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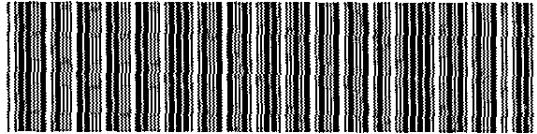
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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CHM Clement Hotel Partners, LLC

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- ☐ Art of Inc. File
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- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☒ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
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- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

Requested by:

Name SP Date 8/18/06 Time 10:44

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**CERTIFICATE OF MERGER
TRIPLE R, L.L.C.
WITH AND INTO
CHM CLERMONT HOTEL PARTNERS, LLC**

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TALLAHASSEE, FLORIDA
L 030000332

Pursuant to Section 608.4382 of the Florida Statutes, the undersigned certifies as follows:

1. The entities that are to merge and the jurisdiction of their formation are Triple R, L.L.C., a Florida limited liability company, and CHM Clermont Hotel Partners, LLC, a Delaware limited liability company.
2. The name of the company surviving the Merger (the "Surviving Company") is CHM Clermont Hotel Partners, LLC, a Delaware limited liability company.
3. The attached Agreement and Plan of Merger (the "Agreement of Merger") dated as of August 17, 2006, by and among the merging entities has been approved and executed by both merging entities in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.
4. The attached Agreement of Merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized and incorporated.
5. The effective date of the merger shall be the date on which this certificate of merger is filed.
6. The principal place of business of the Surviving Company is c/o Chartwell Hospitality, LLC, 5110 Maryland Way, Suite 120, Brentwood, Tennessee 37027.
7. The Surviving Company shall pay to any members with appraisal rights the amount, to which such members are entitled under Sections 608.4351-608.43595, Florida Statutes.
8. The Surviving Company is qualified to transact business in the State of Florida.

IN WITNESS WHEREOF, this Certificate of Merger has been executed by a duly authorized person on behalf of each Company on this 18th day of August, 2006.

TRIPLE R, L.L.C.

By: Robert G. Schaedle, III

Title: Manager

CHM CLERMONT HOTEL PARTNERS, LLC

By: CHMB Florida Hotel Investors, LLC,
its sole member

By: CHMB Florida Hotel Manager, LLC,
its managing member

By: Robert G. Schaedle, III
Robert G. Schaedle, III
Manager Member

Exhibit

Agreement and Plan of Merger

**AGREEMENT AND PLAN OF MERGER
OF
TRIPLE R, L.L.C.
INTO
CHM CLERMONT HOTEL PARTNERS, LLC**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") dated this 18 day of August, 2006, is by and between TRIPLE R, L.L.C. a Florida limited liability company (the "Merged Company"), and CHM CLERMONT HOTEL PARTNERS, LLC, a Delaware limited liability company (the "Surviving Company").

Section 1. The Parties.

The name of the company planning to merge is Triple R, L.L.C., a Florida limited liability company. The name of the surviving company is CHM Clermont Hotel Partners, LLC, a Delaware limited liability company.

Section 2. Terms and Conditions of the Merger.

The Merged Company shall merge with and into the Surviving Company upon the filing of certificates of merger in the states of Delaware and Florida and any other necessary filings. The separate existence of the Merged Company shall cease upon the effective date of the merger, and the Surviving Company shall continue as a Delaware limited liability company. All assets, real estate, property, liabilities, rights, privileges, and franchises of the Merged Company shall inure to the Surviving Company without further act or deed.

Section 3. Conversion of Membership Interests.

Upon the merger, all membership interests of the Surviving Company shall remain issued and outstanding units of the Surviving Company. The issued and outstanding units of the Merged Company shall be cancelled.

Section 4. Management of Surviving Company.

The Surviving Company is managed by its sole member, CHMB Florida Hotel Investors, LLC, whose business address is c/o Chartwell Hospitality, LLC, 5110 Maryland Way, Suite 120, Brentwood, Tennessee 37027.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by themselves or their duly authorized representatives as of the day and year first written above.

MERGED COMPANY:

Triple R, L.L.C.

By: Robert G. Schaedle, III

Title: Manager

SURVIVING COMPANY:

CHM CLERMONT HOTEL PARTNERS, LLC

By: CHMB Florida Hotel Investors, LLC,
its sole member

By: CHMB Florida Hotel Manager, LLC,
its managing member

By: Robert G. Schaedle, III

Robert G. Schaedle, III
Manager Member