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@ 12/16/09

Law Offices

*Michael Wm Mead, P.A.*

24 Walter Martin Road, Suite 3  
Fort Walton Beach, Florida 32548

Telephone: (850) 243-3135

Facsimile: (850) 244-4849

*Michael Wm Mead*

*Michael Wm Mead, Jr.*

*John S. Mead*

Please reply to:

Post Office Box 1329

Fort Walton Beach, Florida 32549-1329

December 11, 2009

Department of State  
Division of Corporations  
Corporate Filings  
PO Box 6327  
Tallahassee, Florida 32314

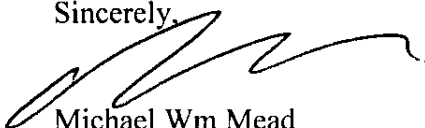
RE: Regency Inn of SanDestin, Inc.

Ladies and Gentlemen,

Enclosed please find the original Articles of Merger as they relate to the above corporation. Also enclosed is my trust account check in the sum of \$78.75, representing the filing fee of \$70.00 and \$8.75 for a certified copy of same.

Once filed, please return same to me in the enclosed prepaid envelope.

Sincerely,



Michael Wm Mead

MWM/tlc

Enc: a/s

**ARTICLES OF MERGER**  
**of**  
**REGENCY INN OF SANDESTIN, INC.**

FILED STATE  
SECRETARY OF  
TALLAHASSEE, FLORIDA  
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Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging:

1. The names of the corporations which are parties to the within merger are BUDGET INN OF OAKDALE, INC., and REGENCY INN OF SANDESTIN, INC., and REGENCY INN OF SANDESTIN, INC., is the surviving corporation.

2. On the 15th day of November, 2008, the following plan of merger, to be effective on the 1<sup>st</sup> day of January, 2009, was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act:

See Exhibit "A" attached hereto and made a part hereof

3. As to each of the undersigned corporations, the number of shares outstanding and the designation and number of the shares of each class entitled to vote as a class, are as follows:

Name of Corporation	Total number of Shares Outstanding	Designation of Class	Number of Shares
BUDGET INN OF OAKDALE, INC.	500	Common	7500
REGENCY INN OF WALTON BEACH, INC.	500	Common	10000

4. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to any class entitled to vote as a class, the number of shares voted for and against the plan respectively, are as follows:

**BUDGET INN OF OAKDALE, INC.**

Total Voted For:	100%
Total Voted Against:	0
Class	Common
Voted For:	100%
Voted Against:	0

**REGENCY INN OF SANDESTIN, INC.**

Total Voted For:	100%
Total Voted Against:	0
Class	Common
Voted For:	100%
Voted Against:	0

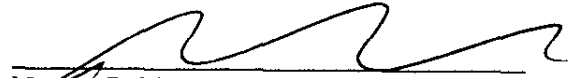
DATED: this 15<sup>th</sup> day of November, 2008.

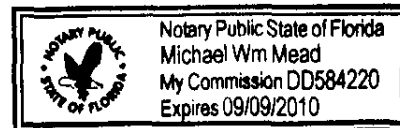
**REGENCY INN OF SANDESTIN, INC.**

By:   
KISHOR N. PATEL, Shareholder

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was executed this 3<sup>TH</sup> day of <sup>December</sup>~~November~~,  
2009, by Kishor N. Patel, who is personally known to me.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



---

EXHIBIT "A"

TO

ARTICLES OF MERGER

(PLAN OF MERGER)

## **PLAN OF MERGER**

Plan of merger dated the 15<sup>th</sup> day of November, 2008 (with effective date of January 1, 2009) between REGENCY INN OF SANDESTIN, INC., referred to as the surviving corporation, and BUDGET INN OF OAKDALE, INC., referred to as the absorbed corporation.

### **STIPULATION**

1. REGENCY INN OF SANDESTIN, INC., is a corporation organized and existing under the laws of the State of Florida, with its principal office at 203 SW Miracle Strip Parkway, Fort Walton Beach, Florida 32548.

2. REGENCY INN OF SANDESTIN, INC., has a capitalization of 1000 authorized shares of \$1.00 common stock, of which 500 shares are issued and outstanding.

3. BUDGET INN OF OAKDALE, INC., is a corporation organized and existing under the laws of the State of Louisiana with its principal office at 657 Highway 165, Oakdale, Louisiana 71463.

4. BUDGET INN OF OAKDALE, INC., has a capitalization of 10,000 authorized shares of \$1.00 common stock of which 500 shares are issued and outstanding.

5. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that BUDGET INN OF OAKDALE, INC., be merged into REGENCY INN OF SANDESTIN, INC., pursuant to the provisions of Section 607.1101 et seq, of the Florida Business

Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

**Section One. Merger:** BUDGET INN OF OAKDALE, INC., shall merge with and into REGENCY INN OF SANDESTIN, INC., which shall be the surviving corporation.

**Section Two. Terms and Conditions:** On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

**Section Three. Conversion of Shares:** The manner and basis of converting the shares of the absorbed corporation into shares, of the surviving corporation is as follows:

(a) Each share of the common stock of BUDGET INN OF OAKDALE, INC., issued and outstanding on the effective date of the merger shall be converted into ONE (1) share of the common stock of REGENCY INN OF SANDESTIN, INC., which shares of common stock of the surviving corporation shall then be issued and outstanding.



(b) The conversion shall be effective as follows: After the effective date of the merger, and upon the absorbed corporation surrendering their common stock to the surviving corporation or its duly appointed agent, the stock ownership in the surviving corporation, REGENCY INN OF SANDESTIN, INC., shall be in the following amounts:

Kishor N. Patel

1000 shares

**Section Four. Changes in Articles of Incorporation:** The articles of incorporation of the surviving corporation, REGENCY INN OF SANDESTIN, INC., shall continue to be the articles of incorporation following the effective date of the merger.

**Section Five. Changes in Bylaws:** The bylaws of the surviving corporation REGENCY INN OF SANDESTIN, INC., shall continue to be its bylaws following the effective date of the merger.

**Section Six. Directors and Officers:** The directors and officers of the surviving corporation REGENCY INN OF SANDESTIN, INC., on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

**Section Seven. Prohibited Transactions:** Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. Approval by Shareholders: This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before the 15<sup>th</sup> day of November, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Nine. Effective Date of Merger: The effective date of this merger shall be the 1<sup>st</sup> day of January 2009 notwithstanding the date the Articles of Merger are filed with the Florida Department of State.

Section Ten. Abandonment of Merger: This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before the 15th day of November, 2008; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

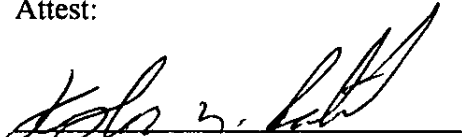
Section Eleven. Execution of Agreement: This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their


corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on this, the 15<sup>th</sup> day of November, 2008.

**REGENCY INN OF SANDESTIN, INC.**

Attest:

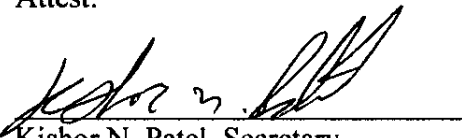
  
Kishor N. Patel, Secretary

BY:

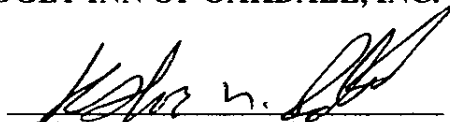
  
Kishor N. Patel, President

**BUDGET INN OF OAKDALE, INC.**

Attest:

  
Kishor N. Patel, Secretary

BY:

  
Kishor N. Patel, President

**ADOPTION OF PLAN OF MERGER OR SHARE EXCHANGE  
RESOLUTION OF BOARD OF DIRECTORS  
OF  
BUDGET INN OF OAKDALE, INC.**

Since there has been submitted to and discussed at this meeting a plan providing for the merger of this corporation with REGENCY INN OF SANDESTIN, INC.; and

Since this board of directors deems it to be in the best business interest of this corporation and its shareholders that this corporation BUDGET INN OF OAKDALE, INC., be merged with REGENCY INN OF SANDESTIN, INC.: it is

RESOLVED, that the terms and conditions of the plan of merger submitted to this meeting are approved and adopted, and that this corporation BUDGET INN OF OAKDALE, INC., merge pursuant to the terms of such agreement; and

FURTHER RESOLVED, that the president and secretary are authorized and directed to execute and deliver to REGENCY INN OF SANDESTIN, INC., in the name of the corporation, the plan of merger submitted to this meeting, a copy of which is attached as Exhibit "A" and incorporated by reference;

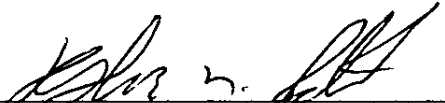
FURTHER RESOLVED, that the officers of this corporation are authorized and directed to take such steps as they may deem necessary or proper to obtain the approval of the plan by the vote of the holders of at least a majority of the outstanding shares of this corporation at a special meeting of shareholders called for on the 15<sup>th</sup> day of

November, 2008, at 9:00 AM, at the principal office of the corporation; and

FURTHER RESOLVED that the 15th day of November, 2008, is fixed as the record date for termination of shareholders of the corporation entitled to vote on the proposed merger;

FURTHER RESOLVED, that the officers of this corporation are directed to prepare and execute articles of merger as required by the Florida Business Corporation Act, and to execute all documents and in general to take all necessary and proper action to carry out the purposes of these resolutions.

Executed this 15<sup>th</sup> day of November, 2008.

  
\_\_\_\_\_  
Kishor N. Patel, Secretary  
BUDGET INN OF OAKDALE, INC.

## **NOTICE OF SPECIAL SHAREHOLDERS MEETING**

TO:       The shareholders of  
  
BUDGET INN OF OAKDALE, INC.

A special meeting of the shareholders of BUDGET INN OF OAKDALE, INC. will be held on the 15<sup>th</sup> day of November, 2008, at 9:00 AM at the principal office of the corporation, 657 Highway 165, Oakdale, Louisiana 71463, for the following purposes:

1. To approve and adopt the plan of merger dated January 1, 2010 by the terms of which this corporation will merge with REGENCY INN OF SANDESTIN, INC., a Florida corporation, the plan having been approved by a majority of each of the respective boards of directors. A copy of the plan is attached as Exhibit "A" and incorporated by reference.

2. To authorize the board of directors of this corporation to take all appropriate action to effectuate the plan of merger if it is approved and adopted by the holders of at least a majority of the outstanding shares of the corporation.

3. To transact any other business as may properly come before the meeting.

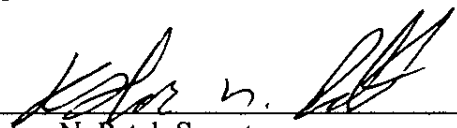
Only shareholders of record on the 1st day of January, 2008, will be entitled to vote at the meeting.

Please take note that if the plan of merger is effected, shareholders dissenting from the plan are entitled to be paid the fair market value of their shares if

they file written objection to the plan before a vote of shareholders is taken, and if they make proper demand on the corporation for payment of the shares within the time prescribed by statute.

By order of the board of directors.

DATED: November 15, 2008

  
\_\_\_\_\_  
Kishor N. Patel, Secretary  
BUDGET INN OF OAKDALE, INC.

## **NOTICE OF SPECIAL SHAREHOLDERS MEETING**

TO: The shareholders of REGENCY INN OF SANDESTIN, INC.

A special meeting of the shareholders of REGENCY INN OF SANDESTIN, INC., will be held on the 15<sup>th</sup> day of November, 2008, at 9:00 AM at the principal office of the corporation, 203 SW Miracle Strip Parkway, Fort Walton Beach, Florida 32548, for the following purposes:

1. To approve and adopt the plan of merger dated November 15, 2008, by the terms of which BUDGET INN OF OAKDALE, INC., a Louisiana corporation, will merge with this corporation, wherein REGENCY INN OF SANDESTIN, INC., will be the surviving corporation, the plan having been approved by a majority of each of the respective boards of directors. A copy of the plan is attached as Exhibit "A" and incorporated by reference.

2. To authorize the board of directors of this corporation to take all appropriate action to effectuate the plan of merger if it is approved and adopted by the holders of at least a majority of the outstanding shares of the corporation.

3. To transact any other business as may properly come before the meeting.

Only shareholders of record as of the 1<sup>st</sup> day of January, 2008, will be entitled to vote at the meeting.

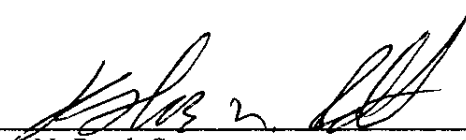
Please take note that if the plan of merger is effected, shareholders dissenting from the plan are entitled to be paid the fair market value of their shares if



they file written objection to the plan before a vote of shareholders is taken, and if they make proper demand on the corporation for payment of the shares within the time prescribed by statute.

By order of the board of directors.

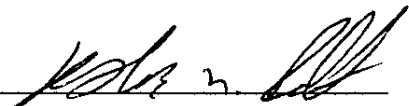
DATED: November 15, 2008

  
\_\_\_\_\_  
Kishor N. Patel, Secretary  
REGENCY INN OF SANDESTIN, INC.

### WRITTEN CONSENT

WE, the undersigned, constituting all of the outstanding shareholders of BUDGET INN OF OAKDALE, INC., approve and consent to the adoption of the attached plan of merger of the corporation with REGENCY INN OF SANDESTIN, INC.

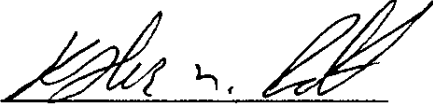
Executed by each of the undersigned on the date set forth opposite his/her name, below:

<u>Name of Shareholder</u>	<u>Signature</u>	<u>Date</u>
Kishor N. Patel		11/15/08

### WRITTEN CONSENT

WE, the undersigned, constituting all of the outstanding shareholders of REGENCY INN OF SANDESTIN, INC., approve and consent to the adoption of the attached plan of merger of the corporation BUDGET INN OF OAKDALE, INC.

Executed by each of the undersigned on the date set forth opposite his/her name, below:

<u>Name of Shareholder</u>	<u>Signature</u>	<u>Date</u>
Kishor N. Patel		11/15/08