

304873

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**MERGER OR SHARE EXCHANGE
SADDLE CREEK CORPORATION**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$68.75

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(H22000177251 3)

ARTICLES OF MERGER
of
SADDLE CREEK RAILHEAD MANAGEMENT, LLC,
A FLORIDA LIMITED LIABILITY COMPANY
and
SADDLE CREEK CORPORATION,
A FLORIDA CORPORATION

FILED
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The following Articles of Merger are submitted to merge Saddle Creek Railhead Management, LLC, a Florida limited liability company, into Saddle Creek Corporation, a Florida corporation, in accordance with Sections 605.1025 and 607.1105, Florida Statutes.

As a result of this merger: (i) Saddle Creek Railhead Management, LLC, a Florida limited liability company, shall merge into Saddle Creek Corporation, a Florida corporation; (ii) Saddle Creek Railhead Management, LLC, a Florida limited liability company, shall cease its separate existence; and (iii) Saddle Creek Corporation, a Florida corporation, shall be the surviving entity.

FIRST: Surviving Entity:

For this merger, the name and jurisdiction of the **surviving** entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u>
Saddle Creek Corporation	FL	Corporation	304873

SECOND: Merging Entity:

For this merger, the name and jurisdiction of the **merging** eligible entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u>
Saddle Creek Railhead Management, LLC	FL	LLC	L07000081696

THIRD: Approval of Merger:

The merger was unanimously approved by all (100%) of the Directors of Saddle Creek Corporation, a Florida corporation.

Shareholder approval is not required. However, this merger was also unanimously approved by all (100%) of the voting stock Shareholders of Saddle Creek Corporation, a Florida corporation.

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The merger was unanimously approved by all (100%) of the Members of Saddle Creek Railhead Management, LLC, a Florida limited liability company.

As such, the merger was approved by each domestic merging entity that is a limited liability in accordance with Sections 605-1021 – 605.1026, Florida Statutes; by each other merging entity, if any, in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under Section 605.1023(1)(b), Florida Statutes.

Further as such, the merger was approved by the surviving domestic corporation in accordance with section 607.1101(1)(b), Florida Statutes, and by the organic law governing the other parties to the merger.

FOURTH: As to Saddle Creek Corporation, which is the Surviving Entity:

This entity, Saddle Creek Corporation, a Florida corporation, exists before the merger and is a domestic filing entity, and the Articles of Incorporation of such entity are not being amended hereby.

FIFTH: Approval of Plan of Merger:

The Plan of Merger was unanimously approved by all (100%) of the Directors of Saddle Creek Corporation, a Florida corporation.

Shareholder approval is not required. However, the Plan of Merger was also unanimously approved by all (100%) of the voting stock Shareholders of Saddle Creek Corporation, a Florida corporation.

The Plan of Merger was unanimously approved by all (100%) of the Members of Saddle Creek Railhead Management, LLC, a Florida limited liability company.

SIXTH: Appraisal Rights:

The surviving entity herein has agreed to pay to any members of any limited liability company with appraisal rights the amount to which such members are entitled under the provisions of Sections 605-1006 and 605.1061 – 605.1072, Florida Statutes.

SEVENTH: Effective Date:

The Effective Date of the merger shall be May 23, 2022.

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EIGHTH: Signatures of Each Party:

Surviving Entity:

Saddle Creek Corporation,
a Florida corporation

By: 

Mark Cabrera, as President

Merging Entity:

Saddle Creek Railhead Management, LLC,
a Florida limited liability company

By: Saddle Creek Corporation,
a Florida corporation,
as its Managing Member

By: 

Mark Cabrera, as President