

*Priority*

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

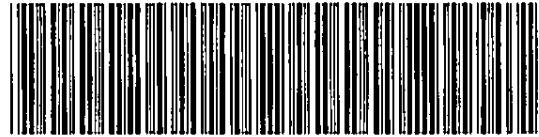
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED  
18 MAY 16 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*merger*

R. WHITE

MAY 16 2018



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 8, 2018

MICHAEL HUBNER  
601 CLEARWATER PARK RD  
WEST PALM BEACH, FL 33401

SUBJECT: ION MEDIA TELEVISION, INC.  
Ref. Number: P94000080833

We have received your document for ION MEDIA TELEVISION, INC. and your check(s) totaling \$210.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document is incomplete. We only recieved the plan of merger. Please see enclosed the correct document for filing articles of merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White  
Regulatory Specialist II

Letter Number: 618A00009478

*Handwritten signature: R. White*

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** ION Media Television, Inc.  
\_\_\_\_\_  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Michael Hubner

\_\_\_\_\_  
Contact Person

ION Media Networks, Inc.

\_\_\_\_\_  
Firm/Company

601 Clearwater Park Road

\_\_\_\_\_  
Address

West Palm Beach, FL 33401

\_\_\_\_\_  
City/State and Zip Code

michaelhubner@ionmedia.com

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

For further information concerning this matter, please call:

Michael Hubner

\_\_\_\_\_  
Name of Contact Person

At ( 212 ) 603-8407  
\_\_\_\_\_  
Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

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18 MAY 16 PM 12: 18

**ARTICLES OF MERGER**  
(Profit Corporations)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ION Media Television, Inc.	Florida	P94000080833

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ION Media of Phoenix, Inc.	Florida	P96000064771-
ION Media of Boston, Inc.	Florida	P99000043518-
ION Media of Fayetteville, Inc.	Florida	P97000065265-
ION Media of Providence, Inc.	Florida	P96000014754-
ION Media LPTV, Inc.	Florida	P96000010714

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** \_\_\_\_ / \_\_\_\_ / \_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**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.

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 4/26/2018.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 4/26/2018.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

[illegible]

## **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>ION Media Television, Inc.</u>	<u>Florida</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>ION Media of Phoenix, Inc.</u>	<u>Florida</u>
<u>ION Media of Boston, Inc.</u>	<u>Florida</u>
<u>ION Media of Fayetteville, Inc.</u>	<u>Florida</u>
<u>ION Media of Providence, Inc.</u>	<u>Florida</u>
<u>ION Media LPTV, Inc.</u>	<u>Florida</u>

**Third:** The terms and conditions of the merger are as follows:

Upon the terms and conditions in the Merger Agreement and in accordance with Section 607.1104 of the FBCA, each merging corporation shall be merged with and into ION Media Television, Inc. at such time as the Articles and Plan of Merger are filed with the Florida Secretary of State. Following such time, the separate corporate existence of each merging corporation shall cease, and ION Media Television, Inc. shall continue as the surviving corporation. The effects and consequences of the Merger shall be as set forth in the Merger Agreement and the FBCA.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

1. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of the parent or the subsidiary or the holders of shares of capital stock of the subsidiary:

(a) each share of common stock of the subsidiary, par value \$0.01 per share ("Common Stock"), all of which is owned by the parent or the subsidiary (as treasury stock or otherwise), will automatically be canceled and retired and will cease to exist, and no consideration will be delivered in exchange therefor; and

(b) each share of capital stock of parent issued and outstanding immediately prior to the Effective Time shall remain outstanding following the consummation of the Merger.

2. Stock Certificates. Upon surrender to parent of the certificates (the "Certificates") that immediately prior to the Effective Time evidenced outstanding shares of Common Stock, together with a duly executed letter of transmittal and such other documents as parent shall require, each Certificate shall forthwith be canceled.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: