

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H13000216141 3)))



H130002161413ABCT

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

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

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

Email Address: \_\_\_\_\_

**MERGER OR SHARE EXCHANGE**

**SBA Towers USVI, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

*Merger*  
*@ 9.30.13*

Electronic Filing Menu

Corporate Filing Menu

Help

09/30/2013 09:40  
000-01/-0301

5612263575

8/30/2013 8:29:38 AM PAGE 1/001

SBA COMMUNICATIONS

PAGE 01/05  
Fax Server



September 30, 2013

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

SBA TOWERS USVI II, INC.  
5900 BROKEN SOUND PKWY NW  
BOCA RATON, FL 33487

SUBJECT: SBA TOWERS USVI II, INC.  
REF: P12000063921

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.

The Plan of Merger does not reflect the same merging corporations as the Articles of Merger.

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

Irene Albritton  
Regulatory Specialist II

FAX Aud. #: H13000216141  
Letter Number: 913A00022846

RECEIVED

13 SEP 30 PM 12:58

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
SBA Towers USVI, Inc.	Virgin Islands

**Second:** The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
SBA Towers USVI II, Inc.	Florida

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective at 11:59 on September 30, 2013.


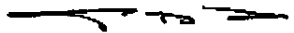
**Fifth:** Adoption of Plan of Merger by the surviving corporation:

The Plan of Merger was adopted by the board of directors of the surviving corporation on September 16, 2013 and shareholder approval was not required.

**Sixth:** Adoption of Plan of Merger by the merging corporation:

The Plan of Merger was adopted by the board of directors of the surviving corporation on September 16, 2013 and shareholder approval was not required.

**Seventh:** SIGNATURES FOR EACH CORPORATION:

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed of Printed Name of Individual and Title</u>
SBA Towers USVI II, Inc.		Thomas P. Hunt Senior Vice President
SBA Towers USVI, Inc.		Thomas P. Hunt Senior Vice President

H13000216141 3

### PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
SBA Towers USVI, Inc.	Virgin Islands

2. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
SBA Towers USVI II, Inc.	Florida

3. SBA Guarantor LLC, a Delaware corporation owns one hundred percent (100%) of the issued and outstanding stock of the surviving corporation. SBA Guarantor LLC, a Delaware corporation owns one hundred percent (100%) of the issued and outstanding stock of the merging corporation.

4. On the effective date of the merger, each of the issued and outstanding stock of the merging corporation, 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 corporation shall be transferred to and vested in the surviving corporation without further act or deed, and all property (including real, personal and intellectual) of the merging corporation shall be the property of the surviving corporation.

(B) Assumption of Obligations. All obligations of the merging corporation shall become obligations of the surviving corporation.

(C) Effective Date. The merger shall become effective at 11:59 on September 30, 2013 (the "Effective Date").

(D) Board of Directors Approvals. The Board of Directors of the surviving corporation and the merging corporation have approved this Plan of Merger and the filing of the Articles of Merger and all other documents or certificates required to be filed with the Florida Department of State, each by Written Consent dated September 16, 2013.

(E) Articles of Incorporation. The Articles of Incorporation shall continue to be the Articles of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the Florida Business Corporation Act.

H13000216141 3

H13000216141 3

(F) Bylaws. The Bylaws of the surviving corporation in effect currently and at and as of the Effective Date will remain the Bylaws of the surviving corporation without any modification or amendment in the merger.

(G) Officers and Directors. The directors and officers of the surviving corporation shall be those persons who were the members of the Board of Directors and the officers, respectively, of the surviving corporation immediately prior to the Effective Date and shall remain the directors and officers of the surviving corporation until their successors shall have been duly elected and qualified.

(H) Required Actions. SBA Towers USVI, Inc. shall take, or cause to be taken, all action required or advisable under the laws of the US Virgin Islands to consummate and make effective the intent of this Plan of Merger.

(I) Dissenters' Rights. Because the merging corporation has one shareholder, there will not be dissenters' rights in connection with the merger.

H13000216141 3