereof.

(b) Each membership interest in the Surviving Entity existing immediately prior to the Effective Date, and any right to acquire a membership therein, shall, by virtue of the Merger, and without any action on the part of the holder thereof, continue to exist as a membership interest or right to acquire a membership interest, respectively, in the Surviving Entity.

6. Effects of the Merger. At and after the Effective Date, the Merger shall have the effects set forth in Section 605.1025 of the Florida Act and Section 18-209 of the Delaware Act.

7. Articles of Organization of the Surviving Entity. The Articles of Organization of the Surviving Entity, as amended, as in effect at the Effective Date shall be the articles of organization of the surviving business entity.

8. Compliance Agreement. The Non-surviving Entity shall from time to time, as and when requested by the Surviving Entity, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

9. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

*(Signature page to follow)*

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 29<sup>th</sup> day of August 2019.

**NON-SURVIVING ENTITY:**

CML-NV SANDPOINTE, LLC, a Florida limited liability company

By: Multibank 2009-1 CML-ADC Venture, LLC, a Delaware limited liability company, its sole member

By: RL CML 2009-1 Investments, LLC, a Delaware limited liability company, its managing member

By: Rannel Investments, LLC, a Delaware limited liability company, its sole member

By: \_\_\_\_\_  
Name: Mark Sustana  
Title: Vice President

**SURVIVING ENTITY:**

CML INACTIVE, LLC, a Delaware limited liability company

By: Multibank 2009-1 CML-ADC Venture, LLC, a Delaware limited liability company, its sole member

By: RL CML 2009-1 Investments, LLC, a Delaware limited liability company, its managing member

By: Rannel Investments, LLC, a Delaware limited liability company, its sole member

By: \_\_\_\_\_  
Name: Mark Sustana  
Title: Vice President

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