

L170000032696

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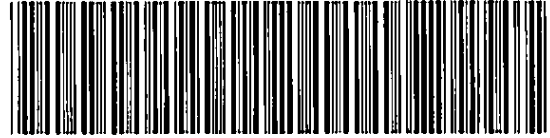
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TALLAHASSEE, FL

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3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

850-508-1891 (cell)

Date: 2-15-17  
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*en: c SW*

Name:	WD MERGER SUB
Document #:	2, LLC
Order #:	

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Amount: \$ 105.00

Thank you!

**ARTICLES OF MERGER**  
**FOR**  
**FLORIDA LIMITED LIABILITY COMPANY**

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The following Articles of Merger is submitted to merge the following Florida Limited Liability Companies 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>
WD Merger Sub 2, LLC	Florida	Limited liability company
Clearview Procurement, 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>
Clearview Procurement, LLC	Florida	Limited liability company

**Third:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; 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 filing entity.

**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, Florida Statutes.

**Sixth:** The delayed effective date of the merger shall be **February 16, 2017 at 11:59 p.m. ET.**

**Seventh:** The Plan of Merger is attached hereto as **Exhibit A**. The Plan of Merger was adopted by the surviving party and the merging party.

[Signature Page Follows]

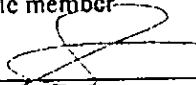
[Signature Page to Articles of Merger]

The undersigned hereby affirm that the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

WD Merger Sub 2, LLC,  
a Florida limited liability company

Clearview Procurement, LLC,  
a Florida limited liability company

By: WD Wolverine Holdings, LLC,  
its sole member

By:   
Print Name: Stephen Wise  
Title: President

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Title: Manager

[Signature Page to Articles of Merger]


The undersigned hereby affirm that the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

WD Merger Sub 2, LLC,  
a Florida limited liability company

Clearview Procurement, LLC,  
a Florida limited liability company

By: WD Wolverine Holdings, LLC,  
its sole member

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By:   
Print Name: Damien Lamendola  
Title: Manager

**Exhibit A**

See attached.

### Plan of Merger

The following plan of merger (this "**Plan of Merger**") is hereby adopted and submitted in compliance with Section 605.1022, Florida Statutes.

**First:** The name, jurisdiction of formation, and type of entity of each merging entity are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
WD Merger Sub 2, LLC	Florida	Limited liability company
Clearview Procurement, LLC	Florida	Limited liability company

**Second:** The name, jurisdiction of formation, and type of entity of the surviving entity in the merger are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Clearview Procurement, LLC	Florida	Limited liability company

**Third:** The terms and conditions of the merger are as follows:

(a) As a result of the merger and at the effective time of the merger (the "**Effective Time**") as set forth in the articles of merger (the "**Articles of Merger**") filed with the Florida Department of State, Division of Corporations ("**DOS**"), the separate corporate existence of WD Merger Sub 2, LLC, a Florida limited liability company (the "**Disappearing Entity**"), will cease and Clearview Procurement, LLC, a Florida limited liability company (the "**Surviving Entity**"), will continue to survive the merger as the surviving entity. As a result of the merger, the Surviving Entity will succeed to and assume, by operation of law, all the rights and obligations of the Disappearing Entity.

(b) The articles of organization of the Surviving Entity in effect as of the Effective Time shall continue to be the articles of organization of the Surviving Entity until altered, amended or repealed.

(c) At the Effective Time, the effect of the merger shall be as provided in the applicable provisions of Florida Revised Limited Liability Company Act (as amended from time to time, the "**LLC Act**"), including without limitation the provisions of Section 605.1026 of the LLC Act, which are incorporated herein by reference.

**Fourth:** The manner and basis of converting the ownership interests of each entity into ownership interests, obligations, or other equity securities of the Surviving Entity or any other entity or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire ownership interests of each entity into rights to acquire ownership interests, obligations, or other equity securities of the Surviving Entity or any other entity or, in whole or in part, into cash or other property are as follows:

(a) The ownership interests of the Surviving Entity that are issued and outstanding immediately prior to the Effective Time shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled, retired and extinguished without any conversion thereof, and no payment will be made with respect thereto.

(b) Each ownership interest of the Disappearing Entity that is issued and outstanding immediately prior to the Effective Time (as a percentage of the total issued and outstanding ownership interests of the Disappearing Entity immediately prior to the Effective Time) shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled, retired, extinguished and converted into an equivalent percentage of ownership interests of the Surviving Entity.

**Fifth:** This Plan of Merger may be amended, modified or supplemented, in whole or in part, at any time prior to the Effective Time with the written consent of the Disappearing Entity and the Surviving Entity.

**Sixth:** This Plan of Merger may be abandoned at any time prior to the Effective Time by filing with the DOS a statement of abandonment, duly executed by the Disappearing Entity and the Surviving Entity. Such statement of abandonment must contain the name of the Disappearing Entity and the Surviving Entity, the date on which the Articles of Merger were delivered to the DOS for filing, and a statement that the merger has been abandoned in accordance with Section 605.1024 of the LLC Act.

\* \* \* \* \*