

12/5/2017

P 98000047617

Division of Corporations

Florida Department of State  
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**MERGER OR SHARE EXCHANGE  
KELBY MEDIA GROUP, INC.**

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**ARTICLES OF MERGER**  
(Profit Corporations)

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>	<u>Document Number</u> (If known/ applicable)
KELBY MEDIA GROUP, INC.	FLORIDA	P98000047617

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
KW LAND HOLDINGS, INC.	FLORIDA	P01000054892

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

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** 12/29/2017 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**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.

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/1/2017.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/1/2017.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Signature of an Officer or Director \_\_\_\_\_

Typed or Printed Name of Individual & Title

SCOTT KELBY, President

**SCOTT KELBY, President**

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**PLAN OF MERGER**  
(Non Subsidiaries)

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.

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

<u>Name</u>	<u>Jurisdiction</u>
KELBY MEDIA GROUP, INC.	FLORIDA
_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>
KW LAND HOLDINGS, INC.	FLORIDA
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

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**Third:** The terms and conditions of the merger are as follows:

Any certificates representing the ownership interests of the Merging Entity shall be surrendered and cancelled on the effective date.  
The ownership interests of the Surviving Entity shall be unaffected by the merger and shall continue to constitute all of the outstanding ownership interests in the Surviving Entity.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

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(Attach additional sheets if necessary)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Signature of an Officer or Director \_\_\_\_\_

**SCOTT KELBY, President**

**SCOTT KELBY, President**

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