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DIVISION OF CORPORATION

BK



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032  
REFERENCE : 254140 4331712  
AUTHORIZATION : *Patricia T. [Signature]*  
COST LIMIT : \$ 80.00

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ORDER DATE : September 24, 2003  
ORDER TIME : 9:42 AM  
ORDER NO. : 254140-010  
CUSTOMER NO: 4331712  
CUSTOMER: Jill Franzen, Legal Asst  
Wiley, Rein & Fielding, Llp  
1776 K Street, N.w.  
Washington, DC 20006

ARTICLES OF MERGER

BLACK CROW MEDIA GROUP, LLC

INTO

BLACK CROW MEDIA GROUP, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER  
OF

BLACK CROW MEDIA GROUP, L.L.C.  
(a Florida limited liability company)

INTO

BLACK CROW MEDIA GROUP, LLC  
(a Delaware limited liability company)

Pursuant to Section 608.4382 of the Florida Limited Liability Company Act (the "Florida Act") the undersigned limited liability companies execute the following Articles of Merger as of this 3rd day of October, 2003.

**FIRST:** The Agreement and Plan of Merger (the "Plan") between Black Crow Media Group, L.L.C., a Florida limited liability company ("BCMG Florida") and Black Crow Media Group, LLC, a Delaware limited liability company ("BCMG Delaware"), is attached hereto as Exhibit A.

**SECOND:** The Plan was approved and executed by the unanimous written consent of the members of BCMG Florida and of the sole member BCMG Delaware in accordance with the applicable provisions of the Florida Act.

**THIRD:** The merger shall become effective as of the date the Certificate of Merger is filed with the Delaware Secretary of State.

**FOURTH:** The surviving limited liability company is BCMG Delaware with its principal office in Delaware located at: c/o National Registered Agents, Inc., 9 East Lockerman Street, Suite 1B, Dover, DE 19901.

**FIFTH:** BCMG Delaware is deemed to have appointed the Florida Secretary of State as its agent for service of process in proceedings, if any, to enforce any obligation or the rights of dissenting members of BCMG Florida.

**SIXTH:** BCMG Delaware has agreed to promptly pay to the dissenting members of BCMG Florida the amount, if any, to which such dissenting members are entitled pursuant to Section 608.4384 of the Florida Act.

[SIGNATURE PAGE FOLLOWS]

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SIGNATURE PAGE TO  
ARTICLES OF MERGER OF  
BLACK CROW MEDIA GROUP, L.L.C., INTO  
BLACK CROW MEDIA GROUP LLC

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03 OCT -3 AM 10:26  
TALLAHASSEE, FLORIDA

**IN WITNESS WHEREOF**, the undersigned have executed these Articles of Merger as of the date first set forth above.

BCMG DELAWARE:

Black Crow Media Group, LLC

By: 

Name: J. Michael Linn  
Title: Sole Member

BCMG FLORIDA:

Black Crow Media Group, L.L.C.

By: 

Name: J. Michael Linn  
Title: Manager

**EXHIBIT A**  
**AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER**

**OF**

**BLACK CROW MEDIA GROUP, L.L.C.**  
**(a Florida limited liability company)**

**INTO**

**BLACK CROW MEDIA GROUP, LLC**  
**(a Delaware limited liability company)**

THIS AGREEMENT AND PLAN OF MERGER (this "Plan") sets forth the terms of the merger of Black Crow Media Group, L.L.C., a Florida limited liability company with and into Black Crow Media Group, LLC, a Delaware limited liability company. This Plan is made pursuant to section 608.438 of the Florida Limited Liability Company Act (the "Florida Act") and section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act") and was approved by each party to the merger in accordance with the provisions of the Florida Act and the Delaware Act.

1. Parties to the Merger: The name of each limited liability company participating in the merger and the jurisdiction in which each limited liability company was formed is as follows:

Name	Jurisdiction of Formation
Black Crow Media Group, L.L.C.	Florida
Black Crow Media Group, LLC	Delaware

2. Surviving Company: The name of the surviving company is as follows:

Name	Jurisdiction of Formation
Black Crow Media Group, LLC	Delaware

3. Terms and Conditions:

(a) The merger shall become effective upon the filing of the Certificate of Merger with the Delaware Secretary of State and upon the filing of the Articles of Merger with the Florida Secretary of State (the "Effective Date").

(b) Pursuant to the Florida Act and the Delaware Act, on the Effective Date, Black Crow Media Group, L.L.C., a Florida limited liability company (the "Merging Company") shall be merged with and into Black Crow Media Group, LLC, a Delaware limited liability company (the "Surviving Company").

(c) On the Effective Date, the separate existence of the Merging Company shall cease and all membership interests in the Merging Company shall be cancelled. On the

Effective Date, the membership interests of the Surviving Company that existed immediately prior to the Effective Date shall be cancelled and no consideration received therefore.

(d) The Certificate of Formation of the Surviving Company as it existed immediately prior to the Effective Date shall remain in effect after the Effective Date.

(e) The Operating Agreement of the Surviving Company, as it exists on the Effective Date shall remain in effect after the Effective Date.

4. Conversion of Interests: The interests of certain members in the Merging Company shall be converted to interests in the Surviving Company and the interest of Nicole M. Linn shall be converted to cash payable by wire transfer on the Effective Date as described in the following chart:

Name of Merging Company member	Percentage of interest owned in Merging Company	Percentage of interest in Surviving Company or cash received by Members of Merging Company
Black Crow Broadcasting, Inc.	62.54%	68.15%
Black Crow Radio Partners, L.L.C.	13.83%	15.07%
Nicole M. Linn	8.23%	\$3,592,316
J. Michael Linn	8.23%	8.97%
Thomas Media, Inc.	7.17%	7.81%

5. Surviving Company Manager: The Surviving Company shall be a manager-managed company. The name and address of the Surviving Company's Manager is:

Manager	Address
J. Michael Linn	126 International Speedway Blvd. Daytona Beach, FL 32114

[SIGNATURE PAGE FOLLOWS]

SIGNATURE PAGE TO  
AGREEMENT AND PLAN OF MERGER OF  
BLACK CROW MEDIA GROUP, L.L.C. INTO  
BLACK CROW MEDIA GROUP, LLC

**IN WITNESS WHEREOF**, the undersigned have executed this Agreement Plan of Merger as of the date first set forth above.

SURVIVING COMPANY:

Black Crow Media Group, LLC (Delaware)

By: 

Name: J. Michael Linn  
Title: Sole Member

MERGING COMPANY:

Black Crow Media Group, L.L.C. (Florida)

By: 

Name: J. Michael Linn  
Title: Manager