

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : ROBERT D. ROYSTON, JR., P.A.
Account Number : J20150000047
Phone : (239) 205-2225
Fax Number : (239) 205-2016

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: rroyston@rroystonlaw.com

MERGER OR SHARE EXCHANGE
TMT Naples, LLC

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$58.75

RECEIVED

18 SEP -4 PM 4:21

SECRETARY OF STATE
TALLAHASSEE, FL

2018 SEP -4 AM 6:10
SECRETARY OF STATE
TALLAHASSEE, FL

FILED

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Articles of Merger

For

Florida Limited Liability Company

FILED

2018 SEP -4 AM 6:10

SECRETARY OF STATE

TALLAHASSEE, FL

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 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>
TMT CAM, LLC	FLORIDA	LLC
TMT NAPLES, LLC	FLORIDA	LLC

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>
TMT NAPLES, LLC	FLORIDA	LLC

THIRD: The merger was approved by each domestic merging entity that is a limited liability company 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).

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FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

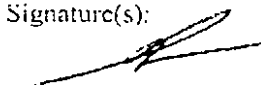

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed 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:

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.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
TMT CAM, LLC		STEPHEN E. MASON
TMT NAPLES, LLC		MARK A. GOLDEN
_____	_____	_____
_____	_____	_____

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 an authorized person

Fees: For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00	Certified Copy (optional):	\$30.00

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STATE OF FLORIDA
ARTICLES OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANY,
WITH AND INTO
A DOMESTIC LIABILITY COMPANY

The following Articles of Merger are being submitted in accordance with Sections 605.1025, Florida Statutes.

FIRST: The name of the entity being merged into the other is TMT CAM LLC, a Florida limited liability company, with its principal office located at 5878 Enterprise Parkway, Fort Myers, Florida, 33905.

SECOND: The name of the surviving entity is TMT NAPLES, LLC, a Florida limited liability company, with its principal office located at 5878 Enterprise Parkway, Fort Myers, Florida, 33905.


THIRD: The Plan of Merger is attached as Exhibit "A" and meets the requirements of Sections 605.1021 – 605.1026, Florida Statutes.

FOURTH: On August 30, 2018, the Plan of Merger was adopted and approved by all Members of TMT CAM, LLC and TMT NAPLES, LLC, in accordance with Sections 605.1021 – 605.1026, Florida Statutes.

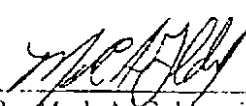
FIFTH: The Merger shall be effective as of the date these Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed these Article of Merger on this the 30 day of August, 2018.

TMT CAM, LLC


By: Stephen E. Mason, its sole manager

TMT NAPLES, LLC


By: Mark A. Golden, its sole manager

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EXHIBIT "A"

PLAN OF MERGER
TMT CAM, LLC WITH AND INTO
TMT NAPLES, LLC

This Plan of Merger is dated as of the 30 day of August, 2018, and formed by and between TMT CAM, LLC, a Florida limited liability company, and TMT NAPLES, LLC, a Florida limited liability company, in accordance with the provisions of Sections 605.1021 -- 605.1026, Florida Statutes.

1. **Merging Entity:** The name of the merging entity is TMT CAM, LLC, a Florida limited liability company.

2. **Surviving Entity:** The name of the surviving entity is TMT NAPLES, LLC, a Florida limited liability company.

3. **Effective Time:** The Merger shall become effective upon the filing by TMT NAPLES, LLC of a Certificate of Merger with the Florida Department of State (the "Effective Time").

4. **Effect of Merger:** As a result of the Merger the separate limited liability company existence of TMT CAM, LLC shall cease, and all of the rights, privileges and franchises of a public as well as of a private nature, and all of the assets, debts, liabilities and duties of TMT CAM, LLC shall be vested in TMT NAPLES, LLC.

5. **Articles of Organization and Operating Agreement of TMT NAPLES, LLC:** The Articles of Organization and Operating Agreement of TMT NAPLES, LLC in effect immediately prior to the Effective Date of the Merger shall continue to be the Articles of Organization and Operating Agreement of TMT NAPLES, LLC after the Effective Date of the Merger.

6. **Conversion and Ownership of Membership Interests:** At the Effective Date (i) all membership interests in and to TMT CAM, LLC and all issued and outstanding units evidencing the percentage interest of its members existing immediately prior to the Merger shall cease to exist and be cancelled; and (ii) there being an identity of the members of TMT CAM, LLC and TMT NAPLES, LLC and of the percentage membership interests those members hold TMT CAM, LLC AND TMT NAPLES, LLC, at the Effective Date the capital account interest of each member of TMT CAM, INC., shall be credited or debited, as the case may be, to such member's capital account interest in TMT NAPLES, LLC.

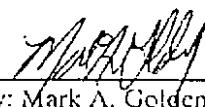
IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be duly executed and acknowledged as of the date first written above.

TMT CAM, LLC



By: Stephen E. Mason, its sole manager

TMT NAPLES, LLC



By: Mark A. Golden, its sole manager

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**TMT CAM, LLC
LIMITED LIABILITY COMPANY
BY UNANIMOUS CONSENT OF MEMBERS**

The undersigned, who, pursuant to Section 605.04073(4) Florida Statutes, being all of the members of TMT CAM, LLC, a Florida limited liability company (the "Company"), hereby consent to the following actions:

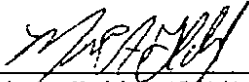
NOW, THEREFORE, BE IT RESOLVED, that the Company be merged with and into TMT NAPLES, LLC, a Florida limited liability company in accordance with the provisions of Sections 605.1021 - 605.1036, Florida Statutes; and it is further

RESOLVED, that the Plan of Merger attached hereto as Exhibit "A" (the "Plan of Merger") be, and the same hereby is, adopted and approved as the Plan of Merger for the Company and TMT NAPLES, LLC; and it is further

RESOLVED, that Stephen E. Mason, as the sole manager of the Company, is hereby, authorized, empowered, and directed to take all such actions and execute and deliver all such documents as he shall deem necessary or advisable to carry out the intent of the foregoing resolutions.

To evidence our consent we hereby execute this document, which may be executed in counterparts, each of which shall be deemed to be an original, but all of which shall be deemed to be one and the same document, on the date(s) respectively set forth below our signatures and direct that Stephen E. Mason place this document among the records of the Company.

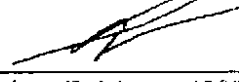
Member



Mark A. Golden (50%)

Dated: August 30, 2018

Member



Stephen E. Mason (50%)

Dated: August 30, 2018

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**TMT NAPLES, LLC
LIMITED LIABILITY COMPANY
BY UNANIMOUS CONSENT OF MEMBERS**

The undersigned, who, pursuant to Section 605.04073(4) Florida Statutes, being all of the members of TMT NAPLES, LLC, a Florida limited liability company (the "Company"), hereby consent to the following actions:

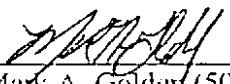
NOW , THEREFORE , BE IT RESOLVED, that TMT CAM, LLC, a Florida limited liability company, be merged with and into the Company in accordance with the provisions of Sections 605.1021 – 605.1036, Florida Statutes; and it is further

RESOLVED , that the Plan of Merger attached hereto as Exhibit "A" (the " Plan of Merger") be, and the same hereby is, adopted and approved as the Plan of Merger for the Company and TMT CAM, LLC; and it is further

RESOLVED, that Mark A. Golden, as the sole manager of the Company, is hereby, authorized, empowered, and directed to take all such actions and execute and deliver all such documents as he shall deem necessary or advisable to carry out the intent of the foregoing resolutions.


To evidence our consent we hereby execute this document, which may be executed in counterparts, each of which shall be deemed to be an original, but all of which shall be deemed to be one and the same document, on the date(s) respectively set forth below our signatures and direct that Stephen E. Mason place this document among the records of the Company.

Member



Mark A. Golden (50%)
Dated: August 30, 2018

Member



Stephen E. Mason (50%)
Dated: August 30, 2018