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Division of Corporations

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P. 01

Page 1 of 2

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MERGER OR SHARE EXCHANGE  
Venture Commercial, LLC

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FAX NO.

P. 02

H17000326621 3

**ARTICLES OF MERGER**  
**OF**  
**CAYO GRANDE PROPERTIES, LLC,**  
a Florida limited liability company,  
**as the Merging Company,**  
**INTO**  
**VENTURE COMMERCIAL, LLC,**  
a Florida limited liability company,  
**as the Surviving Company,**

Pursuant to Section 605.1025 of the Florida Revised Limited Liability Company Act

Filed by:

Venture Commercial, LLC  
c/o Berger Singerman LLP  
Attn.: William M. Shaheen  
One Town Center Rd., Suite 301  
Boca Raton, FL 33486

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**ARTICLES OF MERGER**

THE UNDERSIGNED hereby submit the following ARTICLES OF MERGER to merge CAYO GRANDE PROPERTIES, LLC, a Florida limited liability company (defined and referenced herein as the "Target Company"), with and into VENTURE COMMERCIAL, LLC, a Florida limited liability company (defined and referenced herein as the "Acquiror"), in accordance with Section 605.1025 of the Florida Revised Limited Liability Company Act (Chapter 605, Florida Statutes) (the "Florida Act") (and such transaction, the "Merger"):

**1.0 Constituent Entity: Non-Surviving Party.** The legal name, type of entity, jurisdiction of formation, and Document Number of the non-surviving party to the Merger (hereinafter referred to as the "Target Company") is as follows:

| <u>Name and Type of Entity</u>                              | <u>Jurisdiction</u> | <u>Document Number</u> |
|---|---------------------|------------------------|
| Cayo Grande Properties, LLC,<br>a limited liability company | Florida             | L07000120233           |

**2.0 Constituent Entity: Surviving Party.** The legal name, type of entity, jurisdiction of formation, and Document Number of the surviving party to the Merger (hereinafter referred to as the "Acquiror") are as follows:

| <u>Name and Type of Entity</u>                          | <u>Jurisdiction</u> | <u>Document Number</u> |
|---|---------------------|------------------------|
| Venture Commercial, LLC,<br>a limited liability company | Florida             | L04000078873           |

**3.0 Authorization of Merger.** On November 1, 2017: (a) Acquiror and Target Company each approved the Merger in accordance with the provisions of Sections 605.1021 through 605.1026, as applicable, of the Florida Act and otherwise in accordance with Florida law, including without limitation the approval of that certain Agreement and Plan of Merger dated as of even date herewith between Acquiror and the Target Company (the "**Plan of Merger**"); and (b) any member of Acquiror or Target Company which, as a result of the Merger, will have interest holder liability under Section 605.1023(1)(b) of the Florida Act, and whose approval is required, approved the Merger.

**4.0 No Amendment to Articles of Organization.** Acquiror exists as a limited liability company under Florida law as of the date of execution hereof and thus is a domestic filing entity prior to the consummation of the Merger. The authorization, approval, and consummation of the Merger shall not amend the Articles of Organization of Acquiror.

**5.0 Appraisal Rights.** In connection with and as part of the Merger, Acquiror has agreed to pay any members of the Target Company with appraisal rights the amount to which such members are entitled to receive under the provisions of Section 605.1006 and Sections 605.1061 through 605.1072 of the Florida Act.

H17000326621 3

**6.0 Effective Date.** The effective date of the Merger shall be the date on which the Florida Department of State, Division of Corporations registers these Articles of Merger.

IN WITNESS WHEREOF, the undersigned have duly executed these Articles of Merger on the 27 day of November, 2017.

ACQUIROR:

VENTURE COMMERCIAL, LLC,  
a Florida limited liability company

By: Southern Ventures of Okaloosa County, LLC,  
a Florida limited liability company, Manager

By:

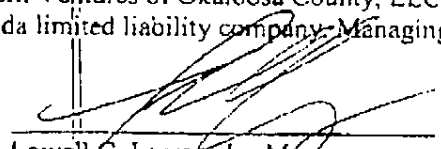
  
Lowell C. Larson, Jr., Manager

TARGET COMPANY:

CAYO GRANDE PROPERTIES, LLC,  
a Florida limited liability company

By: Southern Ventures of Okaloosa County, LLC,  
a Florida limited liability company, Managing Member

By:

  
Lowell C. Larson, Jr., Manager