

L10000092083

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**MERGER OR SHARE EXCHANGE
RES Inactive, LLC**

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CRM
12-29-14

**CERTIFICATE OF MERGER OF
RES-CA BONITA, LLC,
RES-CA BUENA VISTA PT, LLC,
RES-CA CEREZA ST, LLC,
RES-CA CVR, LLC,
RES-CA JOS, LLC,
RES-CA LANCASTER, LLC,
RES-CA MVA, LLC,
RES-CA NFT, LLC,
RES-CA NIPOMO, LLC,
RES-CA RANCHO, LLC,
RES-CA REDLANDS, LLC,
RES-CA SDCH, LLC,
RES-CA SFR INDIO, LLC,
RES-CA SKYLAND, LLC,
RES-TX BB HOMES, LLC,
RES-TX DALLAS METRO, LLC,
AND
RES-TX JR ARLINGTON, LLC**

WITH AND INTO

RES INACTIVE, LLC

The following Certificate of Merger for the merger of each of RES-CA Bonita, LLC, a Florida limited liability company ("Bonita"), RES-CA Buena Vista PT, LLC, a Florida limited liability company ("Buena Vista"), RES-CA Cereza ST, LLC, a Florida limited liability company ("Cereza"), RES-CA CVR, LLC, a Florida limited liability company ("CVR"), RES-CA JOS, LLC, a Florida limited liability company ("JOS"), RES-CA Lancaster, LLC, a Florida limited liability company ("Lancaster"), RES-CA MVA, LLC, a Florida limited liability company ("MVA"), RES-CA NFT, LLC, a Florida limited liability company ("NFT"), RES-CA Nipomo, LLC, a Florida limited liability company ("Nipomo"), RES-CA Rancho, LLC, a Florida limited liability company ("Rancho"), RES-CA Redlands, LLC, a Florida limited liability company ("Redlands"), RES-CA SDCH, LLC, a Florida limited liability company ("SDCH"), RES-CA SFR Indio, LLC, a Florida limited liability company ("SFR"), RES-CA Skyland, LLC, a Florida limited liability company ("Skyland"), RES-TX BB Homes, LLC, a Florida limited liability company ("BB"), RES-TX Dallas Metro, LLC, a Florida limited liability company ("Dallas") and RES-TX JR Arlington, LLC, a Florida limited liability company ("JR") and, together with Bonita, Buena Vista, Cereza, CVR, JOS, Lancaster, MVA, NFT, Nipomo, Rancho, Redlands, SDCH, SFR, Skyland, BB and Dallas collectively, the "Merging Entities", with and into RES 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").

FILED
14 DEC 24 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
14 DEC 24 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>
RES-CA Bonita, LLC	Florida	Limited Liability Company - L10000092083
RES-CA Buena Vista PT, LLC	Florida	Limited Liability Company - L10000062826
RES-CA Cereza ST, LLC	Florida	Limited Liability Company - L10000061109
RES-CA CVR, LLC	Florida	Limited Liability Company - L10000067045
RES-CA JOS, LLC	Florida	Limited Liability Company - L11000138437
RES-CA Lancaster, LLC	Florida	Limited Liability Company - L10000106590
RES-CA MVA, LLC	Florida	Limited Liability Company - L10000111469
RES-CA NFT, LLC	Florida	Limited Liability Company - L10000111204
RES-CA Nipomo, LLC	Florida	Limited Liability Company - L10000065132
RES-CA Rancho, LLC	Florida	Limited Liability Company - L10000082750
RES-CA Redlands, LLC	Florida	Limited Liability Company - L10000125106
RES-CA SDCH, LLC	Florida	Limited Liability Company - L11000105367
RES-CA SFR Indio, LLC	Florida	Limited Liability Company - L10000069701
RES-CA Skyland, LLC	Florida	Limited Liability Company - L10000047776
RES-TX BB Homes, LLC	Florida	Limited Liability Company - L10000068047
RES-TX Dallas Metro, LLC	Florida	Limited Liability Company - L10000100450
RES-TX JR Arlington, LLC	Florida	Limited Liability Company - L11000057340

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>
RES 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.

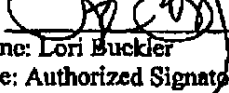
EIGHTH. The principal address of the Surviving Entity shall be 790 NW 107th Avenue, 4th Floor, Miami, Florida 33172. A copy of the Plan of Merger is on file at the principal address of the Surviving Entity and will be furnished by the Surviving Entity, on written request and without cost, to any member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


RES-CA BONITA, LLC,
a Florida limited liability company

By: 
Name: Lori Buckler
Title: Authorized Signatory

RES-CA BUENA VISTA PT, LLC,
a Florida limited liability company

By: 
Name: Lori Buckler
Title: Authorized Signatory

RES-CA CEREZA ST, LLC,
a Florida limited liability company

By: 
Name: Lori Buckler
Title: Authorized Signatory

RES-CA CVR, LLC,
a Florida limited liability company

By: 
Name: Lori Buckler
Title: Authorized Signatory

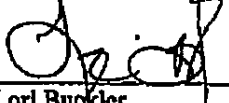
RES-CA JOS, LLC,
a Florida limited liability company

By: 
Name: Lori Buckler
Title: Authorized Signatory


RES-CA LANCASTER, LLC,
a Florida limited liability company

By: 
Name: Lori Buckler
Title: Authorized Signatory

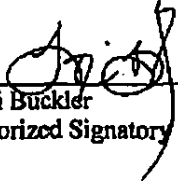
RES-CA MVA, LLC,
a Florida limited liability company

By: 
Name: Lori Buckler
Title: Authorized Signatory

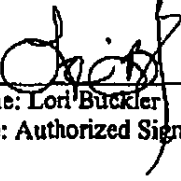
RES-CA NFT, LLC,
a Florida limited liability company

By: 
Name: Lori Buckler
Title: Authorized Signatory

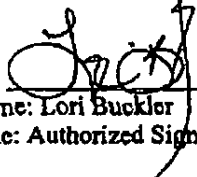
RES-CA NIPOMO, LLC,
a Florida limited liability company

By: 
Name: Lori Buckler
Title: Authorized Signatory

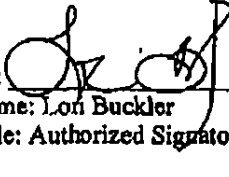
RES-CA RANCHO, LLC,
a Florida limited liability company

By: 
Name: Lori Buckler
Title: Authorized Signatory

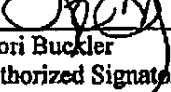
RES-CA REDLANDS, LLC,
a Florida limited liability company

By: 
Name: Lori Buckler
Title: Authorized Signatory

RES-CA SDCH, LLC,
a Florida limited liability company

By: 
Name: Lori Buckler
Title: Authorized Signatory


RES-CA SFR INDIO, LLC,
a Florida limited liability company

By: 
Name: Lori Buckler
Title: Authorized Signatory

RES-CA SKYLAND, LLC,
a Florida limited liability company

By: 
Name: Lori Buckler
Title: Authorized Signatory


RES-TX BB HOMES, LLC,
a Florida limited liability company

By: 
Name: Lori Buckler
Title: Authorized Signatory

RES-TX DALLS METRO, LLC,
a Florida limited liability company


By: 
Name: Lori Buckler
Title: Authorized Signatory

RES-TX JR ARLINGTON, LLC,
a Florida limited liability company

By: 
Name: Lori Buckler
Title: Authorized Signatory

SURVIVING ENTITY:

RES 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 each of RES-CA Bonita, LLC, a Florida limited liability company ("Bonita"), RES-CA Buena Vista PT, LLC, a Florida limited liability company ("Buena Vista"), RES-CA Cereza ST, LLC, a Florida limited liability company ("Cereza"), RES-CA CVR, LLC, a Florida limited liability company ("CVR"), RES-CA JOS, LLC, a Florida limited liability company ("JOS"), RES-CA Lancaster, LLC, a Florida limited liability company ("Lancaster"), RES-CA MVA, LLC, a Florida limited liability company ("MVA"), RES-CA NFT, LLC, a Florida limited liability company ("NFT"), RES-CA Nipomo, LLC, a Florida limited liability company ("Nipomo"), RES-CA Rancho, LLC, a Florida limited liability company ("Rancho"), RES-CA Redlands, LLC, a Florida limited liability company ("Redlands"), RES-CA SDCH, LLC, a Florida limited liability company ("SDCH"), RES-CA SFR Indio, LLC, a Florida limited liability company ("SFR"), RES-CA Skyland, LLC, a Florida limited liability company ("Skyland"), RES-TX BB Homes, LLC, a Florida limited liability company ("BB"), RES-TX Dallas Metro, LLC, a Florida limited liability company ("Dallas") and RES-TX JR Arlington, LLC, a Florida limited liability company ("JR" and, together with Bonita, Buena Vista, Cereza, CVR, JOS, Lancaster, MVA, NFT, Nipomo, Rancho, Redlands, SDCH, SFR, Skyland, BB and Dallas collectively, the "Non-surviving Entities"), with and into RES Inactive, LLC, a Delaware limited liability company (the "Surviving Entity"). Each of the Non-surviving Entities and the Surviving Entity have a mailing address of 790 NW 107th Avenue, 4th Floor, Miami, Florida 33172.

WHEREAS, each of the Non-surviving Entities and the Surviving Entity wish to enter into a merger agreement pursuant to which each of the Non-surviving Entities 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 each of the Non-surviving Entities are as follows:

<u>Name of Entity</u>	<u>State of Formation</u>
RES-CA Bonita, LLC	Florida
RES-CA Buena Vista PT, LLC	Florida
RES-CA Cereza ST, LLC	Florida
RES-CA CVR, LLC	Florida
RES-CA JOS, LLC	Florida
RES-CA Lancaster, LLC	Florida

RES-CA MVA, LLC	Florida
RES-CA NFT, LLC	Florida
RES-CA Nipomo, LLC	Florida
RES-CA Rancho, LLC	Florida
RES-CA Redlands, LLC	Florida
RES-CA SDCH, LLC	Florida
RES-CA SFR Indio, LLC	Florida
RES-CA Skyland, LLC	Florida
RES-TX BB Homes, LLC	Florida
RES-TX Dallas Metro, LLC	Florida
RES-TX JR Arlington, 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>
RES Inactive, LLC	Delaware

3. The Merger. Subject to the terms and conditions of this Agreement and in accordance with Section 605.1023 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"), at the "Effective Date," as hereinafter defined, each of the Non-surviving Entities shall merge (the "Merger") with and into the Surviving Entity. Upon consummation of the Merger, the separate existence of each of the Non-surviving Entities 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 Entities 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 Entities, the Surviving Entity, or any members thereof, the following shall occur:

(a) Each membership interest in each of the Non-surviving Entities 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 605.1026 of the Florida Act and 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 Entities 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 December, 2014.

NON-SURVIVING ENTITIES:

RES-CA BONITA, LLC,
a Florida limited liability company

By: Multibank 2009-1 RES-ADC Venture,
LLC, a Delaware limited liability
company, its Sole Member

By: RL RES 2009-1 Investments, LLC, a
Delaware limited liability company, its
Manager

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

By: 
Name: Lori Buckler
Title: Authorized Signatory

RES-CA CEREZA ST, LLC,
a Florida limited liability company

By: Multibank 2009-1 RES-ADC Venture,
LLC, a Delaware limited liability
company, its Sole Member

By: RL RES 2009-1 Investments, LLC, a
Delaware limited liability company, its
Manager

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

By: 
Name: Lori Buckler
Title: Authorized Signatory

RES-CA BUENA VISTA PT, LLC,
a Florida limited liability company

By: Multibank 2009-1 RES-ADC Venture,
LLC, a Delaware limited liability
company, its Sole Member

By: RL RES 2009-1 Investments, LLC, a
Delaware limited liability company, its
Manager

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

By: 
Name: Lori Buckler
Title: Authorized Signatory

RES-CA CVR, LLC,
a Florida limited liability company

By: Multibank 2009-1 RES-ADC Venture,
LLC, a Delaware limited liability
company, its Sole Member

By: RL RES 2009-1 Investments, LLC, a
Delaware limited liability company, its
Manager

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

By: 
Name: Lori Buckler
Title: Authorized Signatory

RES-CA JOS, LLC,
a Florida limited liability company

By: Multibank 2009-1 RES-ADC Venture,
LLC, a Delaware limited liability
company, its Sole Member

By: RL RES 2009-1 Investments, LLC, a
Delaware limited liability company, its
Manager

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

By: 
Name: Lori Buckler
Title: Authorized Signatory

RES-CA LANCASTER, LLC,
a Florida limited liability company

By: Multibank 2009-1 RES-ADC Venture,
LLC, a Delaware limited liability
company, its Sole Member

By: RL RES 2009-1 Investments, LLC, a
Delaware limited liability company, its
Manager

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

By: 
Name: Lori Buckler
Title: Authorized Signatory

RES-CA MVA, LLC,
a Florida limited liability company

By: Multibank 2009-1 RES-ADC Venture,
LLC, a Delaware limited liability
company, its Sole Member

By: RL RES 2009-1 Investments, LLC, a
Delaware limited liability company, its
Manager

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

By: 
Name: Lori Buckler
Title: Authorized Signatory

RES-CA NFT, LLC,
a Florida limited liability company

By: Multibank 2009-1 RES-ADC Venture,
LLC, a Delaware limited liability
company, its Sole Member

By: RL RES 2009-1 Investments, LLC, a
Delaware limited liability company, its
Manager

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

By: 
Name: Lori Buckler
Title: Authorized Signatory

RES-CA NIPOMO, LLC,
a Florida limited liability company

By: Multibank 2009-1 RES-ADC Venture,
LLC, a Delaware limited liability
company, its Sole Member

By: RL RES 2009-1 Investments, LLC, a
Delaware limited liability company, its
Manager

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


By: 
Name: Lori Buckler
Title: Authorized Signatory

RES-CA RANCHO, LLC,
a Florida limited liability company

By: Multibank 2009-1 RES-ADC Venture,
LLC, a Delaware limited liability
company, its Sole Member

By: RL RES 2009-1 Investments, LLC, a
Delaware limited liability company, its
Manager

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

By: 
Name: Lori Buckler
Title: Authorized Signatory

RES-CA REDLANDS, LLC,
a Florida limited liability company

By: Multibank 2009-1 RES-ADC Venture,
LLC, a Delaware limited liability
company, its Sole Member

By: RL RES 2009-1 Investments, LLC, a
Delaware limited liability company, its
Manager

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

By: 
Name: Lori Buckler
Title: Authorized Signatory

RES-CA SDCH, LLC,
a Florida limited liability company

By: Multibank 2009-1 RES-ADC Venture,
LLC, a Delaware limited liability
company, its Sole Member

By: RL RES 2009-1 Investments, LLC, a
Delaware limited liability company, its
Manager

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

By: 
Name: Lori Buckler
Title: Authorized Signatory

RES-CA SFR INDIO, LLC,
a Florida limited liability company

By: Multibank 2009-1 RES-ADC Venture,
LLC, a Delaware limited liability
company, its Sole Member

By: RL RES 2009-1 Investments, LLC, a
Delaware limited liability company, its
Manager

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


By: 
Name: Lori Buckler
Title: Authorized Signatory

RES-CA SKYLAND, LLC,
a Florida limited liability company

By: Multibank 2009-1 RES-ADC Venture,
LLC, a Delaware limited liability
company, its Sole Member

By: RL RES 2009-1 Investments, LLC, a
Delaware limited liability company, its
Manager

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

By: 
Name: Lori Buckler
Title: Authorized Signatory

RES-TX BB HOMES, LLC,
a Florida limited liability company

By: Multibank 2009-1 RES-ADC Venture,
LLC, a Delaware limited liability
company, its Sole Member

By: RL RES 2009-1 Investments, LLC, a
Delaware limited liability company, its
Manager

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

By: 
Name: Lori Buckler
Title: Authorized Signatory

RES-TX DALLAS METRO, LLC,
a Florida limited liability company

By: Multibank 2009-1 RES-ADC Venture,
LLC, a Delaware limited liability
company, its Sole Member

By: RL RES 2009-1 Investments, LLC, a
Delaware limited liability company, its
Manager

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


By: 
Name: Lori Buckler
Title: Authorized Signatory

RES-TX JR ARLINGTON, LLC,
a Florida limited liability company

By: Multibank 2009-1 RES-ADC Venture,
LLC, a Delaware limited liability
company, its Sole Member

By: RL RES 2009-1 Investments, LLC, a
Delaware limited liability company, its
Manager

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

By: 
Name: Lori Buckler
Title: Authorized Signatory

SURVIVING ENTITY:

RES INACTIVE, LLC,
a Delaware limited liability company

By: Multibank 2009-1 RES-ADC Venture,
LLC, a Delaware limited liability
company, its Sole Member

By: RL RES 2009-1 Investments, LLC, a
Delaware limited liability company, its
Manager

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

By: 
Name: Lori Buckler
Title: Authorized Signatory