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To: 18506176380

06/24/2014 09:59

#093 P.001/008

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
MOUNTAIN EUROPEAN HOLDINGS, LLC

Certificate of Status	0
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\$130.00

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**Articles of Merger
For
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, 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>Form/Entity Type</u>
Mountain Canada Holdings, LLC	Florida	LLC
Mountain Eastern Holdings, LLC	Florida	LLC
Mountain Investment Holdings, LLC	Florida	LLC
Mountain European Holdings, LLC	Florida	LLC

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Mountain European Holdings, LLC	Florida	LLC

THIRD: 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).

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FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:
- _____
- _____
- _____

FIFTH: 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.

SIXTH: If other than the date of filing, the delayed 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:

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

Mountain Canada Holdings, LLC

Signature(s):



Typed or Printed

Name of Individual:

W. Glenn Dempsey and
James Henderson

Mountain Investment Holdings, LLC

W. Glenn Dempsey and
James Henderson

Mountain Eastern Holdings, LLC

W. Glenn Dempsey and
James Henderson

Mountain European Holdings, LLC

W. Glenn Dempsey and
James Henderson

Corporations:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

Fees: For each Limited Liability Company:

\$25.00

For each Corporation:

\$35.00

For each Limited Partnership:

\$52.50

For each General Partnership:

\$25.00

For each Other Business Entity:

\$25.00

Certified Copy (optional):

\$30.00

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Exhibit to Articles of Merger

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is signed this 16th day of June, 2014 (the "Agreement"), by and between MOUNTAIN CANADA HOLDINGS, LLC, a Florida limited liability company (hereinafter referred to as "MOUNTAIN CANADA"), MOUNTAIN INVESTMENT HOLDINGS, LLC, a Florida limited liability company (hereinafter referred to as "MOUNTAIN INVESTMENT"), MOUNTAIN EASTERN HOLDINGS, LLC, a Florida limited liability company (hereinafter referred to as "MOUNTAIN EASTERN") and MOUNTAIN EUROPEAN HOLDINGS, LLC, a Florida limited liability company (hereinafter referred to as "MOUNTAIN EUROPEAN").

RECITALS

WHEREAS, MOUNTAIN CANADA is a limited liability company duly organized and existing under the laws of the State of Florida, having been formed by Articles of Organization filed with the Florida Division of Corporations on February 8, 2006; and

WHEREAS, MOUNTAIN INVESTMENT is a limited liability company duly organized and existing under the laws of the State of Florida, having been formed by Articles of Organization filed with the Florida Division of Corporations on August 24, 2006; and

WHEREAS, MOUNTAIN EASTERN is a limited liability company duly organized and existing under the laws of the State of Florida, having been formed by Articles of Organization filed with the Florida Division of Corporations on August 24, 2006; and

WHEREAS, MOUNTAIN EUROPEAN is a limited liability company duly organized and existing under the laws of the State of Florida, having been formed by Articles of Organization filed with the Florida Division of Corporations on February 8, 2006; and

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WHEREAS, the members and managers of MOUNTAIN CANADA, MOUNTAIN INVESTMENT and MOUNTAIN EASTERN deem it advisable and in the best interest of the companies and their members that they be merged into MOUNTAIN EUROPEAN upon the terms and conditions herein provided.

NOW, THEREFORE, in consideration of the mutual agreements and covenants herein set forth, MOUNTAIN CANADA, MOUNTAIN INVESTMENT, MOUNTAIN EASTERN and MOUNTAIN EUROPEAN hereby agree as follows:

I. MERGER

1.1 Merger. Upon the Effective Date of the Merger, MOUNTAIN CANADA, MOUNTAIN INVESTMENT and MOUNTAIN EASTERN shall be merged with and into MOUNTAIN EUROPEAN, and the separate existence of MOUNTAIN CANADA, MOUNTAIN INVESTMENT and MOUNTAIN EASTERN shall cease and MOUNTAIN EUROPEAN shall be the limited liability company surviving the merger.

1.2 Effective Date of the Merger. The merger of MOUNTAIN CANADA, MOUNTAIN INVESTMENT and MOUNTAIN EASTERN into MOUNTAIN EUROPEAN shall become effective upon the date that these Articles of Merger are filed with the Florida Division of Corporations. The date and time when the merger shall become effective is herein called the "Effective Date of the Merger."

1.3 Effect of Merger. Upon the Effective Date of the Merger, the separate existence of MOUNTAIN CANADA, MOUNTAIN INVESTMENT and MOUNTAIN EASTERN shall cease,

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and MOUNTAIN EUROPEAN, as the surviving limited liability company (i) shall continue to own and possess all of the assets, rights, powers and property that it owned immediately prior to the merger, (ii) shall be subject to all actions previously taken by the Managers of MOUNTAIN CANADA, MOUNTAIN INVESTMENT and MOUNTAIN EASTERN, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of MOUNTAIN CANADA, MOUNTAIN INVESTMENT and MOUNTAIN EASTERN, as provided under Section 605 of the Florida Statutes (2014), (iv) shall continue to be subject to all of its debts, liabilities and obligations as it had immediately prior to the merger, and (v) shall succeed without other transfer to all of the debts, liabilities and obligations of MOUNTAIN CANADA, MOUNTAIN INVESTMENT and MOUNTAIN EASTERN in the same manner as if MOUNTAIN EUROPEAN had itself incurred them, as provided under Section 605 of the Florida Statutes (2014).

II. MANNER AND CONVERSION OF MEMBERSHIP INTEREST

2.1 Membership Interest to be Issued to the Members of MOUNTAIN CANADA, MOUNTAIN INVESTMENT and MOUNTAIN EASTERN in exchange for their Membership Interests. Upon the Effective Date of the Merger, the Membership Interest presently owned by the Members of MOUNTAIN CANADA, MOUNTAIN INVESTMENT and MOUNTAIN EASTERN shall be cancelled.

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III. CHARTER DOCUMENTS, OPERATING AGREEMENT AND MANAGERS

3.1 Articles of Organization. On the Effective Date of the Merger, the Articles of Organization of MOUNTAIN EUROPEAN shall be the Articles of Organization of the surviving limited liability company until further amended as provided by law.

3.2 Name of Surviving LLC. On the Effective Date of the Merger, Article I of the Articles of Organization of MOUNTAIN EUROPEAN shall be amended in order to change the name of the surviving limited liability company to "MOUNTAIN INVESTMENT HOLDINGS, LLC."

3.3 Operating Agreement. On the Effective Date of the Merger, the Operating Agreement of MOUNTAIN EUROPEAN shall be the Operating Agreement of the surviving limited liability company, until the same shall be altered, amended, or repealed, or until a new Operating Agreement shall be adopted in accordance with the provisions thereof.

3.4 Managers. On the Effective Date of the Merger, the Managers of MOUNTAIN EUROPEAN shall be the Managers of the surviving limited liability company, and shall continue in that capacity until their successors are duly elected and qualified.

IV. GENERAL

4.1 Further Assurances. From time to time, as and when required by MOUNTAIN EUROPEAN or by its successors or assigns, there shall be executed and delivered on behalf of MOUNTAIN CANADA, MOUNTAIN INVESTMENT and MOUNTAIN EASTERN, such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record

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MOUNTAIN EUROPEAN's title to and possession of all of the property, interest, assets, rights, privileges, immunities, powers, franchises and authorities of MOUNTAIN CANADA, MOUNTAIN INVESTMENT and MOUNTAIN EASTERN, and otherwise to carry out the purposes of this Agreement, and the Managers of MOUNTAIN EUROPEAN are fully authorized in the name and on behalf of MOUNTAIN CANADA, MOUNTAIN INVESTMENT and MOUNTAIN EASTERN to take any and all such action and to execute and deliver in all such deeds or other instruments on behalf of said companies that they deem necessary in their judgment.

4.2 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida and, so far as applicable, the merger provisions contained in Section 605.1021 of the Florida Statutes (2014).

IN WITNESS WHEREOF, this Agreement and Plan of Merger was signed by the Managers of MOUNTAIN CANADA HOLDINGS, LLC, MOUNTAIN INVESTMENT HOLDINGS, LLC, MOUNTAIN EASTERN HOLDINGS, LLC and MOUNTAIN EUROPEAN HOLDINGS, LLC on the day and year indicated above.

MOUNTAIN CANADA HOLDINGS, LLC

By: 
W. Glenn Dempsey, Manager

By: 
James Henderson, Manager

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From: DEMPSEY LAV


To: 18506176380

06/24/2014 10:01

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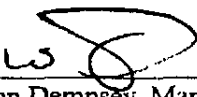
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MOUNTAIN INVESTMENT HOLDINGS, LLC

By: 
W. Glenn Dempsey, Manager


By: 
James Henderson, Manager

MOUNTAIN EASTERN HOLDINGS, LLC

By: 
W. Glenn Dempsey, Manager

By: 
James Henderson, Manager

MOUNTAIN EUROPEAN HOLDINGS, LLC

By: 
W. Glenn Dempsey, Manager

By: 
James Henderson, Manager

WGD:Mackie2014/Mountain European Holdings, LLC -- Merger Agreement

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