

P99000018352



UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, FL 32301
(850) 681-6528

HOLD

FOR PICKUP BY
UCC SERVICES

OFFICE USE ONLY (Document #)

786702

400003181514--1
-03/23/00--01040--011
*****90.00 *****90.00

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Driftwood Hospitality Management Inc.

- ☐ Walk In
☐ Mail Out
☐ Will Wait
☐ Photocopy

☐ Pick Up Time

☒ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCUMENTS

RUSH

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

RECEIVED
FILED
MAR 23 AM 11:22
MAR 23 PM 4:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

3/23

35
25
30

671

Ordered By:

Date:

ARTICLES OF MERGER
Merger Sheet

MERGING:

DRIFTWOOD HOSPITALITY MANAGEMENT, INC., A FLORIDA
CORPORATION

INTO

DRIFTWOOD HOSPITALITY MANAGMENT, LLC. corporation not qualified in
Florida

File date: March 23, 2000

Corporate Specialist: Lee Rivers

ARTICLES OF MERGER
of
DRIFTWOOD HOSPITALITY MANAGEMENT, INC.
With and Into
DRIFTWOOD HOSPITALITY MANAGEMENT, LLC

999-18352

fnq

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act, Driftwood Hospitality Management, LLC, a Delaware limited liability company, as the Surviving Entity in a Merger, hereby submits the following Articles of Merger:

1. **Parties to the Merger:** The names of the entities which are parties to the merger (the "**Merger**") contemplated by these Articles of Merger are Driftwood Hospitality Management, Inc., a Florida corporation (the "**Merging Corporation**"), and Driftwood Hospitality Management, LLC, a Delaware limited liability company. The Surviving Entity in the Merger is Driftwood Hospitality Management, LLC, a Delaware limited liability company (the "**Surviving Entity**").

2. **Plan of Merger:** The plan of merger is set forth in an Agreement and Plan of Merger, dated as of March 20, 2000, between the Merging Corporation and the Surviving Entity (the "**Agreement of Merger**"), a copy of which Agreement of Merger is attached hereto as Exhibit "A".

3. **Approval:** The Agreement of Merger was approved by (a) the sole shareholder of Merging Corporation in accordance with applicable provisions of the Florida Business Corporation Act, F.S. Chapter 607, and (b) the sole member of the Surviving Entity in accordance with applicable laws of the State of Delaware.

4. **Effective Date:** The Merger shall become effective on the later to occur of the filing of these Articles of Merger with the Florida Department of State and the filing of a Certificate of Merger relating to the Merger with the Delaware Secretary of State.

5. **The Surviving Entity:**

(a) The address, including street and number, of the principal office of the Surviving Entity is c/o National Registered Agents, Inc., 9 East Loockerman Street, Dover, Kent County, Delaware 19901.

(b) The Surviving Entity is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Merging Corporation.


(c) The Surviving Entity has agreed to promptly pay to the dissenting shareholders of the Merging Corporation the amount, if any, to which they are entitled under Section 607.1302.

FILED
MAR 23 PM 1:09
TALLAHASSEE
FLORIDA
SECRETARY OF STATE

Dated the 20 day of March, 2000.


Surviving Entity:

**DRIFTWOOD HOSPITALITY
MANAGEMENT, LLC**, a Delaware limited
liability company

By: 
David Buddemeyer, President

Merging Corporation:

**DRIFTWOOD HOSPITALITY
MANAGEMENT, INC.**, a Florida
corporation

By: 
David Buddemeyer, President

I:\W-CO\35430\001\ART-MGR

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "**Agreement**") made and entered into this 2 day of March, 2000 by and between:

Driftwood Hospitality Management, Inc., a Florida corporation with its principal office located at 312 Clematis Street, Suite 306, West Palm Beach, Florida 33401 (hereinafter referred to as the "**Merging Corporation**"),

and

Driftwood Hospitality Management, LLC, a Delaware limited liability company, with its principal office located at c/o National Registered Agents, Inc., 9 East Loockerman Street, Dover, Kent County, Delaware 19901 (hereinafter referred to as the "**Surviving Entity**").

WITNESSETH:

WHEREAS, the Merging Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, the Surviving Entity is a limited liability company duly organized and existing under and by virtue of the laws of the State of Delaware; and

WHEREAS, pursuant to duly authorized action by their respective Board of Directors and sole Stockholder and sole Member, as applicable, the Merging Corporation and the Surviving Entity have determined that they shall merge (the "**Merger**") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with Section 18-209 of the Delaware Limited Liability Company Act and Section 607.1108 of the Florida Business Corporation Act;

NOW THEREFORE, in consideration of the mutual premises herein contained, the Merging Corporation and the Surviving Entity hereby agree as follows:

1. **MERGER.** The Merging Corporation and the Surviving Entity agree that the Merging Corporation shall be merged with and into the Surviving Entity, as a single and surviving entity, upon the terms and conditions set forth in this Agreement and that the Surviving Entity shall continue under the laws of the State of Delaware as the surviving entity.

2. **SURVIVING ENTITY.** On and after the effective date of the Merger:

(a) The Surviving Entity shall be the surviving entity, and shall continue to exist as a limited liability company under the laws of the State of Delaware, with all of the rights

FILED
00 MAR 23 14:09
STATE OF FLORIDA
TALLAHASSEE

and obligations of such Surviving Entity as are provided by the Delaware Limited Liability Company Act.

(b) The Merging Corporation shall cease to exist, and its property shall become the property of the Surviving Entity as the Surviving Entity.

3. **TERMS AND CONDITIONS OF MERGER.** The terms and conditions of the Merger are the following:

(a) **Operating Agreement.** The Operating Agreement of the Surviving Entity shall continue as the Operating Agreement of the Surviving Entity.

4. **MANNER AND BASIS OF CONVERTING SHARES INTO SURVIVING ENTITY.** The issued and outstanding shares and rights to acquire shares of the Merging Corporation shall be converted as follows:

(a) Each and every share of common stock in the Merging Corporation and each right to acquire shares of common stock or other securities of the Merging Corporation shall be canceled and no longer be issued or outstanding, and no membership interests in the Surviving Entity will be issued in respect thereof; and

(b) The sole member of the Surviving Entity shall remain the sole member of the Surviving Entity.

5. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and approved by the respective Board of Directors and Shareholder or member, as the case may be, of the Merging Corporation and the Surviving Entity. Subsequent to the execution of this Agreement by the appropriate officers of the Merging Corporation and the Surviving Entity, the proper officers of the Merging Corporation and the Surviving Entity shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

6. **EFFECTIVE DATE OF MERGER.** The Merger shall be effective on the later to occur of the filing by the Surviving Entity of Articles of Merger relating to the Merger with the Department of State of the State of Florida and the filing of a Certificate of Merger relating to the Merger with the Secretary of State of the State of Delaware.

7. **MISCELLANEOUS.**

(a) **Governing Law.** This Agreement shall be construed in accordance with the laws of the State of Delaware.


(b) **No Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the sole shareholder of the Merging Corporation and the sole member of the Surviving Entity, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

(c) **Complete Agreement.** This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modifications.

IN WITNESS WHEREOF, Driftwood Hospitality Management, Inc. and Driftwood Hospitality Management, LLC have caused this Agreement to be executed by their duly authorized officers as of the day and year first above written.

Constituent Entities:

DRIFTWOOD HOSPITALITY MANAGEMENT,
INC., a Florida corporation, the Merging Corporation

By: 
David Buddemeyer, President

DRIFTWOOD HOSPITALITY MANAGEMENT,
LLC, a Delaware limited liability company, the
Surviving Entity

By: 
David Buddemeyer, President