

**L03000012923**

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**MERGER OR SHARE EXCHANGE  
CWC HOLDINGS, LLC**

|                       |                    |
|-----------------------|--------------------|
| Certificate of Status | 0                  |
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\$80.00

**C. LEWIS**

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**EXAMINER**

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**CERTIFICATE OF MERGER OF  
CCCH MILLINOCKETT PROPERTY, LLC  
WITH AND INTO  
CWC HOLDINGS, LLC**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with Section 608.4382, 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>Entity Type</u>        |
|------------------------------------|---------------------|---------------------------|
| 1. CCCH Millinockett Property, LLC | Florida             | Limited Liability Company |
|                                    | Document Number:    | L03000012327              |

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

| <u>Name</u>       | <u>Jurisdiction</u> | <u>Entity Type</u>        |
|-------------------|---------------------|---------------------------|
| CWC Holdings, LLC | Florida             | Limited Liability Company |
|                   | Document Number:    | L03000012323              |

**THIRD:** The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

**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:  
\_\_\_\_\_ N/A \_\_\_\_\_

**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: \_\_\_\_\_ N/A \_\_\_\_\_

**SEVENTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the surviving party agrees to pay to any members with appraisal rights the amount to which such members are entitled under Sections 607.4351-608.43595, Florida Statutes.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

- a) Lists the following street and mailing address of an office which the Florida Department of State may use for the purposes of Section 48.181, Florida Statutes, as follows:

Street address:

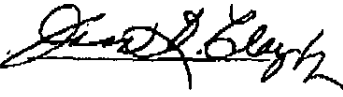
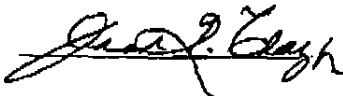
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Mailing address:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

- b) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under Sections 608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for each party.

| <u>Name of Entity</u>                 | <u>Signature(s)</u>                                                                 | <u>Typed or Printed Name and Title of Individual</u> |
|---------------------------------------|-------------------------------------------------------------------------------------|------------------------------------------------------|
| <u>CCCH Millinocket Property, LLC</u> |  | Joan B. Clayton<br><u>Manager</u>                    |
| <u>CWC Holdings, LLC</u>              |  | Joan B. Clayton<br><u>Manager</u>                    |

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PLAN OF MERGER

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The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 608.4381, Florida Statutes, and is being submitted in accordance with Section 608.438, Florida Statutes.

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

| <u>Name</u>                        | <u>Jurisdiction</u> | <u>Entity Type</u>        |
|------------------------------------|---------------------|---------------------------|
| 1. CCCH Millinockett Property, LLC | Florida             | Limited Liability Company |
|                                    | Document Number:    | L03000012327              |

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

| <u>Name</u>       | <u>Jurisdiction</u> | <u>Entity Type</u>        |
|-------------------|---------------------|---------------------------|
| CWC Holdings, LLC | Florida             | Limited Liability Company |
|                   | Document Number:    | L03000012323              |

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

The merging parties shall be merged with and into the surviving party, and the separate existence of each merging party shall cease as of the effective date of this Plan of Merger. The surviving party shall retain the name of "CWC HOLDINGS, LLC" after the merger. As of the effective date of this Plan of Merger, the surviving party shall possess all of the right, privileges, powers and franchises of each merging party, of a public as well as private nature, and all property, real, personal or otherwise, of each merging party, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the surviving party without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the surviving party shall continue unaffected and unimpaired by the merger.

The Articles of Organization and the Operating Agreement of the surviving party, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Organization and the Operating Agreement of the surviving party until duly amended in accordance with law, and no change to such Articles of Organization or Operating Agreement shall be affected by the merger hereunder. The names and addresses of the managers of the surviving party are as follows:

Joan B. Clayton  
1190 North Park Avenue  
Winter Park, FL 32789

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**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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

After the effective date of this Plan of Merger, by virtue of the merger and without any action on the part of the merging party, the owner of the surviving party shall be 100% owner of the surviving entity.

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

Not Applicable

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

Not Applicable

**SEVENTH:** Other provisions, if any, relating to the merger are as follows:

None.

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