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Email Address: wblair@slk-law.com**MERGER OR SHARE EXCHANGE****Sunera LLC**

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LLC Merger

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ARTICLES OF MERGER
Merging
SUNERA PCI SERVICES LLC
a Florida Limited Liability company
with and into
SUNERA LLC
a Florida Limited Liability company

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 605.1025 of the Florida Revised Limited Liability Company Act, this Articles of Merger is submitted to merge the following Florida Limited Liability Companies.

ARTICLE I

The exact name, type of entity and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Sunera PCI Services LLC	Florida	Limited Liability Company
Sunera LLC	Florida	Limited Liability Company

ARTICLE II

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Sunera LLC	Florida	Limited Liability Company

ARTICLE III

The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity 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 s. 605.1023(1)(b).

ARTICLE IV

This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are in the Plan of Merger attached hereto as Exhibit A and incorporated herein by reference. The Plan of Merger was approved by each limited liability company that is a party to the Merger in accordance with the applicable provisions of Chapter 605, Florida Statutes.

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ARTICLE V

This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

ARTICLE VI

The effective date of the Merger is the date of filing of this Articles of Merger with the Florida Department of State.

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IN WITNESS WHEREOF, this Certificate has been executed as of the 10th day of December, 2014.

SUNERA PCI SERVICES LLC

SUNERA LLC

By: 
Joel A. Schleicher, Chief Executive Officer

By: 
Joel A. Schleicher, Chief Executive Officer

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EXHIBIT A
PLAN OF MERGER
OF
SUNERA PCI SERVICES LLC
AND
SUNERA LLC

The following Plan of Merger is submitted in accordance with Section 605.1022 of the Florida Revised Limited Liability Company Act (the "Florida Act").

1. **The Merger.** The Articles of Merger dated as of the date hereof, along with this Plan of Merger, shall be filed with the Secretary of State of the State of Florida and become effective on date and time (the "Effective Time") when it is filed with and accepted by the Secretary of State of the State of Florida. At the Effective Time, Sunera PCI Services LLC, a Florida limited liability company ("Merging Entity"), shall be merged (hereinafter, the "Merger") with and into Sunera LLC, a Florida limited liability company ("Surviving Entity"), and the separate existence of Merging Entity shall thereupon cease, and Surviving Entity, as the entity surviving the Merger, shall by virtue of the Merger continue its existence under the laws of the State of Florida.

2. **Conversion of Membership Interests.**

a. **Membership Interests of Merging Entity.** All membership interests in Merging Entity issued and outstanding immediately prior to the Effective Time and all rights in respect thereof shall, by virtue of the Merger and without any action on the part of the holder thereof, shall be canceled and retired, and shall cease to exist, and each holder of membership interests in Merging Entity shall cease to have any rights with respect thereto.

b. **Surviving Entity Units.** At the Effective Time, all of the membership interests of Surviving Entity issued and outstanding immediately prior to the Merger shall remain issued and outstanding, shall be unaffected by the Merger and shall continue to be owned by Cyber Risk Management, LLC, a Delaware limited liability company.

3. **Effect of the Merger.** From and after the Effective Time, the Merger shall have the effects set forth in the Florida Act. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time,

- a. The separate existence of Merging Entity shall cease and the existence of Surviving Entity shall continue as Surviving Entity.
- b. The title to all real estate and other property, or any interest therein, owned by Surviving Entity or Merging Entity will be vested in Surviving Entity without reversion or impairment.
- c. Surviving Entity shall be responsible and liable for all the liabilities and obligations of each of Surviving Entity and Merging Entity.

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- d. Any claim existing or action or proceeding pending by or against Surviving Entity may be continued as if the Merger did not occur.
- e. Surviving Entity may be substituted in any claim existing, or action or proceeding pending, by or against Merging Entity.
- f. Neither the rights of creditors nor any liens upon the property of Surviving Entity or Merging Entity shall be impaired by the Merger.
- g. The Articles of Organization and Operating Agreement of Surviving Entity immediately prior to the effectiveness of the Merger shall be the Articles of Organization and Operating Agreement of Surviving Entity after the Merger.
- h. The managers of Surviving Entity shall be the managers set forth in Surviving Entity's Operating Agreement, until their successors are duly elected or appointed and qualified in accordance with Surviving Entity's Operating Agreement.

4. **Tax Free Reorganization.** For federal and applicable state income tax purposes, the parties to the Merger intend that the Merger qualify as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and that this Plan of Merger is intended to be, and by being signed by the parties is, adopted as a plan of reorganization within the meaning of Section 368(a) of the Code and the Treasury Regulations promulgated thereunder.

Dated: December 10, 2014

SUNERA PCI SERVICES LLC

SUNERA LLC

By: 
Joel A. Schleicher, Chief Executive Officer

By: 
Joel A. Schleicher, Chief Executive Officer

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