

M11000003804

2016-10-31 14:35:40 CST

19812089045 From: Ranae McGraw

PLEASE HONOR ORIGINAL DATE OF 10-28-16

Florida Department of State
Division of Corporations
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To: Division of Corporations
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Account Number : FCA00000023
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

MERGER OR SHARE EXCHANGE
AMERICAN TOWERS LLC

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$60.00

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October 31, 2016

FLORIDA DEPARTMENT OF STATE
Division of Corporations

AMERICAN TOWERS LLC
116 HUNTINGTON AVE. 11TH FLOOR
BOSTON, MA 02116

SUBJECT: AMERICAN TOWERS LLC
REF: M11000003804

PLEASE HONOR ORIGINAL DATE OF 10-28-16

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

IF YOU ARE USING THIS FORM YOU MUST SUBMIT A PLAN OF MERGER.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair
Regulatory Specialist II

FAX Aud. #: H16000266908
Letter Number: 216A00023322

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P.O BOX 6327 - Tallahassee, Florida 32314

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DIVISION OF CORPORATIONS
19 OCT 28 AM 9:17

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: American Towers LLC

Name of Surviving Party

Please return all correspondence concerning this matter to:

Kathleen Quinn

Contact Person

American Tower Corporation

Firm/Company

116 Huntington Avenue, 11th floor

Address

Boston, MA 02116

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kathleen Quinn

at (617) 375-7500

Name of Contact Person

Area Code and Daytime Telephone Number

Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

19 OCT 28 AM 9:11 L
DIVISION OF CORPORATIONS
STATE OF FLORIDA

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
ATC FL Towers, Inc.	Florida	Corporation
American Towers LLC	Delaware	limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
American Towers LLC	Delaware	limited liability company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:
11:59 p.m. on October 31, 2016

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

American Towers LLC

116 Huntington Avenue, 11th floor

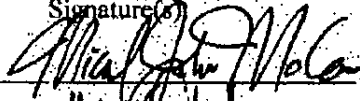
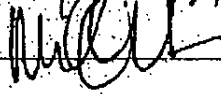
Boston, MA 02116

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida 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 party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s)	Typed or Printed Name of Individual:
ATC FL Towers, Inc.		Michael John McCormack
American Towers LLC		Mncesha O. Nabata

Corporations:

Chairman, Vice-Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General Partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
_____	_____	_____

THIRD: The terms and conditions of the merger are as follows:

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of October 31, 2016, is entered into by and between ATC FL Towers, Inc., a Florida corporation ("ATC FL"), and American Towers LLC, a Delaware limited liability company ("American Towers").

RECITALS

- A. ATC FL is a corporation incorporated and existing under the laws of the State of Florida.
- B. American Towers is a limited liability company organized and existing under the laws of the State of Delaware.
- C. The Board of Directors of ATC FL and American Towers, as the sole shareholder of ATC FL, deem it advisable and in the best interest of ATC FL for ATC FL to be merged with and into American Towers, with American Towers being the surviving entity (the "Merger").
- D. The sole Manager (as hereinafter defined) and sole member of American Towers deem it advisable and in the best interest of American Towers for ATC FL and American Towers to effect the Merger.
- E. The Board of Directors and sole shareholder of ATC FL and the sole Manager and sole member of American Towers have approved this Agreement by resolutions duly adopted in accordance with the Florida Business Corporations Act (the "FBCA") and the Delaware Limited Liability Company Act (the "DLLCA").

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein, and in accordance with applicable laws, the parties hereto agree as follows:

Section 1. The Merger. Subject to the terms and conditions of this Agreement and in accordance with the FBCA and the DLLCA, ATC FL will be merged with and into American Towers, with American Towers being the surviving entity (the "Surviving Entity") of the Merger. At the Effective Time (as hereinafter defined), the separate corporate existence of ATC FL will cease and the Surviving Entity, to the extent permitted by applicable law, will succeed to all the business, properties, assets and liabilities of ATC FL.

Section 2. Effective Time. The Merger shall be effective as of the later of (a) the date and time on which a Certificate of Merger has been filed in the office of the Secretary of State of the State of Delaware and Articles of Merger have been filed in the office of the Secretary of State of the State of Florida or (b) 11:59 p.m. Eastern Time, on October 31, 2016 (the "Effective Time").

Section 3. Organizational Documents. The Certificate of Formation and Limited Liability Company Agreement of American Towers as in effect immediately before the Effective Time shall be the Certificate of Formation and Limited Liability Company Agreement, respectively, of the Surviving Entity after the Effective Time.

Section 4. Manager. The Manager of American Towers immediately before the Effective Time shall be the Manager of the Surviving Entity immediately after the Effective Time. The Manager of American Towers is American Tower Corporation, a Delaware corporation, located at 116 Huntington Avenue, 11th Floor, Boston, MA 02116 (the "Manager").

Section 5. Equity Interests. At the Effective Time, (a) each share of capital stock of ATC FL issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and no consideration therefor shall be payable to the holder of any such stock and (b) all of the limited liability company interests of American Towers issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, remain unchanged.

Section 6. Termination and Abandonment; Amendment. At any time before the Effective Time and for any reason, this Agreement may be (a) amended by an agreement in writing executed in the same manner as this Agreement and duly authorized by the Board of Directors and sole shareholder of ATC FL, on the one hand, and the Manager and sole member of American Towers, on the other hand, or (b) terminated or abandoned by the Board of Directors of ATC FL or the Manager or sole member of American Towers.

Section 7. Miscellaneous. This Agreement constitutes the entire agreement, and supersedes all other representations, warranties, agreements and understandings, both written and oral, among the parties with respect to the subject matter hereof. This Agreement shall be governed by and construed in accordance with the law of Delaware without regard to its conflicts of laws provisions. This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns. This Agreement is for the sole benefit of the parties hereto and their permitted assigns and respective successors and nothing herein, express or implied, is intended or shall confer upon any other person or entity any legal or equitable right, benefit or remedy of any nature whatsoever under or by reason of this Agreement. Neither this Agreement nor any of the rights, interests or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other parties. Any assignment in violation of the preceding sentence shall be void. The provisions of this Agreement shall be deemed severable and the invalidity or unenforceability of any provision shall not affect the validity or enforceability of the other provisions hereof. The covenants and agreements of the parties contained in this Agreement shall survive the execution and delivery of this Agreement and the consummation of the transactions contemplated hereby. This Agreement may be executed in the original, by facsimile or by any generally accepted electronic means (including transmission of a pdf file containing an executed signature page) in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the day and year first written above.

ATC FL TOWERS, INC.

By: 

Name: Mneesha O. Nahata
Title: Assistant Secretary

AMERICAN TOWERS LLC

By: 

Name: Mneesha O. Nahata
Title: Assistant Secretary