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**MERGER OR SHARE EXCHANGE
JUNIPER LANDSCAPING OF FLORIDA, LLC**

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DIVISION OF CORPORATIONS
STATE OF FLORIDA

**ARTICLES OF MERGER
AND
AGREEMENT AND PLAN OF MERGER
FOR
JUNIPER LANDSCAPING OF FLORIDA, LLC**

The following Articles of Merger and Agreement and Plan of Merger ("**Agreement**") are submitted to merge the following entities in accordance with ss. 605.1025 and 607.1109, Florida Statutes:

FIRST: The exact name, jurisdiction and form/entity type for each merging party (collectively, the "**Merging Parties**") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Juniper Landscaping, Inc.	Florida	Corporation
Botanics Design Group LLC	Florida	Limited Liability Company
Performance Turf, LLC	Florida	Limited Liability Company

SECOND: The exact name, jurisdiction and form/entity type of the surviving party (the "**Surviving Party**") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Juniper Landscaping of Florida, LLC	Florida	Limited Liability Company

THIRD: The Merging Parties shall, pursuant to the provisions of Chapters 605 and 607, Florida Statutes, be merged with and into the Surviving Party, which shall be the surviving entity from and after the Effective Time (defined herein) of the merger (the "**Merger**"), and which shall continue to exist as said Surviving Party under the same name pursuant to the provisions of Chapter 605, Florida Statutes. The Surviving Party will maintain its registered office address at the following address at the Effective Time of the Merger: 5880 Staley Road, Fort Myers, FL 33905

FOURTH: The separate existence of the Merging Parties shall cease at the Effective Time in accordance with the provisions of Chapters 605 and 607, Florida Statutes.

FIFTH: At the Effective Time of the Merger: (a) each issued share of stock of the Juniper Landscaping, Inc. shall be surrendered and cancelled in exchange for previously unissued units of membership interest of the Surviving Party; (b) each issued ownership interest of Botanics Design Group LLC and Performance Turf, LLC shall be surrendered and cancelled in exchange for previously unissued units of membership interest of the Surviving Party; and (c) the issued and outstanding units of membership interest of the Surviving Party shall not be converted or exchanged in any manner, and each such unit of membership interest which is issued and outstanding as of the Effective Time of the Merger shall continue to represent the same issued and outstanding unit of membership interest of the Surviving Company after the Merger, subject to the issuance of additional units of membership interests to the shareholders and members of the Merging Parties, and all rights and preferences related thereto shall be identical to those prior to the Merger.

SIXTH: The Articles of Organization of the Surviving Party, as now in force and effect, shall continue to be the Articles of Organization of said Surviving Party, until further amended and changed in the manner prescribed by the provisions of Chapter 605, Florida Statutes. The operating agreement of the Surviving Party, as now in force and effect, shall continue to be the operating agreement of said Surviving Party, except as amended to admit additional members, until further amended and changed in the manner prescribed by the provisions of Chapter 605, Florida Statutes.

SEVENTH: This Agreement has been duly adopted and approved by the directors and shareholders of Juniper Landscaping, Inc. pursuant to Chapter 607 of the Florida Statutes, and by the managers and members of Botanics Design Group LLC and Performance Turf, LLC, and the Surviving Party pursuant to Chapter 605 of the Florida Statutes.

EIGHTH: The name and address of each manager of the Surviving Company is:

<u>Name</u>	<u>Address</u>
Michael P. Duke	5880 Staley Road, Fort Myers, FL 33905
Sharon A. Duke	5880 Staley Road, Fort Myers, FL 33905
Michael B. Duke	5880 Staley Road, Fort Myers, FL 33905

NINTH: 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.

TENTH: The effective date of the merger shall be 3:00 p.m. on Tuesday, December 20, 2016 (the "Effective Time").

ELEVENTH: This Agreement may be executed in any number of counterparts, including by facsimile or electronic signature, each of which, when so executed, shall be deemed an original, but all such counterparts shall constitute one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Under penalties of perjury, the undersigned hereby affirm that the facts provided herein are true and that the signatures below affirm the acts and deeds of the entities named:

SURVIVING PARTY:

JUNIPER LANDSCAPING OF FLORIDA,
LLC

By: 

Name: Michael Duke

Title: President

MERGING PARTIES:

JUNIPER LANDSCAPING, INC.

By: 

Name: Michael Duke

Title: President

PERFORMANCE TURF, LLC

By: 

Name: M. Brandon Duke

Title: President

BOTANICS DESIGN GROUP, LLC

By: 

Name: M. Brandon Duke

Title: President