

04/05/2016

15:58 Driver, Mcafee, Peek & Hawthorne

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MERGER OR SHARE EXCHANGE
American Pet Resort, LLC

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H16000084884 3

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**ARTICLES OF MERGER
OF
APR ACQUISITION NEWCO, LLC
WITH AND INTO
AMERICAN PET RESORT, LLC**

American Pet Resort, LLC, a Florida limited liability company (the "Surviving Company"), pursuant to Section 605.1025 of the Florida Revised Limited Liability Company Act (the "Act"), hereby delivers these Articles of Merger (these "Articles") to the Florida Department of State for filing. For purposes of complying with the applicable provisions of the Act with respect to the merger of APR Acquisition Newco, LLC, a Florida limited liability company (the "Disappearing Company"), with and into the Surviving Company (the "Merger"), the Surviving Company has caused its duly authorized officers to execute and deliver these Articles, and to acknowledge, certify and state under penalty of perjury, the following:

ARTICLE I

**NAMES, PRINCIPAL ADDRESSES AND JURISDICTIONS
OF THE CONSTITUENT CORPORATIONS**

The name, principal address and jurisdiction of each of the constituent corporations involved in the Merger are as follows:

<u>Name and Principal Address</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>	<u>Document Number</u>
<i>Surviving Company:</i> American Pet Resort, LLC 5130 University Blvd. West Jacksonville, Florida 32216	Florida	Limited Liability Company	L02000026483
<i>Disappearing Company:</i> APR Acquisition Newco, LLC 5130 University Blvd. West Jacksonville, Florida 32216	Florida	Limited Liability Company	L16000060619

ARTICLE II

PLAN OF MERGER

The Surviving Company is the surviving corporation in the Merger. Each of the Disappearing Company and the Surviving Company adopted, approved, authorized, confirmed, consented to and ratified that certain Plan of Merger, dated as of April 1, 2016, a copy of which is attached hereto as Exhibit A (the "Plan of Merger"), in accordance with the applicable provisions of the Act.

H16000084884 3

ARTICLE III

EFFECTIVE DATE AND TIME

The Merger will be effective as of 12:01 a.m. on the date of filing of these Articles of Merger.

ARTICLE IV

APPROVALS

4.1 Disappearing Company.

Pursuant to Section 605.1023 of the Act, the Disappearing Company's sole member adopted, approved, authorized, confirmed, consented to and ratified the Merger, the Plan of Merger and these Articles by Written Consent of the Sole Member in Lieu of a Special Meeting dated April 1, 2016.

4.2 Surviving Company.

Pursuant to Section 605.1023 of the Act, a majority-in-interest of the Surviving Company's members adopted, approved, authorized, confirmed, consented to and ratified the Merger, the Plan of Merger and these Articles by Written Consent of the Members in Lieu of a Special Meeting dated April 1, 2016.

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DIVISION OF CORPORATIONS

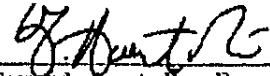
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The constituent corporations have caused these Articles to be executed and delivered by their respective duly authorized officers.

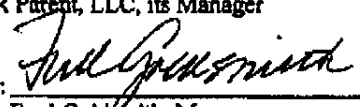
SURVIVING COMPANY:

AMERICAN PET RESORT, LLC

By: 
Fernando Acosta-Rua, Executive Vice
President and Chief Operating Officer

DISAPPEARING COMPANY:

APR ACQUISITION NEWCO, LLC

By: APR Parent, LLC, its Manager
By: 
Fred Goldsmith, Manager

04/05/2016 15:59 Driver, McAfee, Peek & Hawthorne

(FAX)9043011279

P.005/007

H16000084884 3

EXHIBIT A

Plan of Merger

See attached.

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H16000084884 3

SECRETARY OF STATE
DIVISION OF CORPORATIONS AND BUSINESSES

16 APR -5 AM 9:17

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PLAN OF MERGER

DATED AS OF APRIL 1, 2016

1.1 The Merger.

APR Acquisition Newco, LLC, a Florida limited liability company (the "Disappearing Company") will be merged with and into American Pet Resort, LLC, a Florida limited liability company (the "Surviving Company") at the Effective Time (as defined in Section 1.2) (the "Merger"). As a result of the Merger, the separate existence of the Disappearing Company will cease and the Surviving Company will continue as the surviving corporation of the Merger. The Surviving Company's name will remain unchanged by the Merger.

1.2 Effective Time of the Merger.

The Merger will be effective as of 12:01 a.m. on the date of filing of the Articles of Merger (the "Effective Time").

1.3 Effect of the Merger.

Except as expressly provided elsewhere in this Plan of Merger, the Disappearing Company and the Surviving Company will be affected by the Merger in the manner provided by the Florida Revised Limited Liability Company Act (collectively, the "Act").

1.4 Articles of Organization of the Surviving Company.

The Surviving Company's Articles of Organization, as in effect immediately prior to the Effective Time, will remain the Surviving Company's articles of organization from and after the Effective Time, until they are amended and/or restated pursuant to the Act.

1.5 Managers and Officers of the Surviving Company.

(a) Managers. The Surviving Company's managers in office immediately prior to the Effective Time will remain the Surviving Company's managers from and after the Effective Time until such managers' successors are duly elected or appointed and qualified pursuant to the Act and the Surviving Company's operating agreement.

(b) Officers. The Surviving Company's officers in office immediately prior to the Effective Time will remain the Surviving Company's officers from and after the Effective Time until such officers' respective successors are duly elected or appointed and qualified pursuant to the Act and the Surviving Company's operating agreement.

1.6 Disappearing Company's Membership Interests.

At the Effective Time, by virtue of the Merger and without any further action on the part of the Disappearing Company or the Surviving Company, all of the Disappearing Company's membership interests automatically will be converted into one hundred percent (100%) of the membership interests of the Surviving Company.

H16000084884 3

1.7 Surviving Company's Membership Units.

At the Effective Time, by virtue of the Merger and without any further action on the part of the Disappearing Company or the Surviving Company, (a) each Class A Membership Unit of the Surviving Company will be converted into one (1) Class A Membership Unit of APR Parent, LLC, a Florida limited liability company (the "Parent"), (b) each Class B Membership Unit of the Surviving Company will be converted into one (1) Class B Membership Unit of the Parent, (c) each Class C Membership Unit of the Surviving Company will be converted into one (1) Class C Membership Unit of the Parent and (d) each Class D Membership Unit of the Surviving Company will be converted into one (1) Class D Membership Unit of the Parent.

1.8 Parent's Membership Units.

At the Effective Time, all of the Parent's issued and outstanding membership units outstanding immediately prior to the Effective Time automatically will be canceled.