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(Requestor's Name)

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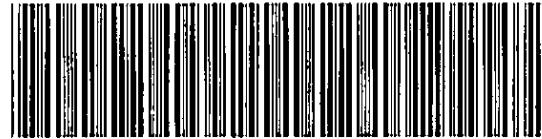
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Admitted in VA, DC and CT

March 24, 2021

Via UPS

Division of Corporations  
Amendment Section  
The Centre of Tallahassee  
2415 N. Monroe St., Ste 810  
Tallahassee, FL 32303

**Re: HAMPTON 110 MERGER SUB, LLC; L21000069289**

Dear Sir or Madam:

In connection with merger of Hampton 110, LLC, a Maryland limited liability company, with and into Hampton 110 Merger Sub, LLC, a Florida limited liability company, enclosed for filing are the following documents:

- (1) the Articles of Merger accompanied by the Agreement and Plan of Merger;
- (2) the Articles of Amendment to the Articles of Organization of Hampton 110 Merger Sub, LLC; and
- (3) a check in the amount of \$70.00 to cover the filing fee of \$50.00 for the Articles of Merger and \$25.00 for the Articles of Amendment.

Please note that Hampton 110, LLC, a Maryland limited liability company, is currently registered as a foreign limited liability company in the State of Florida under Document No. M19000002912. Following the merger, said registration will be cancelled, thus allowing for processing of the Articles of Amendment submitted herein for the surviving entity.

The Articles of Organization of Hampton 110 Merger Sub, LLC, as filed with the Florida Division of Corporations on 02/09/2021, and as amended, will continue in full force and effect as the Articles of Organization of the surviving entity.

If you have any questions regarding the enclosed, please call me at 703.847.4482.

Sincerely,



Gosia J. Bochenek

Enclosures

## ARTICLES OF MERGER

**HAMPTON 110, LLC (a Maryland limited liability company)**

**AND**

**HAMPTON 110 MERGER SUB, LLC (a Florida limited liability company)**

Pursuant to the provisions of Section 605.0101 et seq. of the Florida Statutes (the "Florida Revised Limited Liability Company Act"), and Section 605.1025 thereof, these ARTICLES OF MERGER are made, entered into and adopted as of this 23<sup>rd</sup> day of February, 2021, by and between HAMPTON 110, LLC, a Maryland limited liability company, and HAMPTON 110 MERGER SUB LLC, a Florida limited liability company, for the purpose of merging them into one Florida limited liability company (the "Merger"), and each of the parties to the Merger certifies as follows:

**FIRST:** The name and jurisdiction of formation of each limited liability company which is a party to the Merger is as follows:

- (i) HAMPTON 110, LLC, W06085088, is a limited liability company organized and existing under the laws of the State of Maryland (the "MD LLC"), and
- (ii) HAMPTON 110 MERGER SUB, LLC, L21100069289, is a limited liability company organized and existing under the laws of the State of Florida (the "FL LLC");

(MD LLC and FL LLC from time to time individually referred to as "Constituent Entity" and collectively as "Constituent Entities").

**SECOND:** MD LLC was formed under the laws of the State of Maryland December 15, 2000 pursuant to the Maryland Limited Liability Company Act. The principal office of the MD LLC is located at 6177 Executive Boulevard, Rockville, County of Montgomery, Maryland 20852.

**THIRD:** MD LLC has been authorized to do business in the State of Florida as of March 26, 2019 (M19000002912).

**FOURTH:** FL LLC was formed under the laws of the State of Florida on February 9, 2021 pursuant to the Florida Revised Limited Liability Company Act. The principal office address of the FL LLC is 6177 Executive Boulevard, Rockville, County of Montgomery, Maryland 20852. The name and address of its resident agent in the State of Florida is Samuel J. Hagan, IV, 2120 McGregor Blvd., Fort Myers, FL 33901.

**FIFTH:** The Constituent Entities agreed to merge on the terms and conditions set forth in the Agreement and Plan of Merger attached hereto as Exhibit A and incorporated herein (the "Plan of Merger"), which Plan of Merger was executed by each Constituent Entity.

**SIXTH:** The Plan of Merger was adopted and approved in accordance with Sections 605.1021-605.1026 of the Florida Revised Limited Liability Company Act by each Constituent Entity on February 23, 2021, in accordance with the law of its jurisdiction of formation; namely

(i) by the unanimous written consent of the members entitled to vote pursuant to Section 4A-702 of the Maryland Limited Liability Company Act and (ii) by the unanimous written consent of the members entitled to vote and by each member of such limited liability company who, as a result of the Merger, will have interest holder liability under Section 605.1023(1)(b) and whose approval is required.

**SEVENTH:** The entity surviving the Merger shall be FL LLC (the "Surviving Entity"). The Merger is permitted by the State of Florida under which laws the Surviving Entity was organized. The principal office address of the Surviving Entity shall be 6177 Executive Boulevard, Rockville, MD 20852.

**EIGHT:** The name of the FL LLC as the Surviving Entity shall be HAMPTON 110 LLC. This entity exists before the merger and is a domestic filing entity. Following the Merger, the Articles of Organization of FL LLC shall be amended to provide that the name of the Surviving Entity is Hampton 110 LLC, pursuant to the Articles of Amendment attached hereto as Exhibit B. The Articles of Organization of FL LLC, as amended, shall otherwise continue in full force and effect as the Articles of Organization of the Surviving Entity.

**NINTH:** On the Effective Date (as defined below), the registration of MD LLC as a foreign entity in the State of Florida shall terminate and its Certificate of Authority to transact business in the State of Florida shall be canceled pursuant to Section 14-11-905(d) of the Florida Limited Liability Company Act.

**TENTH:** The MD LLC and the FL LLC each has one class of membership interests held by the sole member. By virtue of the Merger, all membership interests in MD LLC issued and outstanding immediately prior to the Effective Date shall automatically and without any action on the part of the holder thereof convert into membership interests of the Surviving Entity. The Surviving Entity has agreed to pay to any members with appraisal rights the amount, to which such members are entitled under the provisions of Sections 605.1006 and 605.1061-605.1072 of the Florida Revised Limited Liability Company Act.

**ELEVENTH:** The Merger is effective upon the date of the filing of these Articles of Merger with the Florida Department of State (the "Effective Date").

**TWELFTH:** The Plan of Merger is on file at the place of business of the Surviving Entity, HAMPTON 110 LLC, 6177 Executive Boulevard, Rockville, MD 20852. A copy of the Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to the members of the Constituent Entities.

**THIRTEENTH:** Pursuant to Section 4A-710 of the Maryland Limited Liability Company Act, following the Merger, the FL LLC, as the Surviving Entity, agrees that it may be served with process in the State of Maryland in any action, suit, or proceeding for the enforcement of any obligation of the non-surviving MD LLC that arose before the Merger and hereby irrevocably appoints the Maryland State Department as its agent to accept service of process in any such action, suit, or proceeding described above. The address to which a copy of the process shall be mailed is 6177 Executive Boulevard, Rockville, MD 20852.

**IN WITNESS WHEREOF**, the Constituent Entities have caused these Articles of Merger to be signed in their respective names and on their behalf by their respective Managers who acknowledge that these Articles of Merger are the act of the Constituent Entities, respectively, and that to the best of their knowledge, information and belief and under the penalties of perjury, all matters and facts contained in these Articles of Merger are true in all material respects.

**HAMPTON 110, LLC**

(a Maryland limited liability company)

By:   
Robert G. Epstein, Manager

**HAMPTON 110 MERGER SUB, LLC**

(a Florida limited liability company)

By:   
Robert G. Epstein, Manager

**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER**

**BY AND BETWEEN**

**HAMPTON 110, LLC  
(A MARYLAND LIMITED LIABILITY COMPANY)**

**AND**

**HAMPTON 110 MERGER SUB, LLC  
(A FLORIDA LIMITED LIABILITY COMPANY)**

## **AGREEMENT AND PLAN OF MERGER**

This AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into as of February 23, 2021, by and between HAMPTON 110, LLC, a Maryland limited liability company (the "MD LLC"), and HAMPTON 110 MERGER SUB, LLC, a Florida limited liability company (the "FL LLC"), for the purpose of merging them into one Florida limited liability company. MD LLC and FL LLC are from time to time individually referred to as the "Constituent Entity" and collectively as the "Constituent Entities."

### **RECITALS**

WHEREAS, MD LLC is a limited liability company duly organized and existing under the laws of the State of Maryland and, as of the date hereof, all voting membership interests in MD LLC are held by Robert G. Epstein Revocable Trust dated December 5, 2006, as amended.

WHEREAS, MD LLC is authorized to transact business in Florida as a foreign limited liability company (Florida ID: M19000002912).

WHEREAS, FL LLC is a limited liability company duly organized and existing under the laws of the State of Florida and, as of the date hereof, all voting membership interests in FL LLC are held by Robert G. Epstein Revocable Trust dated December 5, 2006, as amended (the "Trust").

WHEREAS, the Trust, as the sole voting member of each Constituent Entity (the "Voting Member"), has determined that it is advisable and in the best interest of both Constituent Entities that MD LLC be merged with and into FL LLC, on the terms and conditions set forth herein and in accordance with the provisions of Sections 4A-701- 4A-710 of the Maryland Limited Liability Company Act, and Sections 605.1021-605.1026 of the Florida Revised Limited Liability Company Act, respectively.

WHEREAS, each of the Constituent Entities has, with the approval of its Voting Member, adopted the Plan of Merger embodied in this Agreement.

NOW, THEREFORE, in consideration of the mutual promises hereinafter set forth and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Constituent Entities hereby agree as follows:

#### **1. THE MERGER**

##### **1.1 THE MERGER**



Upon the terms and subject to the conditions hereof, on the Effective Date (as hereinafter defined), MD LLC shall be merged with and into FL LLC, in accordance with the applicable laws of the State of Maryland and the State of Florida (the "Merger"). The separate existence of MD LLC shall cease, and FL LLC shall be the surviving entity (the "Surviving Entity") and shall be governed by the laws of the State of Florida. The name of the Surviving Entity shall be "Hampton 110 LLC."

## 1.2 EFFECTIVE DATE

The Merger shall become effective as of the date of filing (the "Effective Date") of the Articles of Merger with the Maryland Department of Assessments and Taxation and the Certificate of Merger with the Florida Department of State, all after satisfaction of the requirements of the applicable laws of such States prerequisite to such filings, including, without limitation, the approval of the members of the Constituent Entities.

## 1.3 TERMINATION OF EXISTENCE OF MD LLC

On the Effective Date, the separate existence of MD LLC shall terminate, and the Articles of Merger filed with the Maryland Department of Assessments and Taxation shall act as a certificate of cancellation for MD LLC, pursuant to Section 4A-709 of the Maryland Limited Liability Company Act.

## 1.4 TERMINATION OF THE REGISTRATION OF MD LLC AS A FOREIGN ENTITY IN FLORIDA

On the Effective Date, the registration of MD LLC as a foreign entity in the State of Florida shall terminate and its Certificate of Authority to transact business in the State of Florida shall be canceled pursuant to Section 14-11-905(d) of the Florida Limited Liability Company Act.

## 1.5 ARTICLES OF ORGANIZATION; AMENDMENT

On the Effective Date, the Articles of Organization of FL LLC shall be amended to provide that the name of the Surviving Entity is Hampton 110 LLC and shall otherwise continue in full force and effect as the Articles of Organization of the Surviving Entity.

## 1.6 MEMBERS AND MANAGERS

On the Effective Date, the sole member of the Surviving Entity will be the Trust.

## 2. MERGER OF EQUITY INTERESTS

The Trust is the sole member and holder of all membership interests issued by each Constituent Entity. Upon the Effective Date, by virtue of the Merger, all membership interests in MD LLC shall automatically be cancelled and retired, and the Trust shall cease

to have any rights with respect thereto. The Trust shall remain the sole member and holder of all membership interests of the Surviving Entity.

### 3. EFFECT OF THE MERGER

On the Effective Date of the Merger, the Surviving Entity, without further act, deed or other transfer shall retain, succeed to, possess and be vested with all the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of MD LLC. Any real or personal property held by the MD LLC will vest in the Surviving Entity without transfer, reversion, or impairment, and all debts, liabilities and duties of the MD LLC shall become the debts, liabilities and duties of the Surviving Entity.

### 4. GENERAL

#### 4.1 ABANDONMENT

At any time before the Effective Date, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Voting Member of either Constituent Entity.

#### 4.2 AMENDMENT

At any time prior to the Effective Date, this Agreement may be amended or modified in writing by the Voting Member of each Constituent Entity.


#### 4.3 GOVERNING LAW

This Agreement shall be governed by, construed and enforced in accordance with the laws of the State of Maryland.

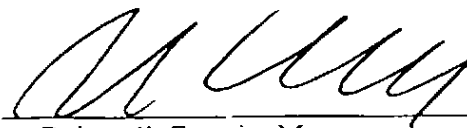
*(Signature page follows)*

IN WITNESS WHEREOF, the parties hereto have entered into and signed this Agreement as of the date and year first written above.

HAMPTON 110, LLC  
(a Maryland limited liability company)

By:   
Robert G. Epstein, Manager

HAMPTON 110 MERGER SUB, LLC  
(a Florida limited liability company)

By:   
Robert G. Epstein, Manager

**EXHIBIT B**

ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION