

Division of Corporations

P95000083722

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MERGER OR SHARE EXCHANGE

Bana Residuals, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	<del>\$68.75</del> \$90.00

70.00  
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November 7, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CT CORPORATION

SUBJECT: IRESC, INC.  
REF: P95000083722

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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SECRETARY OF STATE  
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STATE OF FLORIDA  
ARTICLES OF MERGER  
MERGING  
IRESC, INC.  
INTO  
BANA RESIDUALS, LLC

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

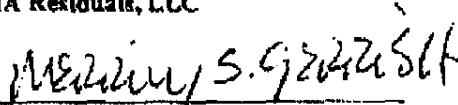
- FIRST:** The name and jurisdiction of formation or organization of each of the entities to merge are as follows:
- IRESC, INC., a Florida corporation  
BANA RESIDUALS, LLC, a Delaware limited liability company
- SECOND:** The name of the surviving limited liability company is BANA RESIDUALS, LLC.
- 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 principle office of the surviving corporation is 100 North Tryton Street, Charlotte, NC, 28255.
- SEVENTH:** The 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.

IN WITNESS WHEREOF, these Articles of Merger has been duly executed as of the 17<sup>th</sup>  
day of October, 2008.

RIMCO XIV, INC.

RANA Restduals, LLC

By:   
Nathan A. Barth, Secretary

By:   
Merrily S. Gerrish, Secretary

**AGREEMENT AND PLAN OF MERGER**

**MERCING**

**IRESC, INC.**

**INTO**

**BANA RESIDUALS, LLC**

Pursuant to this Agreement of Merger, the name of the entity which shall be merged is **IRESC, 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, **IRESC, INC.** shall be merged with and into **BANA RESIDUALS, LLC**, which shall be the surviving entity.
- 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 **IRESC, 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 effective time of the Merger shall remain issued and outstanding and shall be unaffected by the Merger.

**FIFTH:** Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be abandoned by actions of the Sole Member and Manager of BANA RESIDUALS, LLC or the shareholders of IRESC, INC. at any time prior to the effective date specified in Article FOURTH above of this Agreement and Plan of Merger.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger to be signed on the 17 day of October, 2008.

**BANA RESIDUALS, LLC**

By: [Signature]  
Bank of America, National Association  
Manager and Sole Member  
By: Todd Hammond, Assistant Secretary

**IRESC, INC.**

By: [Signature]  
Merrily S. Gerrish, President

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