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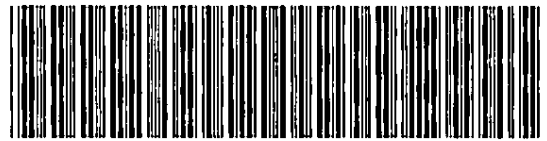
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2019 APR 26 PM 5:45
SECRETARY OF STATE
MASSACHUSETTS

Merger

BOND SCHOENECK & KING

4001 Tamiami Trail North, Suite 105 | Naples, FL 34103-3556 | bsk.com

JAMES D. DATI, ESQ.
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April 25, 2019

VIA FIRST CLASS MAIL

Department of State
Division of Corporations
Corporate Filings Section
P.O. Box 6327
Tallahassee, FL 32314

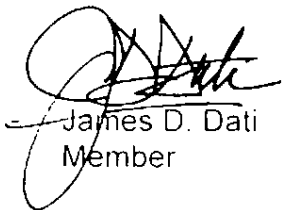
Re: *Articles of Merger - Horizon 881 LLC, a New York limited liability company, into
K2 Horizon LLC, a Florida limited liability company*

Dear Sir or Madam:

Enclosed are the Articles of Merger, Action by Consent, and a copy of the Plan of Merger for the referenced merger. Also, a check in the amount of \$50.00 made out to the Florida Department of State is enclosed.

Sincerely,

BOND. SCHOENECK & KING, PLLC



James D. Dati
Member

JDD/mbi
Enclosures

Articles of Merger
For
Florida Limited Liability Company

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>
Horizon 831 LLC	New York	LLC
K2 Horizon 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>
K2 Horizon LLC	Florida	LLC 219000083898

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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TALLAHASSEE, FL

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:

Date of Filing

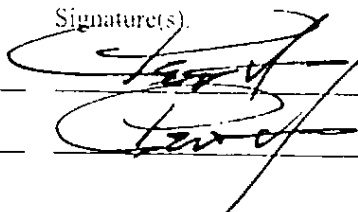
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

Horizon S&I LLC

Signature(s)



Typed or Printed
Name of Individual:

Keith Keppler, AUTH Member

K2 Horizon LLC

Keith Keppler, AUTH Member

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

**HORIZON 881 LLC,
a New York limited liability company**

Action By Consent Without A Meeting

The undersigned, being the sole member (the "**Member**") of HORIZON 881 LLC, a New York limited liability company (the "**Company**"), hereby adopts the following resolutions by unanimous written consent as authorized by the New York Limited Liability Company Act (the "**LLC Act**").

RECITALS


- A. The Member is the sole member of K2 HORIZON LLC, a Florida limited liability company.
- B. The Member has determined that it is in his and the Company's best interests that the Company merge into K2 HORIZON LLC, so that the Company and its business is governed by the laws of the State of Florida, the jurisdiction where K2 HORIZON LLC and the Member are located.
- C. The Member has decided that the Merger should be effectuated pursuant to the terms and conditions set forth in the Agreement and Plan of Merger of the Company into K2 HORIZON LLC dated effective April 24, 2019 (the "**Plan of Merger**"), that is attached and incorporated by reference as Exhibit A.

RESOLUTIONS

NOW, THEREFORE, BE IT RESOLVED:

- 1. That the Member authorizes the Merger to be effective as of the later of the date of filing of the Certificate of Merger with the Secretary of the Department of State of New York, and the date of filing of the Articles of Merger with the Florida Department of State.
- 2. That the Merger shall be effectuated pursuant to the terms and conditions in the Plan of Merger.
- 3. That the Member hereby waives all applicable notice requirements of the LLC Act.

Dated: April 24, 2019



Keith Keppler
Authorized Member

Exhibit A

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

HORIZON 881 LLC,
a New York limited liability company

Merging Into

K2 HORIZON LLC,
a Florida limited liability company

This AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated this April 24, 2019, is entered into between HORIZON 881 LLC, a New York limited liability company, and K2 HORIZON LLC, a Florida limited liability company, pursuant to Article X of the New York Limited Liability Company Act (the "NY-LLC Act"), and Section 605.1021 *et. seq.* of the Florida Revised Limited Liability Company Act (the "FL-LLC Act").

RECITALS

- A. The sole member of HORIZON 881 LLC is also the sole member of K2 HORIZON LLC (the "Member");
- B. Each limited liability company is classified as a partnership for federal income tax purposes;
- C. The Member desires to merge HORIZON 881 LLC into K2 HORIZON LLC (the "Merger"), pursuant to the terms set forth below;
- D. The parties desire that for tax purposes, the Merger be a merger under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "Code"), and that K2 HORIZON LLC (as the surviving company), continue to use the federal Employee Identification Number ("EIN"), previously issued to HORIZON 881 LLC; and
- E. Section 1001 *et. seq.* of the NY-LLC Act, and Section 605.1021 *et. seq.* of the FL-LLC Act authorize the Merger.

NOW, THEREFORE, the constituent entities and parties to this Agreement, in consideration of the mutual covenants, agreements, and provisions hereinafter contained, do hereby prescribe the terms and conditions of the Merger, and the mode of carrying the same into effect as follows:

- 1. Incorporation of Recitals. The parties hereby incorporate the above recitals as if they were set forth in full herein.
- 2. Merger. HORIZON 881 LLC hereby merges into K2 HORIZON LLC, which shall be the surviving entity.
- 3. Articles of Organization - K2 HORIZON LLC. The Articles of Organization of K2 HORIZON LLC, as in effect on the date of the Merger, shall continue in full force and effect as the Articles of Organization of K2 HORIZON LLC after the Merger.

4. **Converting Membership Interests - K2 HORIZON LLC.** All of the Member's membership interests in HORIZON 881 LLC existing on the effective date of the Merger, and all rights in respect thereof, shall forthwith be changed and converted into membership interests in K2 HORIZON LLC on a one for one basis. After the Merger, KEITH KEPPLER shall have a 100% membership interest in K2 HORIZON LLC.

5. **Terms and Conditions.** The terms and conditions of the Merger are as follows:

5.1 **Surrender of HORIZON 881 LLC Membership Interest.** The Member shall surrender his HORIZON 881 LLC membership interests in exchange for equivalent membership interests in K2 HORIZON LLC.

5.2 **Operating Agreement of K2 HORIZON LLC.** The Operating Agreement of K2 HORIZON LLC to be entered into by the Member shall be the Operating Agreement of K2 HORIZON LLC until the same shall be altered, amended, or repealed as provided therein.

5.3 **Effective Date of the Merger.** The Merger shall be effective as of the later of the date of filing of the Certificate of Merger with the Secretary of the Department of State of New York, and the date of filing of the Articles of Merger with the Florida Department of State.

5.4 **Transfer of Property, Rights and Privileges.** Upon the Merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of HORIZON 881 LLC shall be transferred to, vested in, and devolve upon K2 HORIZON LLC without further act or deed, and all property, rights, and every other interest of HORIZON 881 LLC shall be the property of K2 HORIZON LLC. HORIZON 881 LLC hereby agrees from time to time, as and when requested by K2 HORIZON LLC or by its successors or assignees, to execute and deliver or cause to be executed and delivered, all such deeds and instruments and to take or cause to be taken such further or other action as K2 HORIZON LLC may deem necessary or desirable in order to (1) vest in and confirm to K2 HORIZON LLC, title to and possession of any property of HORIZON 881 LLC, and (2) carry out the intent and purposes of this Agreement.

5.5 **Service of Process.** K2 HORIZON LLC may be served with process in the State of Florida in any proceeding for enforcement of any obligation of HORIZON 881 LLC, as well as for enforcement of any obligation of K2 HORIZON LLC arising from the Merger; and it does hereby irrevocably appoint the Secretary of State of the State of Florida as its agent to accept service of process in any such suit or other proceeding. The principal business address of K2 HORIZON LLC to which a copy of such process shall be mailed by the Secretary of State of the State of Florida is 1321 Corso Palermo Ct., #2, Naples, FL 34105, until K2 HORIZON LLC shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.


5.6 **Designation of Secretary of State.** The Secretary of State of the State of Florida has been designated as the agent of K2 HORIZON LLC upon whom process against it may be served. The post office address to which the Secretary of State of the State of Florida shall mail a copy of any process against K2 HORIZON LLC served upon him or her is 1321 Corso Palermo Ct., #2, Naples, FL 34105, until K2 HORIZON LLC shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

5.7 **Classification of the Merger.** For tax purposes, the Merger shall be classified as a merger under Section 368(a)(1)(F) of the Code.

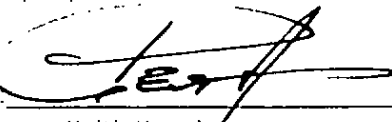
6. **Termination and Amendment.** Notwithstanding anything contained in this Agreement to the contrary, this Agreement may be terminated and abandoned by either party at any time prior to the date of filing the Certificate of Merger with the Secretary of the Department of State of the State of New York, or the Articles of Merger with the Florida Department of State. This Agreement may be amended by the unanimous agreement of the parties at any time prior to the date of filing the Certificate of Merger with the Secretary of the Department of State of the State of New York or the Articles of Merger with the Florida Department of State, provided that an amendment made subsequent to the adoption of this Agreement by the parties shall not alter or change any term of the Articles of Organization of K2 HORIZON LLC to be effected by the Merger.

IN WITNESS WHEREOF, pursuant to the approval and authority duly given by resolutions adopted by the Members of HORIZON 881 LLC and K2 HORIZON LLC, the parties to this Agreement and Plan of Merger have caused this Agreement to be executed by the Members on the date first set forth above.

HORIZON 881 LLC, a New York limited liability company

By: 
Keith Keppler
Authorized Member

K2 HORIZON LLC, a Florida limited liability company

By: 
Keith Keppler
Authorized Member