

Division of Corporations

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M08000005306

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : SBA COMMUNICATIONS CORPORATION
Account Number : I20020000107
Phone : (561) 995-7670
Fax Number : (561) 322-2887

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE
Grain Communications II, LLC

Certificate of Status	0
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Corporate Filing Menu

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SBA COMMUNICATIONS

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TRANSMISSION VERIFICATION REPORT

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FAX NO./NAME
DURATION
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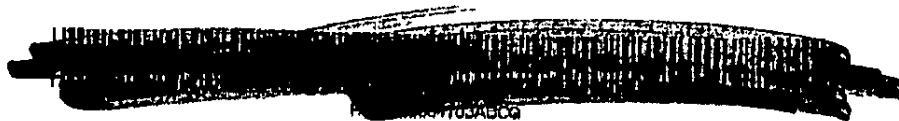
Division of Corporations

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SBA COMMUNICATIONS
1/10/2014 10:19:48 AM PAGE 1/001

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January 10, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GRAIN COMMUNICATIONS II, LLC
100 N WASHINGTON BLVD #201
SARASOTA, FL 34236

SUBJECT: GRAIN COMMUNICATIONS II, LLC
REF: M08000005306

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

Please file the merger pursuant to 605.1025. Our new form is on the database.

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

Carolyn Lewis
Regulatory Specialist II

FAX Aud. #: H14000006410
Letter Number: 714A00000668

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**CERTIFICATE OF MERGER**

The following Certificate 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 merging limited liability company:

<u>Name</u>	<u>Jurisdiction</u>
<i>LD7000006514</i> Grain Communications, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
<i>MD8000005306</i> Grain Communications II, LLC	Delaware

Third: Adoption of Merger by the merging limited liability company:

The merger was approved by the domestic limited liability company that is party to the merger in accordance with the applicable provisions of Chapter 605, Florida Statute.

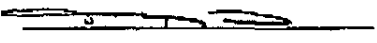
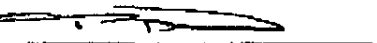
Fourth: Adoption of the Merger by the surviving limited liability company:

This entity exists before the merger and is a foreign limited liability company, with the authority to transact business in the state of Florida. The mailing address to which the department may send any service of process pursuant to Section 605.0117, Florida Statute is:

5900 Broken Sound Pkwy, NW, Boca Raton, Florida 33487

Fifth: The merger shall become effective upon the filing of the Certificate of Merger.

Sixth: SIGNATURES FOR EACH LIMITED LIABILITY COMPANY:

<u>Name of Limited Liability Company</u>	<u>Signature</u>	<u>Typed of Printed Name of Individual and Title</u>
Grain Communications II, LLC		Thomas P. Hunt, Senior Vice President and General Counsel
Grain Communications, LLC		Thomas P. Hunt, Senior Vice President and General Counsel

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SBA COMMUNICATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following plan of merger is submitted in accordance with Section 605.1025, Florida Statutes.

1. The name and jurisdiction of the surviving limited liability company:

<u>Name</u>	<u>Jurisdiction</u>
Grain Communications II, LLC	Delaware

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

<u>Name</u>	<u>Jurisdiction</u>
Grain Communications, LLC	Florida

3. Grain Communications REIT, Inc., a Delaware corporation owns one hundred percent (100%) of the issued and outstanding membership interest of the surviving limited liability company and owns one hundred percent (100%) of the 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 upon the filing of the Certificate of Merger (the "Effective Date").

(D) Members Approvals. The Members of the surviving limited liability company and the merging limited liability company have approved this Plan of Merger and the filing of the Certificate of Merger and all other documents or certificates required to be filed with the Florida Department of State and the Delaware Division of Corporation, each by Written Consent dated January 9, 2014.

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TALLAHASSEE, FLORIDA

(E) Certificate of Organization. The Certificate of Organization 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 Delaware Limited Liability 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. Grain Communications II, LLC shall take, or cause to be taken, all action required or advisable under the laws of the State of Delaware 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.

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