

LO6 000073772

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000276132 3))



H080002761323ABC\$

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : SBA COMMUNICATIONS CORPORATION
Account Number : I20020000107
Phone : (561)995-7670
Fax Number : (561)998-3448

2008 DEC 18 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

MERGER OR SHARE EXCHANGE

HC Acquisition LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$58.75

C. LEWIS
80.00 DEC 19 2008
EXAMINER

RECEIVED
2008 DEC 18 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF MERGER

The following Certificate of Merger is submitted to merge the following Florida limited liability company in accordance with section 608.4382, Florida Statutes.

First: The name and jurisdiction of the surviving limited liability company:

<u>Name</u>	<u>Jurisdiction</u>
HC Acquisition LLC	Florida

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Horvath Communications Towers, LLC	Indiana

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective at 11:59 p.m. on December 31, 2008.


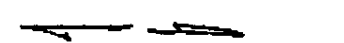
Fifth: Adoption of Plan of Merger by the surviving limited liability company:

The attached plan of merger was approved by each domestic limited liability company that is party to the merger in accordance with the applicable provisions of Chapters 608, Florida Statute.

Sixth: Adoption of Plan of Merger by the merging corporation:

The attached plan of merger was approved by each foreign limited liability company that is party to the merger in accordance with the applicable laws of the state under which such foreign limited liability company is organized.

Seventh: SIGNATURES FOR EACH ENTITY

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed of Printed Name of Individual and Title</u>
HC Acquisition LLC		Thomas P. Hunt Senior Vice President
Horvath Communications Towers, LLC		Thomas P. Hunt Senior Vice President

FILED
 2009 DEC 18 AM 11:27
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

H08000276132 3

PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 608.4382, Florida Statutes.

- 1. The name and jurisdiction of the **surviving** limited liability company:

<u>Name</u>	<u>Jurisdiction</u>
HC Acquisition LLC	Florida

- 2. The name and jurisdiction of the **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Horvath Communications Towers, LLC	Indiana

- 3. SBA Senior Finance II LLC, a Florida limited liability company owns one hundred percent (100%) of the issued and outstanding membership interest of the surviving limited liability company. The surviving limited liability company owns 100% of the membership interest of the merging corporation.

- 4. On the effective date of the merger, each of the issued and outstanding membership interest of the merging corporation, and all rights in respect thereof, shall be canceled.

- 5. Other provisions relating to the merger are as follows:

(A) **Assumption of Assets.** All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of the merging corporation shall be transferred to and vested in the surviving limited liability company without further act or deed, and all property (including real, personal and intellectual) of the merging corporation shall be the property of the surviving limited liability company.

(B) **Assumption of Obligations.** All obligations of the merging corporation shall become obligations of the surviving limited liability company.

(C) **Effective Date.** The merger shall become effective at 11:59 p.m. on December 31, 2008 (the "Effective Date").

(D) **Members Approvals.** The Members of the surviving limited liability company and the merging corporation have approved this Plan of Merger and the filing of the Certificate of Merger and all other documents or certificates required to be filed with the Florida Department of State, each by Written Consent dated December 12, 2008.

2008 DEC 18 AM 11:27
 FILED
 TALLAHASSEE FLORIDA
 CLERK OF THE COURT

(E) Articles of Organization. The Articles of Organization of the surviving limited liability company shall continue to be the Articles of Organization of said surviving limited liability company until further amended and changed in accordance with the provisions of the Florida Limited Liability Act.

(F) Operating Agreement. The Operating Agreement of the surviving limited liability company in effect currently and at and as of the Effective Date will remain the Operating Agreement of the surviving limited liability company without any modification or amendment in the merger.

(G) Officers and Directors. The directors and officers of the surviving limited liability company shall be those persons who were the members of the Board of Directors and the officers, respectively, of the surviving limited liability company immediately prior to the Effective Date and shall remain the directors and officers of the surviving limited liability company until their successors shall have been duly elected and qualified.

(H) Required Actions. HC Acquisition LLC shall take, or cause to be taken, all action required or advisable under the laws of the State of Florida to consummate and make effective the intent of this Plan of Merger.

(I) Dissenters' Rights. Because the merging corporation has one shareholder, there will not be dissenters' rights in connection with the merger

FILED
2008 DEC 18 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA