

Division of Corporations

Page 1 of 1

L99000000247

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000199952 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCAG000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 AUG 19 AM 11:37

RECEIVED

05 AUG 19 AM 8:00

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Braden Acquisition, LLC

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$50 ⁰⁰

Note proper fees

Electronic Filing Menu

Corporate Filing

Public Access Help

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. HomeWatch, L.L.C. 9555 Seminole Blvd. Seminole, FL 33772	Florida	Limited Liability Company
Florida Document/Registration Number: <u>19900000247</u>		FEEI Number: <u>59-3551987</u>
2.		
Florida Document/Registration Number: _____		FEEI Number: _____
3.		
Florida Document/Registration Number: _____		FEEI Number: _____
4.		
Florida Document/Registration Number: _____		FEEI Number: _____

(Attach additional sheet(s) if necessary)

LIBC02564507.2

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 AUG 19 AM 11:37

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Braden Acquisition, LLC 88 Rowland Way, Suite 300 Novato, CA 94945	Delaware	Limited Liability Company

Florida Document/Registration Number: N/A

FEEI Number: 20-3312896

THIRD: The attached Plan of Merger meets the requirements of section 608.4382, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: The surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting members of each domestic limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting members of each limited liability company that is a party to the merger the amount, if any, to which they are entitled under section 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section 608.4381(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State.

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

(Attach additional sheet(s) if necessary)

LIBC/2564307.2

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 AUG 19 AM 11:37

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity

Signature(s)

Typed or Printed Name of Individual

HomeWatch, LLC

Kenneth Lucci

Braden Acquisition, LLC

Peter Kelly

Braden Partners, L.P.

By: Braden Management Corp.

By: Peter Kelly

Ita: CEO

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 AUG 19 AM 11:37

(Attach additional sheet(s) if necessary)

UBC254307.1

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 608.4381 is being submitted in accordance with section 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
HomeWatch, LLC	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Braden Acquisition, LLC	Delaware

THIRD: The terms and conditions of the merger are as follows:

HomeWatch, LLC, a Florida limited liability company, shall be merged with and into Braden Acquisition, LLC, a Delaware limited liability company, (the "Merger"). Following the Merger, the separate existence of HomeWatch, LLC shall cease and Braden Acquisition, LLC shall succeed to and assume all the rights and obligations of the Company in accordance with the Delaware Limited Liability Company Act and Florida Limited Liability Company Act. The consideration to be received by the members of HomeWatch, LLC consists of partnership interests in Braden Partners, L.P., the sole member of Braden Acquisition, LLC, and cash.

(Attach additional sheet(s) if necessary)

LISC72564307.2

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 AUG 19 AM 11:37

FOURTH:

- A. The manner and basis of converting the interest, shares, obligations or other securities of each merged party into the interest, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The aggregate proceeds from the merger shall be distributed to the members of HomeWatch, LLC pro rata in proportion to such members' ownership of HomeWatch, LLC.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 AUG 19 AM 11:37

(Attached additional sheet(s) if necessary)

LIBC/2564307.1

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

If General Partner is a Non-Individual,

Name(s) and Address(es) of General Partner(s)

Florida Document/Registration Number

N/A

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 AUG 19 AM 11:37

LIBC2564307.1

(Attached additional sheet(s) if necessary)