

Document Number Only

P94000007910

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

300002357883--1

-11/26/97--01065--013

\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

Receivership Hotel Holdings of Florida, Inc.

into:

Max Properties, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

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FILE STAMP

11/26

Merger  
11/26/97  
JC

CR2E031 (1-89)

FILED  
97 NOV 26 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 NOV 26 PM 12:31  
DIVISION OF CORPORATION

P94000007910

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

RECEIVERSHIP HOTEL HOLDINGS OF FLORIDA, INC., a Florida corporation,  
P94000007910

INTO

**MOR PROPERTIES, INC.**, a New Jersey corporation not qualified in Florida.

File date: November 26, 1997

Corporate Specialist: Darlene Connell

ARTICLES OF MERGER  
OF  
RECEIVERSHIP HOTEL HOLDINGS OF FLORIDA, INC.  
AND  
MOR PROPERTIES, INC.

FILED  
97 NOV 26 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger:

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Receivership Hotel Holdings of Florida, Inc., a Florida corporation, with and into Mor Properties, Inc., a New Jersey corporation.

2. The sole shareholder of Receivership Hotel Holdings of Florida, Inc. approved and adopted the Agreement and Plan of Merger by his written consent given on October 29, 1997, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Receivership Hotel Holdings of Florida, Inc. with and into Mor Properties, Inc. is permitted by the laws of the jurisdiction of organization of Mor Properties, Inc., and has been authorized in compliance with said laws. The date of approval and adoption of the Agreement and Plan of Merger by the sole shareholder was October 29, 1997.

Executed on October 29, 1997.

RECEIVERSHIP HOTEL HOLDINGS  
OF FLORIDA, INC.

By: 

Robb Evans, Trustee  
President

MOR PROPERTIES, INC.

By: 

Robb Evans, Trustee  
President

## AGREEMENT AND PLAN OF MERGER

of

**HOSPITALITY CORPORATION OF MACON,  
RECEIVERSHIP HOTEL HOLDINGS OF FLORIDA, INC.,  
AND SALTEX, INC.**

**into  
MOR PROPERTIES, INC.**

This Agreement and Plan of Merger (this "Agreement") is made this 29<sup>th</sup> day of October, 1997, by and among Hospitality Corporation of Macon, a Delaware corporation, Receivership Hotel Holdings of Florida, Inc., a Florida corporation, and Saltex, Inc., a Delaware corporation, hereinafter collectively called the "Merging Corporations"; and Mor Properties, Inc., a New Jersey corporation, hereinafter called the "Surviving Corporation", and, together with the Merging Corporations, collectively, the "Corporations".

As trustee appointed by the United States District Court for the District of Columbia, and under orders of that court, the sole stockholder of the Surviving Corporation owns all of the outstanding stock of each of the Merging Corporations; all of the Corporations wish to simplify their business procedures, record keeping and administrative structure to avoid duplicative functions; and the sole shareholder of each of the Corporations has concluded that, for these and other reasons, a merger is in the best interests of the Corporations and of the trust of which their shareholder is the court-appointed trustee.

Therefore, the Corporations hereby agree as follows:

1. **Merger.** The Merging Corporations shall merge into the Surviving Corporation. The merger shall be effective on the date (the "Effective Date") this Agreement and the last of any other required documents are filed with the Secretary of State of the State of New Jersey. As promptly as practical after the Effective Date, the Surviving corporation shall cause certified copies of this Agreement to be filed with the Secretary of State for each state of incorporation of the Merging Corporations and with the recorder of real property deeds for any county in which any of the Corporations then owns an interest in real property.

2. **Succession.** On the Effective Date, the Merging Corporations shall all cease to exist and shall no longer exercise their powers, privileges and franchises under the laws of their respective states of incorporation. The Surviving Corporation shall succeed to

the rights, property and assets of and exercise all of the powers, privileges and franchises of the Merging Corporations and shall assume and be liable for all of the debts and liabilities, if any, of the Merging Corporations. The Surviving Corporation shall indemnify and hold harmless the Merging Corporations and each of their officers, directors and shareholders, from and against all debts, liabilities and demands of or against the Merging Corporations and from and against all debts, liabilities and demands arising out of this merger. The title to any real property vested in any of the Corporations shall not revert or be in any way impaired by reason of this merger, but shall be vested in the Surviving Corporation.

3. **Stock.** The shares of the Merging Corporations shall not be converted into shares of the Surviving Corporation, but shall be canceled as of the Effective Date. The authorized capital stock of the Surviving Corporation shall not be changed, but shall be and remain the same as before the merger. On the Effective Date, the Surviving Corporation shall continue to have ten shares of common stock and no other equity interests issued and outstanding.

4. **Incorporation.** On the Effective Date, the state of incorporation of the Surviving Corporation shall continue to be the State of New Jersey.

5. **Officers and Directors.** On the Effective Date, the officers and sole director of the Surviving Corporation shall be the same officers and sole director in office as of December 31, 1996.

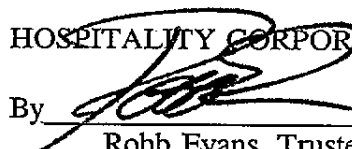
6. **Name.** On the Effective Date, the name of the Surviving Corporation shall be and remain the same.

7. **Certificate of Organization and Bylaws.** On the Effective Date, all provisions of the existing certificate of organization of the Surviving Corporation, on file with the Secretary of State of New Jersey, shall constitute the certificate of organization of the Surviving Corporation. On the Effective Date, the Surviving Corporation's Bylaws, as in effect on the Effective Date, shall continue to be the Bylaws of the Surviving Corporation.

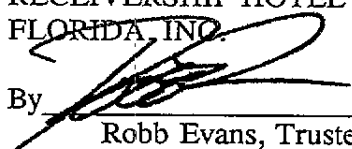
8. **Further Assurances.** All of the Corporations shall take, or cause to be taken, all action, or do or cause to be done, all things necessary, proper or advisable under the laws of their respective states of incorporation to consummate and make effective the merger.

This Agreement has been duly authorized by the sole shareholder and sole director of each of the Corporations, in accordance with the laws of the States of Delaware, Florida and New Jersey, and is signed and sealed by the duly authorized officer of each of the Corporations as of the day and year first above written.

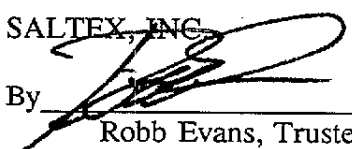
HOSPITALITY CORPORATION OF MACON

By   
Robb Evans, Trustee  
President and Secretary

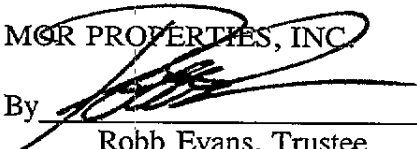
RECEIVERSHIP HOTEL HOLDINGS OF  
FLORIDA, INC.

By   
Robb Evans, Trustee  
President and Secretary

SALTEX, INC.

By   
Robb Evans, Trustee  
President and Secretary

MGR PROPERTIES, INC.

By   
Robb Evans, Trustee  
President and Secretary

**JOINT ACTION BY WRITTEN CONSENT  
OF THE SOLE SHAREHOLDER AND SOLE DIRECTOR OF  
RECEIVERSHIP HOTEL HOLDINGS OF FLORIDA, INC.**

In accordance with the Florida Corporation Act and Articles II and III, Sections 7 and 11 respectively, of the Bylaws of Receivership Hotel Holdings of Florida, Inc. (the "Company"), the undersigned being the sole stockholder and sole director of the Company does hereby adopt the following resolutions by his written consent:

**WHEREAS**, the sole stockholder of Mor Properties, Inc. a New Jersey corporation ("Mor"), owns all of the outstanding stock of the Company; and

**WHEREAS**, in order to carry out the intent and purposes for which the Company was organized, the sole shareholder and sole director of the Company deems it advisable to merge the Company into Mor and upon the effective date of such merger transfer all of its assets and liabilities, if any, and all of its powers and privileges to Mor thereby ceasing its corporate existence; be it therefore

**RESOLVED**, that the Company shall be merged into Mor, whereby its corporate existence is ceased; and

**FURTHER RESOLVED**, that the officer of the Company be, and he hereby is, authorized and empowered to take any or all actions deemed necessary or advisable on behalf of the Company in order to carry out the intent of the foregoing resolution.

IN WITNESS WHEREOF, the undersigned has executed this joint written consent to be effective as of October 29, 1997 and hereby directs that an executed copy of this joint written consent be filed with the minutes of the proceedings of the Company.

A handwritten signature in black ink, appearing to read 'Robb Evans', is written over a horizontal line.

ROBB EVANS, Trustee for certain assets  
of the United States, by appointment  
of the United States District Court  
for the District of Columbia

Sole Shareholder and Sole Director