

Division of Corporations

PO2000028480

Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 205-8842
Fax Number : (850) 878-5368

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**MERGER OR SHARE EXCHANGE
CWV MERGER SUB, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$68.75

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TALLAHASSEE, FLORIDA

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9/25/2015 3:25:28 PM From: To: 8586176380 (2/9)

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CWV Merger Sub. LLC

Name of Surviving Party

Please return all correspondence concerning this matter to:

Charlotte Rawls

Contact Person

Kaufman & Canoles, P.C.

Firm/Company

P. O. Box 3037

Address

Norfolk, VA 23514

City, State and Zip Code

csrawls@kaufcan.com

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

For further information concerning this matter, please call:

Charlotte Rawls

at (757) 624-3298

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

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**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>
Mead Holdings, Inc.	Florida	corporation

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>
CWV Merger Sub, LLC	Virginia	limited liability company

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:

CWV Merger Sub, LLC

7825 Parham Landing Road

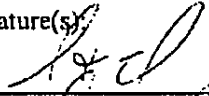
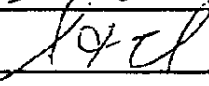
West Point, VA 23181

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:
Mead Holdings, Inc.		Scott Earl, President
CWV Merger Sub, LLC		Scott Earl, Manager

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

PLAN OF MERGER

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>
Mead Holdings, Inc.	Florida	corporation

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>
CWV Merger Sub, LLC	Virginia	limited liability company

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

The merging party shall, upon the effective date of a Certificate of Merger issued by the State Corporation

Commission of the Commonwealth of Virginia, be merged with and into the surviving party.

(Attach additional sheet if necessary)

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FOURTH:

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

Upon issuance of a Certificate of Merger by the State Corporation Commission of the Commonwealth of Virginia, all of the issued and outstanding shares of the merging party, all of which are owned by the sole Member of the surviving party, shall be surrendered and cancelled, and no additional membership of the surviving party shall be given in exchange therefor.

(Attach additional sheet if necessary)

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

All of the issued and outstanding shares of the merging party, all of which are owned by the sole Member of the surviving party, shall be cancelled and no stock or other securities or obligations of the surviving party, or cash, or property, shares, membership interest, or other securities of any other company shall be issued or exchanged therefor.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

n/a

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Scott Earl, Manager, 4 Enterprise Avenue, Clifton Park, NY 12065

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

The Plan of Merger was adopted and approved by the unanimous written consent of the sole

shareholder of the merging party on September 25, 2015. The Plan of Merger was adopted and

approved by the unanimous written consent of the sole member of the surviving party on

September 25, 2015.

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

Upon the effective date of the merger, the Articles of Organization of the surviving party shall be

amended to read as follows:

"1. The name of the limited liability company is Mead Holdings, LLC."

(Attach additional sheet if necessary)