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L. SELLERS

NOV - 4 2008

EXAMINER

MERGER OR SHARE EXCHANGE

Bana Residuals, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$68.75

\$90.00

RECEIVED

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Help

STATE OF FLORIDA
ARTICLES OF MERGER
MERGING
RIMCO XIV, INC.
INTO
BANA RESIDUALS, LLC

Pursuant to Title XXXVII, Sec. 607.1109 of Florida law, the undersigned merging corporation submits the following Articles of Merger for filing and certifies that:

- FIRST:** The name and jurisdiction of formation or organization of each of the entities to merge are as follows:
- RIMCO XIV, INC., a Florida corporation
BANA RESIDUALS, LLC, a Delaware limited liability company
- SECOND:** The name of the surviving limited liability company is BANA RESIDUALS, LLC.
- THIRD:** The Agreement and Plan of Merger is attached.
- FOURTH:** The Agreement and Plan of Merger was approved by the Sole Member of the surviving limited liability company and the Sole Shareholder of the merging corporation on October 17, 2008.
- FIFTH:** The Operating Agreement of BANA RESIDUALS, LLC in effect at the time of the Merger shall continue in full force and effect as the Operating Agreement of the surviving entity.
- SIXTH:** The principal office of the surviving corporation is 100 North Tryon Street, Charlotte, NC, 28255.
- SEVENTH:** This surviving entity hereby appoints the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger.
- EIGHTH:** The Merger shall become effective as of the date of filing this Certificate of Merger.

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, these Articles of Merger has been duly executed as of the ___ day of October, 2008.

RIMCO XIV, INC.

By: *Nathan A. Bach*
Nathan A. Bach, Secretary

RANA Holdings, LLC

By: *Marilyn S. Gentry*
Marilyn S. Gentry
Authorized Representative

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

MERGING

RIMCO XIV, INC.

INTO

BANA RESIDUALS, LLC

Pursuant to this Agreement and Plan of Merger, the name of the entity which shall be merged is **RIMCO XIV, INC.**, a Florida corporation.

The name of the surviving entity is **BANA RESIDUALS, LLC**, a Delaware limited liability company.

The Merger shall be in accordance with the following terms and conditions:

- FIRST:** Upon the Merger becoming effective, **RIMCO XIV, INC.** shall be merged with and into **BANA RESIDUALS, LLC**, which shall be the surviving party.
- SECOND:** The Certificate of Formation of **BANA RESIDUALS, LLC** in effect at the time of the Merger shall continue in full force and effect as the Certificate of Formation of the surviving entity.
- THIRD:** Additional terms and conditions of the Merger are as follows:
- (a) The Operating Agreement of **BANA RESIDUALS, LLC** at the time of the Merger shall be and remain the Operating Agreement of the surviving entity until the same shall be altered, amended or repealed as therein provided.
 - (b) The members and officers of **BANA RESIDUALS, LLC** shall continue in office upon and after the time of the Merger.
 - (c) The Merger shall become effective upon filing of the Certificate of Merger in each of the states of Delaware and Florida, provided that upon such date, all acts and things shall have been done as shall be required for accomplishing the merger under the applicable provisions of the laws of the states of Delaware and Florida.
- FOURTH:** The manner of converting the outstanding ownership interest and/or shares of the capital stock of the constituent entities is as follows:
- (a) Each share of capital stock of **RIMCO XIV, INC.** issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.
 - (b) The limited liability company interests of **BANA RESIDUALS, LLC** that are issued and outstanding immediately prior to the: