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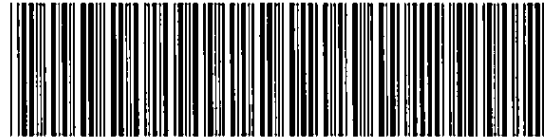
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R. WHITE

17 MAY 2017

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Rainmakers of Florida, LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Wendy Stoneman

Contact Person

Odin, Feldman & Pittleman, PC

Firm/Company

1775 Wiehle Ave., Suite 400

Address

Reston, VA 20190

City, State and Zip Code

wendy.stoneman@ofplaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Wendy Stoneman

at (703) 218-2315

Name of Contact Person

Area Code

Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

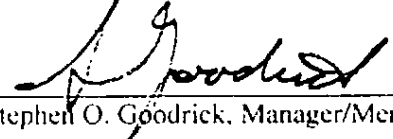
17 MAY 2017 10:13

ARTICLES OF MERGER
for
THE RAIN MAKERS ORGANIZATION, LLC,
a Virginia Limited Liability Company
into
THE RAINMAKERS OF FLORIDA, LLC
a Florida Limited Liability Company

In accordance with section 605.1025 of the Florida Statutes and section 13.1-1072 of the Code of Virginia, the following Articles of Merger are submitted to merge the above-named entities:

- First:** The "*Merging Party*" is THE RAIN MAKERS ORGANIZATION, LLC, a Virginia limited liability company treated as a disregarded entity for income tax purposes.
- Second:** The "*Surviving Party*" is THE RAINMAKERS OF FLORIDA, LLC, a Florida limited liability company treated as a disregarded entity for tax purposes.
- Third:** The Agreement and Plan of Merger ("*Plan of Merger*") is attached as Exhibit A.
- Fourth:** The Plan of Merger was adopted by the Merging Party in accordance with the laws of the Commonwealth of Virginia, and by the Surviving Party in accordance with sections 605.1021 through 605.1026, of the Florida Statutes.
- Fifth:** The delayed effective date of the merger is May 31, 2017.
- Sixth:** Signatures of an authorized representative for each party:

THE RAIN MAKERS ORGANIZATION, LLC

By: 
Stephen O. Goodrick, Manager/Member

THE RAINMAKERS OF FLORIDA, LLC

By: 
Stephen O. Goodrick, Manager/Member

Exhibit A

Agreement and Plan of Merger

(see attached)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "**Agreement**"), dated as of May 23, 2017, is entered into by and between THE RAINMAKERS OF FLORIDA, LLC, a Florida limited liability company (the "**Surviving LLC**"), and THE RAIN MAKERS ORGANIZATION, LLC, a Virginia limited liability company (the "**Merging LLC**").

RECITALS

WHEREAS, the Surviving LLC and the Merging LLC are each wholly owned and managed by the same individual, Stephen O. Goodrick (the "**Member**");

WHEREAS, the Surviving LLC and the Merging LLC wish to combine their assets and operations into one limited liability company to take advantage of planned efficiencies and to reduce expenses and redundancies; and

WHEREAS, the Member of the Surviving LLC and the Merging LLC desires that the Merging LLC be merged with and into the Surviving LLC under the terms and conditions set forth in this Agreement and in accordance with the laws of the Commonwealth of Virginia and the State of Florida.

AGREEMENT

NOW, THEREFORE, in consideration of the above premises, incorporated herein by reference, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1 THE MERGER.

1.1 Surviving Entity. Upon the latter of (x) 11:59 p.m. on May 31, 2017; (y) the issuance of the Certificate of Merger by the Florida Department of State; and (z) the issuance of the Certificate of Merger by the Virginia State Corporation Commission (the "**Effective Time**");

- (a) The Merging LLC shall be merged with and into the Surviving LLC (the "**Merger**") in accordance with section 605.1021 of the Florida Statutes, and section 13.1-1070 of the Code of Virginia;
- (b) The Surviving LLC shall be the surviving company of the Merger;
- (c) The identity, existence, rights, privileges, powers, franchises, properties and assets of the Surviving LLC shall continue unaffected and unimpaired by the Merger and shall be vested in the Surviving LLC; and
- (d) The identity and separate existence of the Merging LLC shall cease, and all of the rights, privileges, powers, franchises, properties and assets of the

Merging LLC shall be vested in the Surviving LLC, including the Merging LLC's federal employer identification number.

- 1.2 Operating Agreement, Member, and Manager. From and after the Effective Time until amended as provided by law, the Operating Agreement of the Surviving LLC shall be the Operating Agreement of the Surviving LLC, and the manager of the Surviving LLC in office immediately prior to the Effective Time shall continue as the manager of the Surviving LLC as of the Effective Time.
- 1.3 Membership Interest Conversion. At the Effective Time, the Member's membership interest in the Merging LLC outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any additional action of the part of the Merging LLC or the Surviving LLC, be canceled; and the Member's membership interest in the Surviving LLC outstanding immediately prior to the Effective Time shall remain outstanding following the Merger.

2. GENERAL.

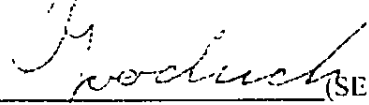
- 2.1 Condition to the Merger. The sole Member of both the Merging LLC and the Surviving LLC is a party to this Agreement, and adopts and approves the Merger in accordance with the terms and conditions contained in this Agreement, and by signing this Agreement waives notice of the time, place, and purpose of any meeting required to be held in order to approve the Merger and is approving the Merger by signing this Agreement in lieu of any meeting.
- 2.2 Termination. Notwithstanding anything herein or elsewhere to the contrary, this Agreement may be terminated and abandoned at any time before the Effective Time, whether before or after adoption and approval of this Agreement, by the consent of the manager or Member of either party. In the event of such termination and abandonment, this Agreement shall become void and neither party will have any liability hereunder.
- 2.3 Tax Treatment. The Merging LLC and the Surviving LLC are each wholly-owned by the Member and each treated as a disregarded entity for tax purposes. As a result, this Merger is intended to be a tax-free event.
- 2.4 Counterparts; Electronic Signatures. The parties may execute this Agreement in two or more counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument. The parties may execute and deliver this Agreement by facsimile or other electronic transmission (i.e., a PDF), and the evidence of a signature found on such facsimile or electronic transmission will be deemed to be an original signature of that party.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement and Plan of Merger as of the date first written above.

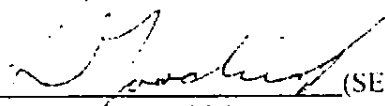
SURVIVING LLC:

THE RAINMAKERS OF FLORIDA, LLC

By:  (SEAL)
Name: Stephen O. Goodrick
Title: Manager

MERGING LLC:

THE RAIN MAKERS ORGANIZATION, LLC

By:  (SEAL)
Name: Stephen O. Goodrick
Title: Manager



Wendy Stoneman
Wendy.Stoneman@ofplaw.com
Direct: 703-218-2328

May 23, 2017

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Merger of The Rain Makers Organization, LLC merging into The Rainmakers of Florida, LLC

Dear Madam or Sir:

On behalf of The Rainmakers of Florida, LLC, a Florida limited liability company (the "**Company**"), please find the following enclosed for filing:

1. Cover Letter from FL Form CR2E080;
2. The Company's Articles of Merger designating its merger with The Rain Makers Organization, LLC; and
3. My firm check made payable to the Florida Department of State in the amount of \$50 for the filing fees which includes \$25 for each limited liability company and that is a party to the merger.

Please note that we are requesting an effective date of May 31, 2017.

I am also enclosing a return self-addressed prepaid envelope to return any confirmation of filing.

Very truly yours,


Wendy Stoneman

Enclosures

cc: Mr. Stephen Goodrick
Eric Franklin Horvitz, Esquire
Benjamin J. Kinder, Esquire

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