

• 17333

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Nelnet Real Estate Ventures, Inc.

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Charles F. Kaplan

Contact Person

Perry Law Firm

Firm/Company

233 South 13th Street, Suite 1400

Address

Lincoln, NE 68508

City/State and Zip Code

ckaplan@perrylawfirm.com

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

For further information concerning this matter, please call:

Charles F. Kaplan

Name of Contact Person

At (402)

476-9200

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

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

MAILING ADDRESS:

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

ARTICLES OF MERGER

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607-1109 of the Delaware corporation statutes, the undersigned constituent entities hereby certify the following:

1. The names of the constituent entities are: M & P Building, LLC, a Nebraska limited liability company, and Nelnet Real Estate Ventures, Inc., a Florida corporation.
2. M & P Building, LLC, a Nebraska limited liability company, as a constituent entity, and Nelnet Real Estate Ventures, Inc., a Florida corporation ("Nelnet REV"), as a constituent entity, are hereby merged and the above named ~~Nelnet Real Estate Ventures, Inc.~~, a corporation incorporated under the laws of the State of Florida (the "Surviving Company") is the surviving entity pursuant to the Plan of Merger dated as of December 18, 2015 (the "Plan of Merger").
3. Each of (i) the sole shareholder and board of directors of the Surviving Company and (ii) the sole member and the sole manager of M & P Building, LLC, duly authorized, approved, ratified and adopted the Plan of Merger in accordance with Section 607.1103 of the Delaware corporation statutes and Section 21-172 of the Nebraska Uniform Limited Liability Company Act, respectively. Such approvals each occurred on December 18, 2015.
4. The effective date of the merger pursuant to the Plan of Merger shall be as of January 1, 2016.
5. There is no amendment to the Articles of Incorporation of the Surviving Company.
6. A copy of the complete executed Plan of Merger is set forth in Exhibit A, attached hereto.

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IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned entities as of the day and year hereafter acknowledged.

M & P Building, LLC

By: _____

Name: Terry J. Heimes

Title: Vice President

Nelnet Real Estate Ventures, Inc.

By: _____

Name: James D. Kruger

Title: Treasurer

PLAN OF MERGER

This Plan of Merger, dated as of December 18, 2015, is made by and between Nelnet Real Estate Ventures, Inc., a Florida corporation (the "Surviving Corporation"), and M & P Building, LLC, a Nebraska limited liability company ("M&P").

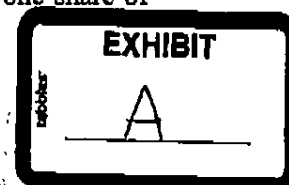
Whereas, Nelnet Real Estate Ventures, Inc. is a corporation organized and existing under and by virtue of the laws of the State of Florida; and

Whereas, M & P Building, LLC is a limited liability company organized and existing under and by virtue of the laws of the State of Nebraska; and

Whereas, the board of directors of the Surviving Corporation and the managers of M&P, the parties hereto, deem it desirable and in the best interests of the Surviving Corporation and its shareholders and of M&P and its sole member that M&P be merged into the Surviving Corporation.

Now, therefore, in consideration of the foregoing and mutual promises and covenants, and subject to the conditions herein set forth, the constituent entities agree as follows:

1. The names of the constituent entities are Nelnet Real Estate Ventures, Inc. and M & P Building, LLC.
2. The name of the surviving corporation is Nelnet Real Estate Ventures, Inc. The Surviving Corporation is duly formed and organized under the laws of the State of Florida.
3. Upon such merger, the separate existence of M&P shall cease and the Surviving Corporation shall become the owner, without other transfer, of all the rights and property of the constituent entities, and the Surviving Corporation shall become subject to all the liabilities, obligations and penalties of the constituent entities.
4. The Articles of Incorporation of Nelnet Real Estate Ventures, Inc. shall on the effective date of the merger not be amended.
5. The organizational documents of M & P Building, LLC, as in effect on the effective date, shall become inapplicable and the organizational documents of the Surviving Corporation shall control the Surviving Corporation until the same shall be altered, amended, or repealed, or until new bylaws are adopted as provided therein.
6. The manner and basis of converting the equity interests of the constituent entities into shares of the Surviving Corporation shall be as follows:
 - (a) Each share of the common stock of the Surviving Corporation, issued and outstanding on the effective date of the merger shall continue to be one share of common stock of the Surviving Corporation.



- (b) Each membership unit of M&P, issued and outstanding on the effective date of the merger shall be changed and converted into no shares of common stock of the Surviving Corporation.
- (c) After the effective date of the merger of holders of membership units in M & P Building, LLC shall surrender them to the Surviving Corporation, or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of said membership units, the Surviving Corporation shall cancel such units.
- (d) Holders of membership units of M&P shall not be entitled to dividends payable on shares of stock in the Surviving Corporation.

7. Neither M&P nor the Surviving Corporation, shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Plan of Merger.

8. This Plan of Merger shall be submitted to the respective directors, shareholders, managers and members of the constituent entities for their approval in the manner provided by the applicable laws of the State of Florida and the State of Nebraska, respectively, at such time as the board of directors and managers of the constituent entities shall agree.

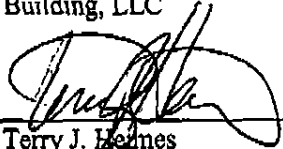
9. The directors and managers of either constituent entity may, in their discretion, abandon this merger, subject to the rights of third parties under and contracts relating thereto, without further action or approval by the shareholders or members of the entity, at any time before the merger has been completed.

This Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

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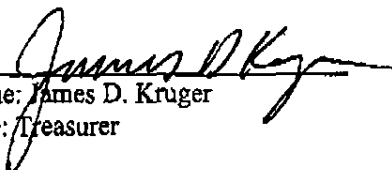
In witness whereof, the parties hereto have caused this Plan of Merger to be executed by their respective officers, directors and managers as of this 18th day of December.

M & P Building, LLC

By: 

Name: Terry J. Heines
Title: Vice President

Nelnet Real Estate Ventures, Inc.

By: 

Name: James D. Kruger
Title: Treasurer