

Florida Department of State

Division of Corporations

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**MERGER OR SHARE EXCHANGE**

**SBA TOWERS IX, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$50.00

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FLORIDA DEPT. OF STATE  
CORPORATION SERVICES, FL

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MAR 25 2021

CERTIFICATE OF MERGER  
OF  
MCM ACQUISITION 2017, LLC  
(a Florida limited liability company)

WITH AND INTO

SBA TOWERS IX, LLC  
(a Delaware limited liability company)

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Act.

**FIRST:** The name of the surviving Limited Liability Company is SBA Towers IX, LLC, a Delaware Limited Liability Company.

**SECOND:** The name of the Limited Liability Company being merged into this surviving Liability Company is MCM Acquisition 2017, LLC. The jurisdiction in which this Limited Liability Company was formed is Florida.

**THIRD:** The Agreement of Merger has been approved and executed by both Limited Liability Companies.

**FOURTH:** The name of the surviving Limited Liability Company is SBA Towers IX, LLC.

**FIFTH:** The merger is to become effective at 11:59 p.m. on March 31, 2021

**SIXTH:** The executed agreement of merger is on file at 8051 Congress Avenue, Boca Raton, Florida 33487, the principal place of business of the surviving Limited Liability Company.

**SEVENTH:** A copy of the agreement of merger will be furnished by the surviving Limited Liability Company on request, without cost, to any member of the Limited Liability Company or any person holding an interest in any other business entity which is to merge or consolidate.

**IN WITNESS WHEREOF,** the Limited Liability Company has caused this Certificate of Merger to be executed by an authorized person, this 12<sup>th</sup> day of March 2021.

**SBA TOWERS IX, LLC**

By: \_\_\_\_\_

Name: Thomas P. Hunt

Title: Executive Vice President and General Counsel

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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:

<u>Name</u>	<u>Jurisdiction</u>
SBA Towers IX, LLC	Delaware

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

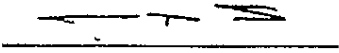

<u>Name</u>	<u>Jurisdiction</u>
MCM Acquisition 2017, LLC	Florida

**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 605.1061-605.1072, F.S.

**Fifth:** The merger shall become effective at 11:59 p.m. on March 31, 2021.

**Sixth SIGNATURES FOR EACH LIMITED LIABILITY COMPANY:**

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed of Printed Name of Individual and Title</u>
MCM Acquisition 2017, LLC		Thomas P. Hunt Executive Vice President
SBA Towers IX, LLC		Thomas P. Hunt 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>
SBA Towers IX, LLC	Delaware

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

<u>Name</u>	<u>Jurisdiction</u>
MCM Acquisition 2017, LLC	Florida

3. SBA Senior Finance II 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 March 31, 2021 (the "Effective Date").

(D) Members 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/Certificate of Merger and all other documents or certificates required to be filed with the Florida Department of State and Delaware Division of Corporation, each by Written Consent dated March 12, 2021.

(E) Certificate of Formation. The Certificate of Formation of the surviving limited liability company shall continue to be the Certificate of Formation 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 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. SBA Towers IX, 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.