

M190000009361

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

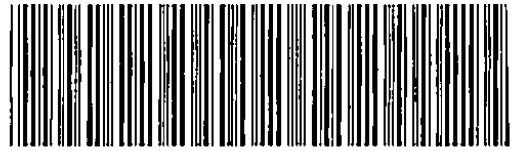
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer.

Office Use Only



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19 OCT -1 PM 1:53

2019 OCT -1 PM 5:34

RECEIVED
OCT 10 2019



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 2, 2019

CSC

RESUBMIT
Please give original
submission date as file date

SUBJECT: Y-COM TEMPCO, LLC
Ref. Number: M19000009364

We have received your document for Y-COM TEMPCO, LLC and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

There is a fee of \$35.00 due.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

The document must have original signatures.

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.

Terri J Schroeder
Regulatory Specialist III

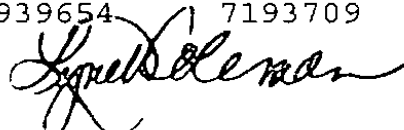
Letter Number: 819A00020238

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 939654 7193709

AUTHORIZATION :



COST LIMIT : \$ 70.00

ORDER DATE : October 1, 2019

ORDER TIME : 1:23 PM

ORDER NO. : 939654-010

CUSTOMER NO: 7193709

ARTICLES OF MERGER

YOUNG'S COMMUNICATIONS CO.,
INC.

INTO

Y-COM TEMPCO, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Amanda Robinson ext# 62968

EXAMINER'S INITIALS: _____

DocuSign Envelope ID: 0C777110-00E0-41D4-B1B9-A27E5E977153

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Y-COM TEMPCO, LLC

Name of Surviving Party

Please return all correspondence concerning this matter to:

JOSHUA PRYWES

Contact Person

GREENBERG TRAURIG

Firm/Company

2200 ROSS AVENUE, SUITE 5200

Address

DALLAS, TEXAS 75201

City, State and Zip Code

PRYWESJ@GTLAW.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joshua Prywes

at (214) 665-3626

Name of Contact Person

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

2019 OCT -1 PM 5:3

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Young's Communications Co., Inc.	FL	Corporation
Y-COM Tempco, LLC	DE	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Y-COM Tempco, LLC	DE	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

1675 South Street, Suite B



Dover, DE 19901

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Young's Communications Co., Inc.	 <small>DocuSigned by: 3378A44413EF451...</small>	John S. Gault
Y-COM Tempco, LLC	 <small>3378A44413EF451...</small>	John S. Gault

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "*Agreement*"), is dated as October 1, 2019, by and between Y-COM TEMPCO, LLC, a Delaware limited liability company ("*Acquiring Company*"), and YOUNG'S COMMUNICATIONS CO., INC., a Florida corporation ("*Target Company*"). Acquiring Company and Target Company are hereinafter sometimes collectively referred to as the "*Constituent Entities*."

RECITALS

WHEREAS, Acquiring Company is a limited liability company duly formed and existing under the laws of the State of Delaware;

WHEREAS, Target Company is a corporation duly incorporated and existing under the laws of the State of Florida;

WHEREAS, the board of directors and the sole shareholder of Target Company and the sole member of Acquiring Company have authorized and approved this Agreement and the merger of Target Company with and into Acquiring Company (the "*Merger*"), upon the terms and subject to the conditions set forth in this Agreement in the manner required by applicable law; and

NOW, THEREFORE, in consideration of the mutual representations, warranties, covenants and agreements contained in this Agreement, the parties to this Agreement, intending to be legally bound, hereby agree as follows:

1. Merger. Upon the terms and subject to the conditions set forth in this Agreement, YOUNG'S COMMUNICATIONS, INC., a Florida corporation, shall be merged with and into Y-COM TEMPCO, LLC, a Delaware limited liability company, pursuant to and in accordance with the applicable provisions of the Florida Business Corporation Act and the Delaware Limited Liability Company Act, 6 *Del. C.* §§ 18 - 101 *et seq.* (the "*Act*"), the separate corporate existence of YOUNG'S COMMUNICATIONS, INC. shall cease, and Y-COM TEMPCO, LLC shall continue its existence as a Delaware limited liability company under the Act ("*Surviving Entity*"). Pursuant to the merger, the Surviving Entity shall amend its name to Young Communications, LLC.

2. Effective Date. The Merger shall be effective at the time provided in the Certificate of Merger as filed with the Secretary of State of the State of Delaware and with the Department of State of Florida (the "*Effective Time*").

3. Effect of the Merger. The Merger shall have the effects set forth in Section 209 of the Act.

4. Certificate of Formation; Limited Liability Company Agreement; Members of Acquiring Company. At the Effective Time: (a) the Certificate of Formation of Acquiring Company as in effect immediately prior to the Effective Time shall be, from and after the Effective Time, the certificate of formation of the Surviving Entity until thereafter amended

cancelled in the manner provided by law; (b) the Limited Liability Company Agreement of Acquiring Company as in effect immediately prior to the Effective Time shall be, from and after the Effective Time, the Limited Liability Company Agreement of Surviving Entity or thereafter amended or terminated in the manner provided by law; and (c) the sole member of Surviving Entity shall remain the sole member of Surviving Entity.

5. Authorization. Prior to the Effective Time, each of the Constituent Entities shall take all such action (including, without limitation, obtaining the approval of this Agreement at the Merger by the sole member or board of directors and sole shareholder as applicable, of each of the Constituent Entities) necessary to consummate the Merger.

6. Cancellation of Shares. At the Effective Time: (i) all shares of capital stock of Target Company outstanding immediately prior to the Effective Time, shall by virtue of the Merger and without any action on the part of the holder thereof, be cancelled for no consideration; and (ii) each limited liability company interest in Acquiring Company outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, remain unchanged and continue to represent in the aggregate 100% of the outstanding limited liability company interests in Surviving Entity.

7. Amendment. At any time prior to the Effective Time, this Agreement may be amended, to the fullest extent permitted by applicable law, by an agreement in writing duly adopted and approved by the board of directors of Target Company and the sole member of Acquiring Company.

8. Abandonment. At any time prior to the Effective Time, this Agreement may be abandoned, to the fullest extent permitted by applicable law, by either the board of directors of Target Company or the sole member of Acquiring Company.

9. Managers. The management of the Acquiring Company is vested in the sole Member. The name and business address of the Member is

Y-COM Intermediate Holdings, Inc.
3700 North Capital of Texas Highway Suite 520
Austin, TX 78746

10. Entire Agreement. This Agreement contains the entire agreement between the parties with respect to the Merger, and supersedes all prior agreements, written or oral, with respect thereto.

11. Waivers and Amendments. This Agreement may not be amended, modified, superseded, cancelled, renewed, extended or waived except by a written instrument signed by the parties, or, in the case of a waiver, by the party waiving compliance.

12. Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Delaware, without regard to conflicts of laws principles thereof.

13. Headings. The headings in this Agreement are for reference purposes only and shall not in any way affect the meaning or interpretation of this Agreement.

14. Severability of Provisions. The invalidity or unenforceability of any term, phrase, clause, paragraph, restriction, covenant, agreement or other provision of this Agreement shall in no way affect the validity or enforcement of any other provision or any part thereof.

15. Counterparts. This Agreement may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties have executed this Agreement effective as of 1
date first above written.

ACQUIRING COMPANY:

Y-COM TEMPCO, LLC, a Delaware
limited liability company

By: John S. Gault
John S. Gault, Secretary

TARGET COMPANY:

YOUNG'S COMMUNICATIONS CO.,
INC., a Florida corporation

By: John S. Gault
John S. Gault, Secretary