

L24000286090

Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
DW TOWER AT 2024, LLC**

Certificate of Status	0
Certified Copy	0
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1-31-25



January 17, 2025

FLORIDA DEPARTMENT OF STATE
Division of Corporations

DW TOWER AT 2024, LLC
8051 CONGRESS AVE
BOCA RATON, FL 33487US

SUBJECT: DW TOWER AT 2024, LLC
REF: L24000286090

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

As a condition of a merger, pursuant to s.605.0212(8) and/or s.607.1622 (8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Jasmine N Horne
Regulatory Specialist II

FAX Aud. #: H25000017904
Letter Number: 525A00001260

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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:

NameJurisdiction

DW Tower AT 2024, LLC

Florida

Second: The name and jurisdiction of the merging limited liability company:

NameJurisdiction

DW Tower III, LLC

Arizona

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).


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

Fifth: The merger shall become effective at 11:59 p.m. on January 31, 2025.

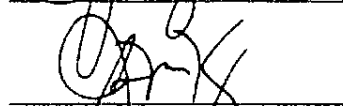
Sixth SIGNATURES FOR EACH LIMITED LIABILITY COMPANY:

Name of EntitySignatureTyped of Printed Name of Individual and Title

DW Tower III, LLC

Joshua M. Koenig
Executive Vice President

DW Tower AT 2024, LLC

Joshua M. Koenig
Executive Vice President

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>
DW Tower AT 2024, LLC	Florida

2. The name and jurisdiction of the merging limited liability company:

<u>Name</u>	<u>Jurisdiction</u>
DW Tower III, LLC	Arizona

3. SBA Telecommunications, 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 limited liability company.

4. On the effective date of the merger, each of the issued and outstanding membership interest of the merging limited liability company, 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 limited liability company 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 limited liability company shall be the property of the surviving limited liability company.

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

(C) Effective Date. The merger shall become effective at 11:59 p.m. on January 31, 2025 (the "Effective Date").

(D) Sole Member Approvals. The Sole Member of the surviving limited liability company and the merging limited liability company have approved this Plan of Merger and the filing of the Articles of Merger and all other documents or certificates required to be filed with the Florida Department of State and Arizona Corporation Commission, each by Written Consent dated January 14, 2025.

(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 Revised Limited Liability Company 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. DW Tower AT 2024, 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.