

5/24/2019

Division of Corporations

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Florida Department of State
Division of Corporations
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Division of Corporations
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MERGER OR SHARE EXCHANGE
Terremark North America LLC

Certificate of Status	0
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**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 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>
Terremark Technology Contractors, Inc.	Florida	Corporation
Terremark North America LLC	Florida	Limited Liability Company

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>
Terremark North America LLC	Florida	Limited Liability Company

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, 605, 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:

May 31, 2019

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.


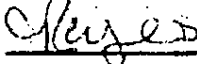
SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Terremark Technology Contractors, Inc.		Brandon N. Egren
Terremark North America LLC		Christy K. Reyes

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 a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

PLAN OF MERGER

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>
Terremark Technology Contractors, Inc.	Florida	Corporation
Terremark North America LLC	Florida	Limited Liability Company

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>
Terremark North America LLC	Florida	Limited liability company

THIRD: The terms and conditions of the merger are as follows:

Upon the effective date of the merger, Terremark Technology Contractors, Inc., a Florida corporation, shall merge with and into Terremark North America LLC, a Florida limited liability company, its parent and Terremark North America LLC shall assume any and all of the liabilities and obligations of Terremark Technology Contractors, Inc. The articles of organization and limited liability company agreement of Terremark North America LLC shall not be amended, shall remain in full force and effect and shall remain the articles of organization and limited liability company agreement of the surviving company. The boards of directors of both companies adopted the Plan of Merger on May 23, 2019. The approval of the adoption of the Plan of Merger was on May 23, 2019 by the sole shareholder or sole member of each company by unanimous written consent.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

All issued and outstanding shares of capital stock of Terremark Technology Contractors, Inc. immediately prior to the effective date of the merger shall, by virtue of the merger and without any action on the part of the holder thereof, be canceled.

(Attach additional sheet if necessary)

B. The manner and basis of converting the ~~rights to acquire~~ the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Any and all rights to acquire the interest, shares, obligations or other securities of Terremark Technology Contractors, Inc. shall not be converted in any manner, but all issued and outstanding shares of each class of stock in Terremark Technology Contractors, Inc. shall be canceled and extinguished. Any and all rights to acquire the interests, shares, obligations or other securities of Terremark North America LLC shall remain as set forth in the articles of organization and limited liability company agreement of Terremark North America LLC and as set forth in the Florida Revised Limited Liability Company Act.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

George J. Fischer - Director - One Verizon Way, Basking Ridge, NJ 07920

John P. Frantz - Director - One Verizon Way, Basking Ridge, NJ 07920

Sara A. Orr - Director - One Verizon Way, Basking Ridge, NJ 07920

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

The parties acknowledge and agree that, for United States federal income tax purposes, the Merger of

Terremark Technology Contractors, Inc. into Terremark North America LLC will be treated as a tax-free

liquidation under Sections 332 and 337 of the Internal Revenue Code of 1986, as amended.

(Attach additional sheet if necessary)