

To: 18506176380 From: 19047196847 Date: 08/24/18 Time: 1:40 PM Page: 01/06

8/24/2018

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MERGER OR SHARE EXCHANGE

MPC Telco Fund I, LLC

Certificate of Status	0
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Page Count	05
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AUG 27 2018

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**ARTICLES OF MERGER  
OF  
FRESH GOLD MEDIA II, LLC  
WITH AND INTO  
MPC TELCO FUND I, LLC**

2018 AUG 24 PM 1:40  
DIVISION OF CORPORATE  
REGISTRATION

The following Articles of Merger are prepared in accordance with Sections 605.102, Florida Statutes, and submitted to merge the following Delaware limited liability company into the following Florida limited liability company in accordance with Section 605.1021, Florida Statutes.

1. Fresh Gold Media II, LLC, a Delaware limited liability company, is merging with and into MPC Telco Fund I, LLC, a Florida limited liability company, that has been assigned document number L15000108319.

2. The attached Plan of Merger was approved by Fresh Gold Media II, LLC, in accordance with the applicable provisions of the Delaware Limited Liability Company Act, and specifically title 6, section 18-209 of the Delaware Code, by unanimous written consent of the member and manager of Fresh Gold Media II, LLC, on July 31, 2018.

3. The attached Plan of Merger was approved by MPC Telco Fund I, LLC, in accordance with the applicable provisions of Chapter 605, Florida Statutes, by unanimous written consent of the members and the manager of MPC Telco Fund I, LLC, on July 31, 2018.

4. Pursuant to the Plan of Merger, Fresh Gold Media II, LLC, shall be merged with and into MPC Telco Fund I, LLC, the surviving corporation.

5. MPC Telco Fund I, LLC, as the surviving corporation, has agreed to pay to any members of any limited liability company with appraisal rights the amount to which such members may be entitled under Chapter 605, Florida Statutes.

6. The merger shall be effective as of the date of this filing.

*[Signatures on Following Page]*

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The undersigned have executed the Articles of Merger as of August 24, 2018.

**Fresh Gold Media II, LLC**, a Delaware limited liability company

By: MPC Telco Fund I, LLC

Its: Sole Member and Manager

By: MPC Telco Management, LLC

Its: Manager

By: 

Bruce N. Orr, Manager

**MPC Telco Fund I, LLC**, a Florida limited liability company

By: MPC Telco Management, LLC

Its: Manager

By: 

Bruce N. Orr, Manager

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## **PLAN OF MERGER**

**THIS PLAN OF MERGER** (the "Plan") is dated effective as of July 31, 2018, by and between Fresh Gold Media II, LLC, a Delaware limited liability company ("Fresh Gold"), and MPC Telco Fund I, LLC, a Florida limited liability company ("MPC" or the "Surviving Entity"). Fresh Gold and MPC are hereinafter sometimes referred to collectively as the "Constituent Entities."

## **RECITALS**

**WHEREAS**, the managers and members of MPC and manager and member of Fresh Gold determined that it would be in the best interests of their respective entities and their respective shareholders and members for Fresh Gold to merge with and into MPC in accordance with Florida and Delaware law.

## **AGREEMENT**

**NOW, THEREFORE**, in consideration of the premises, and the mutual covenants, agreements, provisions and grants herein contained, the Constituent Entities hereby agree and prescribe the terms and conditions of this Plan and the mode of carrying the same into effect, as follows:

1. **Merger.** Subject to and on the terms and conditions set forth herein, on the Effective Date (as defined in Section 2 below), Fresh Gold shall be merged (the "Merger") with and into MPC, with the separate corporate existence of Fresh Gold ceasing and MPC shall continue as the surviving entity of the Merger.
2. **Effective Date.** The Merger shall become effective upon the filing of the Articles of Merger in such form as is required with the Secretary of State of the State of Florida or at such subsequent date and time as the Constituent Entities shall specify in the Articles of Merger (the "Effective Date").
3. **Effect of Merger.** Upon the Effective Date: (a) Fresh Gold and MPC shall become a single limited liability company and the separate existence of Fresh Gold shall cease; (b) MPC shall succeed to and possess all the rights, privileges, powers, and immunities of Fresh Gold, which, together with all of the assets, properties, business, patents, trademarks, and goodwill of Fresh Gold of every type and description wherever located, shall vest in MPC without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent Entities shall remain unimpaired; and (d) the name of MPC shall remain.
4. **Articles of Organization, Etc.** Upon the Effective Date and by virtue of the Merger: (a) the articles of organization of MPC, as in effect immediately prior to the Effective Date, shall be the articles of organization of the Surviving Entity until thereafter amended in accordance with the provisions thereof and as provided by Florida law; (b) the Operating Agreement of MPC, as in effect immediately prior to the Effective Date, shall be the Operating Agreement of the Surviving Entity until thereafter amended in accordance with the provisions

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thereof and as provided by Florida law; and (c) the certificate of formation of Fresh Gold, as in effect immediately prior to the Effective Date shall be terminated.

5. **Conversion of Membership Interests.** Upon the Effective Date, all of the membership interests of Fresh Gold issued and outstanding immediately prior to the Effective Date shall be cancelled, and all Units (defined in the Operating Agreement) of MPC issued and outstanding immediately prior to the Effective Date shall remain outstanding and each such Unit shall continue to represent one Unit of the Surviving Entity.

6. **Governing Law.** This Plan shall be governed and construed in accordance with the laws of the State of Florida, without regard to conflict of law principles.

7. **Counterparts.** This Plan may be executed in counterparts, each of which when so executed shall constitute an original copy hereof, but both of which together shall be considered but one and the same document.

*{Signatures on the Following Page}*

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**IN WITNESS WHEREOF**, the Constituent Entities have executed this Plan of Merger on the date first above written.

**FRESH GOLD:**

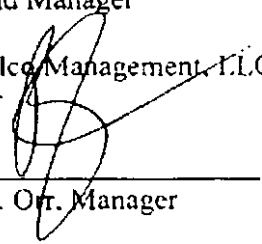
**Fresh Gold Media II, LLC**, a Delaware limited liability company

By: MPC Telco Fund I, LLC

Its: Sole Member and Manager

By: MPC Telco Management, LLC

Its: Manager

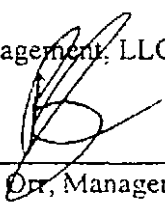
By:   
Bruce N. Orr, Manager

**MPC:**

**MPC Telco Fund I, LLC**, a Florida limited liability company

By: MPC Telco Management, LLC

Its: Manager

By:   
Bruce N. Orr, Manager

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