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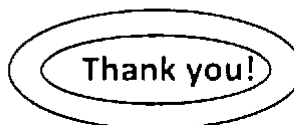
Name:	SF LAND ACQUISITION, LLC / WASTE MANAGEMENT INC. OF FLORIDA
Document #:	
Order #:	11971077

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Amount: \$ 10.00



**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>
SF Land Acquisition, LLC	Florida	Limited Liability Company

416-212270

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>
Waste Management Inc. of Florida	Florida	Corporation

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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.

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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:

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:



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.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
SF Land Acquisition, LLC		Craig Post
Waste Management Inc. of Florida		Courtney A. Tippy

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

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PLAN OF MERGER

This Plan of Merger ("Plan of Merger"), dated as of July 12th, 2019, by and among SF Land Acquisition, LLC, a Florida limited liability company (hereinafter the "Merging Company"), on the one hand, and Waste Management Inc. of Florida, a Florida corporation (the "Surviving Corporation") on the other hand;

WITNESSETH:

WHEREAS, SF Land Acquisition, LLC is a limited liability company organized and existing under and by virtue of the laws of the State of Florida;

WHEREAS, Waste Management Inc. of Florida is a corporation organized and existing under and by virtue of the laws of the State of Florida;

WHEREAS, the sole Member of the Merging Company is the Surviving Corporation;

WHEREAS, the sole Shareholder of the Surviving Corporation is Waste Management Holdings, Inc., a Delaware corporation; and

WHEREAS, the Member of the Merging Company and the Shareholder of the Surviving Corporation hereto deem it desirable and in the best interests of the respective entities that the Merging Company be merged into and with the Surviving Corporation, such that the Surviving Corporation will be the surviving corporation of the merger and consolidation, whose name upon giving effect to such merger shall be "WASTE MANAGEMENT INC. OF FLORIDA" as authorized by the statutes of the State of Florida and under and pursuant to the terms and conditions herein set forth, and the Member and Board of Directors have duly approved of and authorized the terms and conditions of this Plan of Merger and consolidation;

NOW, THEREFORE, in consideration of the mutual promises and covenants, and subject to the terms and conditions herein set forth, the parties hereto hereby agree as follows:

1. The name and state of incorporation/formation of each of the entities proposing to merge and consolidate are:

<u>Name</u>	<u>State of Inc./Formation</u>
SF Land Acquisition, LLC	Florida
Waste Management Inc. of Florida	Florida

2. The parties hereto shall be merged into a single entity by the Merging Company merging with and into the Surviving Corporation, which Surviving Corporation shall survive the merger pursuant to, and shall be deemed to continue to exist under and

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be governed by, the provisions of the laws of the State of Florida, and whose name, upon and after the effectiveness of the merger, shall be "WASTE MANAGEMENT INC. OF FLORIDA." The address of the registered agent or principal office of the Surviving Corporation in its state of incorporation shall continue to be the same address as prior to the effectiveness of the merger. Upon such merger, the separate corporate existence of the Merging Company shall cease and terminate, and the Surviving Corporation shall become the owner, without other transfer, of all the rights, franchises and properties, of every type and nature, of the Merging Company, and shall become subject to all the debts and liabilities of the Merging Company to the extent such company was subject to such debts and liabilities.

3. The Certificate of Incorporation and Bylaws of the Surviving Corporation shall, upon the merger becoming effective, be the Certificate of Incorporation and Bylaws, respectively, of the Surviving Corporation as in effect immediately prior to the effective date of the merger and without any further changes therein until the same shall be altered, amended, or repealed or until a new Certificate of Incorporation or Bylaws are adopted as provided therein and by law.

4. The names and addresses of the persons who shall constitute the directors and officers of the Surviving Corporation are those names and addresses of the persons who constitute the directors and officers, respectively, of the Surviving Corporation immediately prior to the effective date of the merger.

5. Units/Shares of the Merging Company and the Surviving Corporation shall be converted, exchanged or cancelled as follows:

(a) Outstanding Units of the Merging Company: The units of the Merging Company that are issued and outstanding on the effective date of the merger, shall together and in the aggregate be automatically cancelled.

(b) Shares of Stock of the Surviving Corporation: The shares of stock of the Surviving Corporation that are issued and outstanding on the effective date of the merger, shall remain outstanding as shares of stock of the Surviving Corporation, which shares of the Surviving Corporation shall continue to be issued, outstanding, fully paid and non-assessable.

6. This Plan of Merger may be terminated and abandoned by action of the Members or Board of Directors of either party at any time prior to the filing and recording of all required documents, whether before or after approval by the respective members or sole shareholder of the parties hereto.

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