

Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
CML Inactive, LLC

Certificate of Status	0
Certified Copy	0
Page Count	1
Estimated Charge	\$150.00

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Corporate Filing Menu

Help

CRM
12-29-14

CERTIFICATE OF MERGER OF
CML-AL KEY WEST INN, LLC,
CML-CA FORD STREET, LLC,
CML-CA GRASS VALLEY, LLC,
CML-CA TWO, LLC,
CML-CAL TOTALLY KIDS, LLC,
AND
CML-TN KNOXVILLE HOTEL, LLC

WITH AND INTO

CML INACTIVE, LLC

The following Certificate of Merger for the merger of each of CML-AL Key West Inn, LLC, a Florida limited liability company ("Key West"), CML-CA Ford Street, LLC, a Florida limited liability company ("Ford"), CML-CA Grass Valley, LLC, a Florida limited liability company ("Grass"), CML-CA Two, LLC, a Florida limited liability company ("Two"), CML-CAL Totally Kids, LLC, a Florida limited liability company ("Kids") and CML-TN Knoxville Hotel, LLC, a Florida limited liability company ("Knoxville" and, together with Key West, Ford, Grass, Two and Kids, collectively, the "Merging Entities"), with and into CML Inactive, LLC, a Delaware limited liability company (the "Surviving Entity"), is being submitted pursuant to the provisions of Section 605.1025 of the Florida Revised Limited Liability Company Act (the "Florida Act") and Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act").

FIRST. The exact name, jurisdiction and entity type of the Merging Entities are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
CML-AL Key West Inn, LLC	Florida	Limited Liability Company - L10000069162
CML-CA Ford Street, LLC	Florida	Limited Liability Company - L10000080055
CML-CAL Grass Valley, LLC	Florida	Limited Liability Company - L10000066501
CML-CA Two, LLC	Florida	Limited Liability Company - L12000012335
CML-CAL Totally Kids, LLC	Florida	Limited Liability Company - L10000069199
CML-TN Knoxville, LLC	Florida	Limited Liability Company - L10000072651

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SECOND. The exact name, jurisdiction, and entity type of the Surviving Entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
CML Inactive, LLC	Delaware	Limited Liability Company

THIRD. Pursuant to an Agreement and Plan of Merger (the "Plan of Merger") by and among the Merging Entities and the Surviving Entity, each of the Merging Entities intends to merge with and into the Surviving Entity (the "Merger") and the separate existence of each of the Merging Entities shall cease. The Surviving Entity is the surviving limited liability company in the Merger.

FOURTH. The Plan of Merger was approved and executed by each of the Merging Entities in accordance with Section 605.1023 of the Florida Act.

FIFTH. The Plan of Merger was approved and executed by each of the Merging Entities in accordance with Section 18-209 of the Delaware Act.

SIXTH. The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware (the "Effective Date").

SEVENTH. Pursuant to the Plan of Merger, as of the Effective Date, the Certificate of Formation of the Surviving Entity shall be the certificate of formation of the surviving limited liability company.

EIGHTH. The principal address of the Surviving Entity shall be 790 NW 107th Avenue, 4th Floor, Miami, Florida 33172. A copy of the Plan of Merger is on file at the principal address of the Surviving Entity and will be furnished by the Surviving Entity, on written request and without cost, to any member of the constituent limited liability companies.

NINTH. The Surviving Entity has agreed to pay to any members with appraisal rights the amount to which such members are entitled under Sections 605.1061 - 605.1071 of the Florida Act.

IN WITNESS WHEREOF, the Merging Entities and the Surviving Entity have caused this Certificate of Merger to be signed this ____ day of December, 2014.

MERGING ENTITIES:

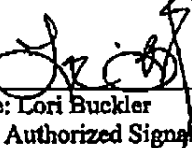
CML-AL KEY WEST INN, LLC,
a Florida limited liability company

By: 
Name: Lori Buckler
Title: Authorized Signatory

CML-CA FORD STREET, LLC,
a Florida limited liability company

By: 
Name: Lori Buckler
Title: Authorized Signatory

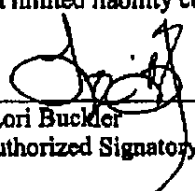
CML-CA GRASS VALLEY, LLC,
a Florida limited liability company

By: 
Name: Lori Buckler
Title: Authorized Signatory

CML-CA TWO, LLC,
a Florida limited liability company

By: 
Name: Lori Buckler
Title: Authorized Signatory

CML-CAL TOTALLY KIDS, LLC,
a Florida limited liability company

By: 
Name: Lori Buckler
Title: Authorized Signatory

CML-TN KNOXVILLE HOTEL, LLC,
a Florida limited liability company

By: 
Name: Lori Buckler
Title: Authorized Signatory

SURVIVING ENTITY:

CML INACTIVE, LLC,
a Delaware limited liability company

By: 
Name: Lori Buckler
Title: Authorized Signatory

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") relates to the merger of RL REGI-AL CARRINGTON, LLC, an Alabama limited liability company (the "Non-surviving Entity"), with and into RL REGI INACTIVE, LLC, a Delaware limited liability company (the "Surviving Entity"). The Non-surviving and the Surviving Entity have a mailing address of 790 NW 107th Avenue, 4th Floor, 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 limited liability company.

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

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

Name of Entity

State of Formation

RL REGI-AL CARRINGTON, LLC

Alabama

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

Name of Entity

State of Formation

RL REGI INACTIVE, LLC

Delaware

3. The Merger. Subject to the terms and conditions of this Agreement 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 the Merger, the separate existence of the Non-surviving Entity shall cease and the Surviving Entity shall be the surviving limited liability company in the Merger.

4. Effective Date and Time of the Merger. The Merger shall become effective as of the filing of that certain Certificate of Merger by and among the Non-surviving Entity and the Surviving Entity with the Secretary of State of the State of Delaware (the "Effective Date").

5. Treatment of Equity Interests. On the Effective Date, by virtue of the Merger and without any action on the part of the Non-Surviving Entity, the Surviving Entity, or any members thereof, the following shall occur:

(a) Each membership interest in the Non-surviving Entity existing immediately prior to the Effective Date, and any right to acquire a membership interest 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 interest 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 18-209 of the Delaware Act.

7. Certificate of Formation of the Surviving Entity. The Certificate of Formation of the Surviving Entity as in effect on the Effective Date shall be the certificate of formation of the surviving limited liability company.

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 signed in multiple counterparts or in counterpart signature pages, and the signature pages of the various counterparts or counterpart signature pages may be transmitted by facsimile or electronic mail in PDF format and may be combined together in one document, notwithstanding that all of the parties are not signatories to the same counterpart or counterpart signature page. A facsimile or electronic copy in PDF format of a signature to this Agreement shall be deemed and treated for all purposes of execution to be as valid as an original signature thereto.

(Signature page to follow)

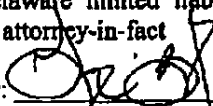
IN WITNESS WHEREOF, the undersigned have executed this Agreement as of
the ____ day of _____, 2014.

NON-SURVIVING ENTITY:

RL REGI-AL CARRINGTON, LLC,
an Alabama limited liability company

By: RL REGI Financial, LLC, a Delaware
limited liability company, its Sole
Member

By: Rialto Capital Advisors, LLC, a
Delaware limited liability company,
its attorney-in-fact

By: 
Name: Lori Buckler
Title: Authorized Signatory

SURVIVING ENTITY:

RL REGI INACTIVE, LLC,
a Delaware limited liability company

By: RL REGI Financial, LLC, a Delaware
limited liability company, its Sole Member

By: Rialto Capital Advisors, LLC, a Delaware
limited liability company, its attorney-in-fact

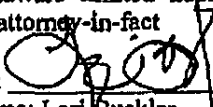
By: 
Name: Lori Buckler
Title: Authorized Signatory

NON-SURVIVING ENTITY:

RL REGI-AL CARRINGTON, LLC,
an Alabama limited liability company

By: RL REGI Financial, LLC, a Delaware
limited liability company, its Sole
Member

By: Rialto Capital Advisors, LLC, a
Delaware limited liability company,
its attorney-in-fact

By: 
Name: Lori Buckler
Title: Authorized Signatory

SURVIVING ENTITY:

RL REGI INACTIVE, LLC,
a Delaware limited liability company

By: RL REGI Financial, LLC, a Delaware
limited liability company, its Sole Member

By: Rialto Capital Advisors, LLC, a Delaware
limited liability company, its attorney-in-fact

By: 
Name: Lori Buckler
Title: Authorized Signatory