

# LD9000113287

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

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\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 725837 4370612

AUTHORIZATION :

*[Handwritten signature]*

COST LIMIT : \$ 80.00

ORDER DATE : March 29, 2011

ORDER TIME : 1:05 PM

ORDER NO. : 725837-005

CUSTOMER NO: 4370612

ARTICLES OF MERGER

SKYCAM, LLC

INTO

GATES THAT OPEN, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Matthew Young

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

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

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, 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> |
|----------------------|---------------------|-------------------------|
| Gates That Open, LLC | Florida             | LLC                     |
| Skycam, LLC          | Texas               | LLC M11-170             |
|                      |                     |                         |
|                      |                     |                         |

**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> |
|----------------------|---------------------|-------------------------|
| Gates That Open, LLC | Florida             | LLC L 09-113287         |

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the 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:

\_\_\_\_\_

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

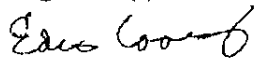
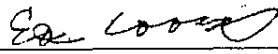
Mailing address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s):  | Typed or Printed Name of Individual: |
|------------------------------|--|--------------------------------------|
| Gates That Open, LLOC        |  | Edward J. Cooney                     |
| Skycam, LLC                  |  | Edward J. Cooney                     |
|                              |  |                                      |
|                              |  |                                      |

|                                   |   |
|-----------------------------------|---|
| Corporations:                     | Chairman, Vice Chairman, President or Officer<br>(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 a member or authorized representative  |

|   |         |
|---|---------|
| <b><u>Fees:</u></b> 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 |

|  |         |
|--|---------|
| <b><u>Certified Copy (optional):</u></b> | \$30.00 |
|--|---------|

AGREEMENT OF MERGER

OF

GATES THAT OPEN, LLC

AND

SKYCAM, LLC

This AGREEMENT AND PLAN OF MERGER is entered into on March 29, 2011 by Skycam, LLC (hereinafter the "Disappearing Entity") and Gates That Open, LLC (hereinafter the "Surviving Entity") as approved by the Sole Member of the Disappearing Entity and the Sole Member of the Surviving Entity:

1. At the Effective Time, the Disappearing Entity, which is a limited liability company incorporated in the State of Texas, shall be merged with and into the Surviving Entity, which is a limited liability company incorporated in the State of Florida (the "Merger").

2. The separate existence of the Disappearing Entity shall cease upon the Effective Time of the Merger in accordance with the provisions of the Texas Business Organizations Code.

3. The Surviving Entity shall continue its existence under its present name pursuant to the provisions of the Florida Statutes.

4. At the Effective Time, (a) the Articles of Organization of the Surviving Entity shall be the Articles of Incorporation of the Surviving Entity already on file with the Florida Secretary of State prior to the Merger; (b) the Limited Liability Company Agreement of the Surviving Entity shall be the Limited Liability Company Agreement of the Surviving Entity in effect prior to the Merger; and (c) the officers of the Surviving Entity shall be the officers of the Surviving Entity immediately prior to the Merger.

5. At the Effective Time, (a) all of the equity of the Disappearing Entity shall cease to exist without consideration and no equity interest of the Surviving Entity shall be issued in exchange therefore; and (b) equity interests of the Surviving Entity shall remain outstanding (or held in treasury, as the case may be), and shall be unaffected by the Merger.

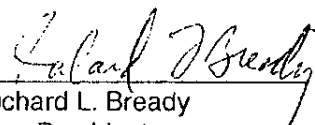
6. The Agreement and Plan of Merger herein entered into and approved shall be submitted to the sole member of the Disappearing Entity and the sole member of the Surviving Entity for their approval or.

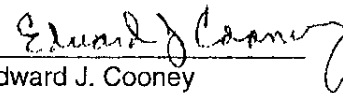
7. In the event that this Agreement and Plan of Merger shall have been approved by the sole member of the Disappearing Entity and the sole member of the Surviving Entity, the Disappearing Entity and the Surviving Entity hereby agree that they will cause to be executed and filed and/or recorded, any document or documents prescribed by the laws of the States of Florida and Texas, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger. The

Merger shall become effective at such time as the Certificate of Merger is duly filed with the Secretary of State of the State of Florida, or at such later time as may be specified in the Certificate of Merger (the "Effective Time").

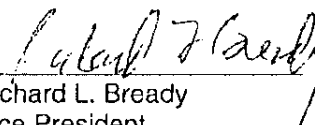
8. The sole member and the proper officers of the Disappearing Entity and the sole member and proper officers of the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the Merger herein provided for.

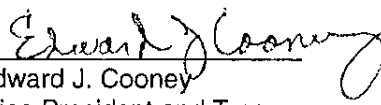
GATES THAT OPEN, LLC

By:   
Richard L. Bready  
Vice President

By:   
Edward J. Cooney  
Vice President and Treasurer

SKYCAM, LLC

By:   
Richard L. Bready  
Vice President

By:   
Edward J. Cooney  
Vice President and Treasurer

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