

L/12000/33666

Florida Department of State
Division of Corporations
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To: Division of Corporations
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RE-SUBMIT

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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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MERGER OR SHARE EXCHANGE
734 SUB, LLC

Certificate of Status	0
Certified Copy	1
Page Count	043
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Merger

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3-4-15



March 2, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

734 CITRUS HOLDINGS, LLC
181 HIGHWAY 630 EAST
FROSTPROOF, FL 33843

SUBJECT: 734 CITRUS HOLDINGS, LLC
REF: L12000133666

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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 filing 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.

Darlene Connell
Regulatory Specialist III

FAX Aud. #: H15000051202
Letter Number: 015A00004259

RE-SUBMIT

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: 734 Citrus Holdings, LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Eitan Hoenig

Contact Person

Wachtell, Lipton, Rosen & Katz

Firm/Company

51 West 52 Street

Address

New York, New York 10019

City, State and Zip Code

EShoenig@wlrk.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Eitan Hoenig

at (

212

) 403-1053

Name of Contact Person

Area Code

Daytime Telephone Number

☒ Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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>
734 Citrus Holdings, LLC	Florida	LLC
734 Sub, 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>
734 Citrus 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)

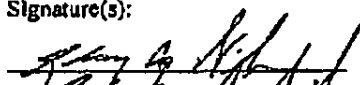
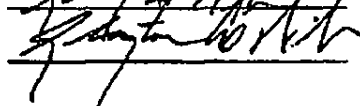
- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability 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:

11:59 p.m. Eastern Time on February 28, 2015

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
734 Citrus Holdings, LLC		Clayton G. Wilson
734 Sub, LLC		Clayton G. Wilson

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

<u>Fees:</u>	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	<u>Certified Copy (optional):</u>	\$30.00