

Division of Corporations

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
STC Towers Acquisition 2014, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	03
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ARTICLES OF MERGER

The following Articles of Merger is submitted to merge the following Florida limited liability company in accordance with section 605.1025, Florida Statutes.

First: The name and jurisdiction of the surviving limited liability company:

<u>Name</u>	<u>Jurisdiction</u>
STC Towers Acquisition 2014, LLC	Florida

Second: The name and jurisdiction of the merging corporation:

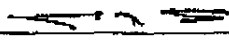
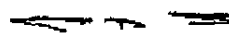
<u>Name</u>	<u>Jurisdiction</u>
STC Towers, Inc.	Indiana

Third: The merger was approved by the domestic limited liability company that is party to the merger 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).

Fourth: This entity exists before the merger and is a domestic limited liability company.

Fifth: The merger shall become effective upon the filing of the Articles of Merger.

Seventh: **SIGNATURES FOR EACH LIMITED LIABILITY COMPANY:**

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed of Printed Name of Individual and Title</u>
STC Towers Acquisition 2014, LLC		Thomas P. Hunt Executive Vice President
STC Towers, Inc.		Thomas P. Hunt Executive Vice President

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TALLAHASSEE, FLORIDA

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PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 605.1025, Florida Statutes.

1. The name and jurisdiction of the surviving limited liability company:

<u>Name</u>	<u>Jurisdiction</u>
STC Towers Acquisition 2014, LLC	Florida

2. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
STC Towers, Inc.	Indiana

3. SBA Towers V, LLC, a Florida limited liability company owns one hundred percent (100%) of the issued and outstanding membership interest of the surviving limited liability company. The surviving limited liability company owns one hundred percent (100%) of the issued and outstanding membership interest of the merging corporation.

4. On the effective date of the merger, each of the issued and outstanding membership interest of the merging corporation, and all rights in respect thereof, shall be canceled.

5. Other provisions relating to the merger are as follows:

(A) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of the merging corporation shall be transferred to and vested in the surviving limited liability company without further act or deed, and all property (including real, personal and intellectual) of the merging corporation shall be the property of the surviving limited liability company.

(B) Assumption of Obligations. All obligations of the merging corporation shall become obligations of the surviving limited liability company.

(C) Effective Date. The merger shall become effective upon the filing of the Certificate of Merger (the "Effective Date").

(D) Board of Directors Approvals. The Sole Member of the surviving limited liability company and the merging corporation have approved this Plan of Merger and the filing of the Certificate of Merger and all other documents or certificates required to be filed with the Florida Department of State, each by Written Consent dated July 18, 2014.

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(E) Articles of Organization. The Articles of Organization of the surviving limited liability company shall continue to be the Articles of Organization of said surviving limited liability company until further amended and changed in accordance with the provisions of the Florida Limited Liability Act.

(F) Operating Agreement. The Operating Agreement of the surviving limited liability company in effect currently and at and as of the Effective Date will remain the Operating Agreement of the surviving limited liability company without any modification or amendment in the merger.

(G) Officers and Directors. The directors and officers of the surviving limited liability company shall be those persons who were the members of the Board of Directors and the officers, respectively, of the surviving limited liability company immediately prior to the Effective Date and shall remain the directors and officers of the surviving limited liability company until their successors shall have been duly elected and qualified.

(H) Required Actions. STC Towers Acquisition 2014, LLC shall take, or cause to be taken, all action required or advisable under the laws of the State of Florida to consummate and make effective the intent of this Plan of Merger.

(I) Dissenters' Rights. Because the merging limited liability company has one shareholder, there will not be dissenters' rights in connection with the merger.

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