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Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

**Big Bend Acquisition 2009, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	<del>\$59.75</del>

**\$ 80.00**

**J. BRYAN**

**DEC 23 2009**

**EXAMINER**  
12/22/2009

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**CERTIFICATE OF MERGER**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with Sections 608.4382, Florida Statutes.

**First:** The name and jurisdiction of the surviving company:

<u>Name</u>	<u>Jurisdiction</u>
Big Bend Acquisition 2009, LLC #LD9000118947	Florida

**Second:** The name and jurisdiction of the merging company:

<u>Name</u>	<u>Jurisdiction</u>
Big Bend Towers I, LLC #L00000007497	Florida

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective upon the filing of this Certificate of Merger.



**Fifth:** Adoption of Plan of Merger by the surviving company:

The attached plan of merger was approved by each domestic limited liability company that is party to the merger in accordance with the applicable provisions of Chapters 608, Florida Statute.

**Sixth:** Adoption of Plan of Merger by the merging company:

The attached plan of merger was approved by each domestic limited liability company that is party to the merger in accordance with the applicable provisions of Chapters 608, Florida Statute.

**Seventh:** SIGNATURES FOR EACH COMPANY

<u>Name of Company</u>	<u>Signature</u>	<u>Typed of Printed Name of Individual and Title</u>
Big Bend Acquisition 2009, LLC		Thomas P. Hunt Senior Vice President
Big Bend Towers I, LLC		Thomas P. Hunt Senior Vice President

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**PLAN OF MERGER**

The following plan of merger is submitted in accordance with Section 608.4382, Florida Statutes.

1. The name and jurisdiction of the surviving company:

<u>Name</u>	<u>Jurisdiction</u>
Big Bend Acquisition 2009, LLC	Florida

2. The name and jurisdiction of the merging company:

<u>Name</u>	<u>Jurisdiction</u>
Big Bend Towers I, LLC	Florida

3. SBA Towers II LLC, a Florida limited liability company owns one hundred percent (100%) of the issued and outstanding membership interest of the surviving limited liability company. The surviving limited liability company owns 100% of the membership interest of the merging company.
4. On the effective date of the merger, each of the issued and outstanding membership interest of the merging limited liability company, and all rights in respect thereof, shall be canceled.
5. Other provisions relating to the merger are as follows:

(A) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of the merging company shall be transferred to and vested in the surviving company without further act or deed, and all property (including real, personal and intellectual) of the merging company shall be the property of the surviving company.

(B) Assumption of Obligations. All obligations of the merging company shall become obligations of the surviving company.

(C) Effective Date. The merger shall become effective upon the filing of the Certificate of Merger (the "Effective Date").

(D) Members Approvals. The Members of the surviving limited liability company and the merging company have approved this Plan of Merger and the filing of the Certificate of Merger and all other documents or certificates required to be filed with the Florida Department of State, each by Written Consent dated December 22, 2009.

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(E) Articles of Organization. The Articles of Organization shall continue to be the Articles of Organization of said surviving company until further amended and changed in accordance with the provisions of the Florida Limited Liability Act.

(F) Operating Agreement. The Operating Agreement of the surviving company in effect currently and at and as of the Effective Date will remain the Operating Agreement of the surviving company without any modification or amendment in the merger.

(G) Officers and Directors. The directors and officers of the surviving company shall be those persons who were the members of the Board of Directors and the officers, respectively, of the surviving company immediately prior to the Effective Date and shall remain the directors and officers of the surviving company until their successors shall have been duly elected and qualified.

(H) Required Actions. Big Bend Acquisition 2009, LLC shall take, or cause to be taken, all action required or advisable under the laws of the State of Florida to consummate and make effective the intent of this Plan of Merger.

(I) Dissenters' Rights. Because the merging company has one shareholder, there will not be dissenters' rights in connection with the merger.

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