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	TRIUNAT LLC	
-	CORPORATE NAME AND DOCUMENT #)	
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FLORIDA DEPARTMENT OF STATE Division of Corporations

corrected

April 28, 2014

CORPORATE ACCESS, INC.

ATTN: GLINDA

SUBJECT: TRIBUNAT LLC Ref. Number: L14000034116

We have received your document and check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please either use our form "ARTICLES OF MERGER FOR FLORIDA LIMITED LIABILITY COMPANY" or correct your Articles of Merger to comply with the Florida Statute #605.1025. Please make sure all information listed in our form is also listed in your Articles of Merger.

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 II

Letter Number: 414A00008968



April 22, 2014

CORPORATE ACCESS, INC.

SUBJECT: TRIBUNAT LLC Ref. Number: L14000034116

We have received your document for TRIBUNAT LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The correct name of the surviving LLC is (TRIBUNAT LLC) please correct the merger document to reflect the correct name.

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.

Letter Number: 014A00008530

Tracy L Lemieux Regulatory Specialist II

www.sunbiz.org

ARTICLES OF MERGER

Pursuant to Chapter 605 of the Florida Revised Limited Liability Act and Chapter 183. Wisconsin Statutes, TRIBUNAT VALUATION LLC, a Wisconsin limited liability company (the "Merged Company"), and TRIBUNAT LLC, a Florida limited liability company (the "Surviving Company"), hereby adopt the following Articles of Merger:

- 1. The Plan of Merger dated April 10, 2014 (the "Plan of Merger"), providing for the merger of the Merged Company into the Surviving Company (the "Merger"), is attached hereto as Exhibit A and incorporated herein by reference thereto.
- 2. The Plan of Merger was approved and adopted by the Surviving Company and all of its members on April 10, 2014 in accordance with the provisions of §§ 605.1021-605.1026, Florida Statutes; the Plan of Merger was approved and adopted by the Merged Company and all of its members on April 10, 2014 in accordance with the law of Wisconsin, its jurisdiction of formation; and by each member of any such limited liability company who as a result of the merger will have interest holder liability under § 605.1023(1)(b). Florida Statutes.
- 3. The Surviving Company has been in existence prior to the date of the Merger, all the owners of the Merged Company are the same owners of the Surviving Company, and no amendment to the Surviving Company's public organic record was approved or is required by the Plan of Merger.
- 4. The Surviving Company has agreed to pay to any members of the Merged Company or the Surviving Company with appraisal rights, the amount to which such members are entitled under the provisions of § 605.1006 and §§ 605.1061-605.1072, Florida Statutes.
- 5. The Merger shall become effective on the date these Articles of Merger are filed with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger effective as of April 10, 2014.

THE SURVIVING COMPANY:

TRIBUNAT LLC, a Florida limited liability company

By: Joseph T. French, Manager

TRIBUNAT VALUATION LLC, a Wisconsin limited liability company

Jøseph T. French, Manager

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EXHIBIT A

PLAN OF MERGER

This Plan of Merger (this "Plan of Merger"), dated as of April 10, 2014, is entered into by and between TRIBUNAT LLC, a Florida limited liability company (the "Surviving Company"), and TRIBUNAT VALUATION LLC, a Wisconsin limited liability company (the "Merged Company"). The Merged Company and the Surviving Company are hereinafter sometimes referred to as the "Constituent Companies."

WITNESSETH:

WHEREAS, the same three persons who own the Merged Company are the same three persons who own the Surviving Company, and each of these persons' percentage of ownership interests in the Merged Company is identical to such person's percentage of ownership interests in the Surviving Company.

WHEREAS, the three members of the Merged Company have determined that it would be in the best interest of such company, and the three members of the Surviving Company have determined that it would be in the best interest of such company, for the Merged Company to merge with and into the Surviving Company.

NOW THEREFORE, in consideration of the mutual covenants and agreements set forth herein, the parties hereto hereby agree as follows:

- 1. Merger. The Merged Company shall merge with and into the Surviving Company (the "Merger") in accordance with the terms and conditions of this Plan of Merger and the provisions of Chapter 605 of the Florida Revised Limited Liability Act (the "Florida Act") and Chapter 183, Wisconsin Statutes. TRIBUNAT LLC, a Florida limited liability company, shall be the surviving limited liability company in the Merger.
- 2. <u>Effective Date</u>. The Merger shall become effective on the date the Articles of Merger (as defined below) are filed with the Department of State of the State of Florida (the "Effective Date").
- 3. <u>Effect of Merger</u>. Upon the Effective Date: (a) the Merged Company and the Surviving Company shall become a single limited liability company, and the separate corporate existence of the Merged Company shall cease; (b) the Surviving Company shall succeed to and possess all of the rights, privileges, powers and immunities of the Merged Company which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merged Company, of every type and description wherever located, shall vest in the Surviving Company without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent Companies shall remain unimpaired; and (d) the Surviving Company shall assume the obligations of the Merged Company.

4. Articles of Organization, Operating Agreement, and Managers of Surviving Company. Upon the Effective Date: (a) the articles of organization of the Surviving Company shall remain and continue as the articles of organization of the Surviving Company until amended in the manner provided by law; (b) the operating agreement of the Surviving Company until amended in the manner provided by law; and (c) the managers of the Surviving Company shall remain and continue as the managers of the Surviving Company until their successors are duly elected and qualified.

5. Conversion of Membership Units.

- (a) Upon the Effective Date, each membership unit of the Merged Company, issued and outstanding immediately prior to the Effective Date, shall be cancelled and retired, without any action on the part of the holder thereof, and shall cease to exist without any consideration payable therefor.
- (b) From and after the Effective Date, all membership units of the Surviving Company, issued and outstanding immediately prior to the Effective Date, shall remain issued and outstanding and shall represent the issued and outstanding membership units of the Surviving Company.
- 6. <u>Supplemental Action</u>. If at any time after the Effective Date, the Surviving Company shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate managers of the Surviving Company or the Merged Company, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Plan of Merger.
- 7. Amendment and Waiver. Any of the terms or conditions of this Plan of Merger may be amended or waived at any time prior to the Effective Date by the mutual consent of the Surviving Company and the Merged Company, by action taken by the Board of Directors of such party; provided that after the vote of either the sole shareholder of the Merged Company or the sole shareholder of the Surviving Company, this Plan of Merger may be amended or modified in whole or in part only so long as such amendment or modification is made in accordance with the Florida Act.
- 8. <u>Termination</u>. At any time before the Effective Date, this Plan of Merger may be terminated and the Merger abandoned by mutual consent of all managers of both limited liability companies.
- 9. <u>Governing Law.</u> This Plan of Merger shall be governed and construed in accordance with the laws of the State of Florida.

10. <u>Counterparts</u>. This Plan of Merger may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first above written.

THE SURVIVING COMPANY:

TRIBUNAT LLC, a Florida limited liability company

By:

Joseph T. French Manager

THE MERGED COMPANY:

TRIBUNAT VALUATION LLC, a Wisconsin limited liability company

By:

Joseph T. French Manager