

L12743

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

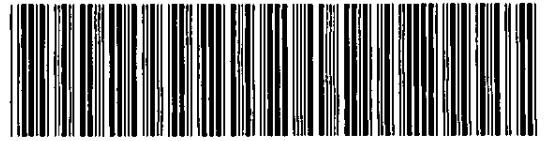
(Business Entity Name)

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15 SEP 29 AM 9:06

EFFECTIVE DATE  
Sept. 30, 2015

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195  
REFERENCE : 801434 4360800  
AUTHORIZATION : *Spudde man*  
COST LIMIT : \$ 70.00

ORDER DATE : September 29, 2015  
ORDER TIME : 1:35 PM  
ORDER NO. : 801434-070  
CUSTOMER NO: 4360800

ARTICLES OF MERGER

WIRELESS CABLE OF FLORIDA,  
INC.

INTO

SPRINT WAVEPATH HOLDINGS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Courtney Williams

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

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Sprint Wavepath Holdings, Inc.  
\_\_\_\_\_  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Lora E. Keithley

\_\_\_\_\_  
Contact Person

Sprint Corporation

\_\_\_\_\_  
Firm/Company

6200 Sprint Parkway, MS:KSOPHF0302-3B124

\_\_\_\_\_  
Address

Overland Park, KS 66251

\_\_\_\_\_  
City/State and Zip Code

lora.keithley@sprint.com

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

For further information concerning this matter, please call:

Lora E. Keithley

\_\_\_\_\_  
Name of Contact Person

At ( 913 ) 794-1411

\_\_\_\_\_  
Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Sprint Wavepath Holdings, Inc.	Delaware	2349903

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Wireless Cable of Florida, Inc.	Florida	L12743

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

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** 09 30 2015 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 9/21/2015 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 9/21/2015 and shareholder approval was not required.

*(Attach additional sheets if necessary)*

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Sprint Wavepath Holdings, Inc.

*Timothy P. O'Grady*

Timothy P. O'Grady, Vice President

Wireless Cable of Florida, Inc.

*Timothy P. O'Grady*

Timothy P. O'Grady, Vice President

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AGREEMENT AND PLAN OF MERGER

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This Agreement and Plan of Merger, dated as of September 21, 2015, is entered into by and between Wireless Cable of Florida, Inc. ("WCOF"), a Florida corporation, and Sprint Wavepath Holdings, Inc. ("Sprint"), a Delaware corporation, sometimes referred to as the Constituent Corporations and will become effective on September 30, 2015 (the "Effective Date").

WHEREAS, the total number of shares of stock which WCOF has authority to issue is 1,000,000, all of which are of one class with \$1.00 par value; and

WHEREAS, the total number of shares of stock which Sprint has authority to issue is 10,000, all of which are of one class with \$.01 par value; and

WHEREAS, the Board of Directors of the Constituent Corporations have deemed it advisable that WCOF be merged with and into Sprint pursuant to the provisions of the Florida Business Corporation Act and the General Corporation Law of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises, the parties hereto agree as follows:

1. Plan of Merger. In accordance with the Florida Business Corporation Act and the General Corporation Law of Delaware, WCOF shall be merged with and into Sprint which shall be the surviving corporation. The name of the surviving corporation shall remain unchanged. The Articles of Incorporation and the Bylaws of Sprint shall not be amended by reason of the merger and shall be the Articles of Incorporation and Bylaws of the Surviving Corporation.

2. Effective Date of Merger. At such time as the parties hereto may agree, the Constituent Corporations shall deliver a Certificate of Merger to the Secretary of State of Florida

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and the Secretary of State of Delaware pursuant to the Florida Business Corporation Act and the General Corporation Law of Delaware, and if the Secretary of State of Florida and the Secretary of State of Delaware finds that the respective document conforms to law and all taxes or fees have been paid, the respective documents will be filed.

3. Shares. At the Effective Date of the merger, each issued and outstanding share of common stock of WCOF shall not be converted or exchanged in any manner into shares of the surviving corporation and shall be canceled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the Effective Date of the merger shall continue to represent one issued share of the surviving corporation.

4. Directors and Officers. The directors and officers of the surviving corporation at the Effective Date shall be the directors and officers of the surviving corporation in office at the Effective Date, all of whom shall hold their offices until the elections and qualification of their respective successors or until their earlier removal, resignation or death in accordance with the bylaws of the surviving corporation.

5. Termination. This Agreement may be terminated and the transactions contemplated hereby may be abandoned at any time prior to the Effective Date by mutual agreement of the Board of Directors of the Constituent Corporations, in which event all obligations of the Constituent Corporations hereunder shall terminate without liability on the part of any party.

6. Authorizations. The Constituent Corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of Michigan and Delaware, and that they will cause to be performed all necessary acts within Michigan and Delaware and elsewhere, to effectuate the merger herein provided for.


IN WITNESS WHEREOF, the parties hereto, pursuant to authority given by their respective Board of Directors, have caused this Agreement to be entered into and signed, attested and sealed by their respective authorized officers as of the day and year first above written.

**Surviving Entity**

**SPRINT WAVEPATH HOLDINGS, INC.**

By: Timothy P. O'Grady  
Timothy P. O'Grady, Vice President

ATTEST:

  
Stefan K. Schnopp, Assistant Secretary

(SEAL)

**Non-Surviving Entity**

**WIRELESS CABLE OF FLORIDA, INC.**

By: Timothy P. O'Grady  
Timothy P. O'Grady, Vice President

ATTEST:

  
Stefan K. Schnopp, Assistant Secretary

(SEAL)

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