

Division of Corporations

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# LOS000003932

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Shari Devita

1042030

## MERGER OR SHARE EXCHANGE

LINN MANAGEMENT, LLC

Certificate of Status	0
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Estimated Charge	\$96.25

90.00

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## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address

Jurisdiction

Entity Type

1. Linn Management Corporation  
4601 West Comanche Avenue  
Tampa, FL 33614

Florida

Corporation

Florida Document/Registration Number: P93000087823

FBI Number: 59-3216049

2.

Florida Document/Registration Number:

FBI Number:

3.

Florida Document/Registration Number:

FBI Number:

4.

Florida Document/Registration Number:

FBI Number:

(Attach additional sheet(s) if necessary)

CR25080(9/02)

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**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Street Address

Jurisdiction

Entity Type

Linn Management, LLC

Florida

LLC

4501 West Comanche Avenue

Tampa, FL 33614

Florida Document/Registration Number: L05000003932

FEI Number: 20-2153361

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

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

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Linn Management Corporation	Florida

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Linn Management, LLC	Florida

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

See Attached.

*(Attach additional sheet(s) if necessary)*

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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:

Each share of capital stock, par value \$1 per share, of Linn Management Corporation shall, upon the effective date of the merger, be cancelled and extinguished and shall cease to exist, and shall be converted into one unit of membership interest of Linn Management, LLC. As soon as practical after the effective date of the merger, any holder of a certificate or certificates representing shares of capital stock of Linn Management Corporation shall tender their respective certificates to Linn Management, LLC for cancellation against issuance of units of Linn Management, LLC based on the conversion ratio described above.

- 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:

N/A

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A

If General Partner is a Non-Individual,

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**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

Jeffrey N. Linn  
4601 West Comanche Avenue  
Tampa, FL 33614

Craig Linn  
4601 West Comanche Avenue  
Tampa, FL 33614

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

**EIGHTH:** Other provisions, if any, relating to the merger:

*(Attach additional sheet(s) if necessary)*

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**ATTACHMENT TO PLAN OF MERGER**  
**Terms and Conditions of Merger**

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) The existing Articles of Organization and Operating Agreement of Surviving Party shall remain in effect and unchanged as a result of this merger.

(b) The managers of Surviving Party on the Effective Date shall remain as the managers of the Surviving Party after the merger.

(c) The officers of Surviving Party on the Effective Date shall remain as the officers of Surviving Party.

(d) The Surviving Party shall pay all expenses incident to this merger.

(e) Upon the Effective Date, the separate existence of Merged Party shall cease, and Merged Party shall be merged into Surviving Party, in accordance with the provisions hereof and the laws of the State of Florida. After the merger, Surviving Party shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of Merged Party. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merged Party shall be vested in Surviving Party, and the title to any real estate, whether by deed or otherwise, vested in Merged Party shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged Party shall be preserved unimpaired; and all debts, liabilities and duties of Merged Party shall thenceforth attach to Surviving Party and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by Surviving Party.

(f) Following the merger, Surviving Party shall cause a copy of the Articles of Merger, or such other documents as the officers of Surviving Party shall agree, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Party is situated.

(g) If, at any time, Surviving Party shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Party, according to the terms hereof, the title to any property or rights of Merged Party, the proper officers or managers of Merged Party shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Party, and otherwise to carry out the purposes of this Plan.

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