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Merger

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DATE:

08/30/18

NAME:

SMITH RIVER RANCH LLC & ROCKING CCS LLC

TYPE OF FILING: MERGER

COST:

70.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA00000015

AUTHORIZATION: ABBIE/PAUL HODGE

#### ARTICLES OF MERGER

OF

SMITH RIVER RANCH LLC 6 1308178676 (A FLORIDA LIMITED LIABILITY COMPANY)

#### AND

# ROCKING CCS LLC ' (A NEVADA LIMITED LIABILITY COMPANY)

Pursuant to the provisions of the Florida Revised Limited Liability Company Act, the companies named below do hereby adopt the following Articles of Merger.

- 1. Annexed hereto and made a part hereof is a Plan of Merger for merging Smith River Ranch LLC ("SRR"), a Florida limited liability company, into Rocking CCs LLC ("RCC"), a Nevada limited liability company, as approved by the sole member and managers of SRR on August 26th, 2018.
- 2. The merger of SRR with and into RCC is permitted by and is in compliance with the Florida Revised Limited Liability Company Act and with the Nevada Revised Statutes.
- 3. The merger was approved and adopted by SRR in accordance with §§ 605.1021-605.1026 of the Florida Revised Limited Liability Company Act, and by RCC in accordance with the Nevada Revised Statutes on August  $2e^{n}$ , 2018.
- 4. RCC, the surviving entity, is a foreign entity and does not have a certificate of authority to transact business in the State of Florida. The mailing address to which the department may send any process served pursuant to § 605.0117 and Chapter 48, Florida Statutes is 9045 Strada Stell Court, Suite 500, Naples, FL 34109.
- 5. RCC, as the surviving entity, agrees to pay any members with appraisal rights the amount to which members are entitled under §§ 605.1006 and 605.1061-605.1072 of the Florida Revised Limited Liability Company Act.
- 6. The effective time and date of the merger herein provided for the State of Florida shall be 1) ut us 1 3150, 2018.

[Signature on the following page]

Executed on August 26th, 2018.

SMITH RIVER RANCH LLC,

a Florida Limited Liability Company

By: William F. Thomas Manager

ROCKING CCS LLC,

a Nevada Limited Liability Company

By: M Collier Trust dated December 9, 2016, its sole member

By: Prosperrian Trust LLC, a Nevada Limited Liability Company, Trustee

Name: (250,77264 A. VON
Title: VQ 18510677

#### PLAN OF MERGER

OF

## SMITH RIVER RANCH LLC (A FLORIDA LIMITED LIABILITY COMPANY)

#### AND

## ROCKING CCS LLC (A NEVADA LIMITED LIABILITY COMPANY)

PLAN OF MERGER entered into on August 25th, 2018 by Smith River Ranch LLC, a Florida limited liability company (the "Merging Entity"), and Rocking CCs LLC, a Nevada limited liability company (the "Survivor").

- 1. The Merging Entity is a limited liability company organized under the laws of the State of Florida with its principal place of business located at 9045 Strada Stell Court, Suite 500, Naples, Florida 34109; and
- 2. The Survivor is a limited liability company organized under the laws of the State of Nevada whose principal place of business after the merger shall be located at 9045 Strada Stell Court, Suite 500, Naples, Florida 34109; and
- 3. The Florida Revised Limited Liability Company Act ("FRLLCA") permits the merger of a Florida limited liability company with and into a Nevada limited liability company; and
- 4. The Nevada Revised Statutes ("NRS") permits the merger of a Florida limited liability company with and into a Nevada limited liability company; and
- 5. The Merging Entity shall, pursuant to the provisions of the FRLLCA and NRS, be merged with and into the Survivor which shall continue to exist under its present name pursuant to the provisions of the NRS and FRI LCA. The separate existence of the Merging Entity shall cease at said effective time.
- 5. The Articles of Organization of the Survivor dated January 24, 2018 shall continue to be the Articles of Organization of the Survivor but shall be amended upon filing of the Articles of Merger with the Nevada Secretary of State. Articles 2, 4 and 5 shall be deleted and replaced in their entirety as follows:
  - Article 2. Registered Agent for Service of Process: CSC Services of Nevada, Inc., 2215-B Renaissance Drive, Las Vegas, NV 89119.
  - Article 4. Company shall be managed by Mangers.
  - Article 5. Name and address of each Manager:

William E. Thomas, 9045 Strada Stell Court, Suite 500, Naples, FL 34109 Miles C. Collier, 9045 Strada Stell Court, Suite 500, Naples, FL 34109

- 6. The Operating Agreement of the Survivor shall continue to be the Operating Agreement of the Survivor until further amended and changed pursuant to the provisions of the NRS.
- 7. The Managers of the Survivor shall consist of the following persons who shall continue as Managers until the election and qualification of their successors or until their tenure is otherwise terminated:

#### Miles C. Collier William E. Thomas

- 8. The name and address of the registered agent of the Survivor after the merger shall be CSC Services of Nevada, Inc., 2215-B Renaissance Drive, Las Vegas, NV 89119.
- 9. The assets and liabilities of the Merging Entity shall become the assets and liabilities of the Survivor.
- 10. Each unit of membership interest of the Merging Entity in the amount of one thousand (1000) units shall, immediately prior to the time the merger becomes effective, by virtue of the merger and without any action on the part of the holder thereof, be converted into one (1) unit of membership interest in the Survivor, resulting in membership interest of the Survivor in the total amount of one thousand (1000) units at the time of the merger.
- 11. The effective date of this Plan of Merger shall be as of the date set forth above. The time upon which the merger herein agreed upon shall become effective in the States of Nevada and Florida shall be the close of business on ANGUST .3(5), 2018 (the "Effective Time").
- 12. In the event that this Plan of Merger shall have been fully approved and adopted on behalf of the Merging Entity and the Survivor in accordance with provisions of the NRS and FRLLCA, the Merging Entity and the Survivor agree that they will cause to be executed, filed and recorded, any document or documents prescribed by the laws of the State of Nevada and the laws of the State of Florida, including but not limited to Articles of Merger, and that they will cause to be performed all necessary acts within the State of Nevada, the State of Florida and elsewhere to effectuate the merger herein provided for.
- 13. At any time prior to the Effective Time, if and to the extent permitted by the NRS and FRLLCA, the Plan of Merger may be abandoned and this agreement may be terminated with the approval of the Managers of the Merging Entity and the Survivor, notwithstanding the prior approval of this Plan of Merger by the Managers and Members of the Merging Entity and the Survivor. This Plan of Merger may, to the extent permitted by the NRS and FRLLCA, be amended by the Merging Entity and the Survivor prior to the Effective Time.

[Signatures on the following page.]

IN WITNESS WHEREOF, the Merging Entity and the Survivor have executed and delivered this Plan of Merger by their duly authorized officers as of the date first written above.

SMITH RIVER RANCH LLC, a Florida Limited Liability Company

ROCKING CCS LLC, a Nevada Limited Liability Company

By: William E. Thomas, Manager

By: M Collier Trust dated December 9, 2016, its sole member

By: Prosperrian Trust LLC, a Nevada Limited Liability Company, Trystee

Name: GENTILEY A. CONFOR