

L060000059950

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

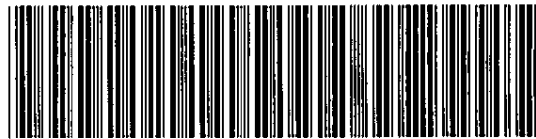
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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700256502537

RECEIVED  
DEPT. OF STATE  
2014 FEB 10 PM 4:27  
1000 N. GULF BLVD.  
SUITE 1000  
TALLAHASSEE, FL 32304

*merap*  
FEB 13 2014  
R. WHITE

FILED  
14 FEB 10 PM 3:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

989043



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 11, 2014

CSC  
ATTN:SUSIE KNIGHT  
WALK IN  
TALLAHASSEE,

SUBJECT: GOODRADIO.TV, LLC  
Ref. Number: L06000059950

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for GOODRADIO.TV, LLC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filings its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White  
Regulatory Specialist II

Letter Number: 014A00003066

RECEIVED  
DEPARTMENT OF STATE  
14 FEB 12 PM 1:53



CORPORATION SERVICE COMPANY'

ACCOUNT NO. : I20000000195

REFERENCE : 999043 7512081

AUTHORIZATION :

COST LIMIT : \$ 50.00

ORDER DATE : February 10, 2014

ORDER TIME : 3:35 PM

ORDER NO. : 999043-010

CUSTOMER NO: 7512081

ARTICLES OF MERGER

GR MERGER SUB, LLC

INTO

GOODRADIO.TV, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER  
MERGING  
GR MERGER SUB, LLC, A DELAWARE LIMITED LIABILITY COMPANY  
INTO  
GOODRADIO.TV, LLC, A FLORIDA LIMITED LIABILITY COMPANY

FILED  
14 FEB 10 PM 3:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 605.1025 of the Florida Statutes

GR Merger Sub, LLC, a limited liability company, organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, and GoodRadio.TV, LLC, a limited liability company, organized and existing under and by virtue of the Florida Limited Liability Company Act, do hereby certify:

**FIRST:** That the name, jurisdiction of formation and entity type of the merging entity is as follows:

<u>Name</u>	<u>State of Jurisdiction</u>	<u>Entity Type</u>
GR Merger Sub, LLC	Delaware	Limited Liability Company

**SECOND:** That the name, jurisdiction of formation and entity type of the surviving entity is as follows:

<u>Name</u>	<u>State of Jurisdiction</u>	<u>Entity Type</u>
GoodRadio.TV, LLC	Florida	Limited Liability Company

**THIRD:** An agreement and plan of merger (the "*Agreement and Plan of Merger*"), and the merger contemplated hereby and thereby (the "*Merger*") has been approved: (i) by the surviving entity, as a domestic limited liability company that is a party to the Merger, and its members in accordance with the applicable provisions of Chapters 605 and 608 of the Florida Statutes; and (ii) by the merging entity and its members in accordance with the law of its jurisdiction of formation. No member of the merging entity which is required to approve the Merger will, as a result of the Merger, have interest holder liability under Section 605.1023(1)(b) of the Florida Statutes.

**FOURTH:** The surviving entity exists before the Merger and is a domestic filing entity, and the amendment to its public organic record approved as part of the Agreement and Plan of Merger is attached to these Articles of Merger.

**FIFTH:** The surviving entity agrees to pay to any members of any limited liability company with appraisal rights the amount to which such members are entitled under the applicable provisions of Chapters 605 and 608 of the Florida Statutes. In accordance with such provisions

of the Florida Statutes and the Amended and Restated Limited Liability Company Agreement of the surviving entity in effect prior to the Merger, none of the members of the surviving entity prior to the merger have any such appraisal rights.

**SIXTH:** The effective date and time of the Merger shall be upon the filing of these Articles of Merger in the office of the Florida Department of State.


**SEVENTH:** The Agreement and Plan of Merger is on file at 701 Northpoint Parkway, 5<sup>th</sup> Floor, West Palm Beach, FL 33407, the place of business of the surviving entity.

**EIGHTH:** A copy of the Agreement and Plan of Merger will be furnished by the surviving entity on request, without cost, to any member of the surviving entity or of the merging entity.

**NINTH:** The surviving entity may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of the merging entity, and the Secretary of State of the State of Delaware is hereby irrevocably appointed as its agent to accept service of process in any such action, suit or proceeding. The address in Florida to which such process shall be mailed is 701 Northpoint Parkway, 5<sup>th</sup> Floor, West Palm Beach, FL 33407, Attn: Dean Goodman.

**IN WITNESS WHEREOF**, GoodRadio.TV, LLC and GR Merger Sub, LLC have caused these Articles of Merger to be signed by an authorized person as of February 10, 2014.

**GR MERGER SUB, LLC**

By:   
Name: Dean Goodman  
Title: Chief Executive Officer

**GOODRADIO.TV, LLC**

By: \_\_\_\_\_  
Name: Donald Kelley  
Title: Manager

IN WITNESS WHEREOF, GoodRadio.TV, LLC and GR Merger Sub, LLC have caused these Articles of Merger to be signed by an authorized person as of February 10, 2014.

**GR MERGER SUB, LLC**

By: \_\_\_\_\_

Name: Dean Goodman

Title: Chief Executive Officer

**GOODRADIO.TV LLC**

By: \_\_\_\_\_

Name: Donald Kelley

Title: Manager