Articles of Merger - Multi Entity Merger

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem

FILED: DEC 22, 2021
OREGON SECRETARY OF STATE

18837898-22899920

REGISTRY NUMBER: 188378-98

SPLITROCK PROPERTIES LLC **MER**

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is pub
We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in **Black** Ink. Attach Additional Sheet if Necessary.

1. NAMES AND TYPES OF THE ENTITIES PROPOSING TO MERGE:

NAME:	ENTITY TYPE:	REGISTRY NUMBER:
SPLITROCK PROPERTIES LLC	LLC	188378-98
ASCOT PLACE, LLC	LLC	662505-81

2. NAME AND TYPE OF SURVIVING ENTITY: SPLITROCK PROPERTIES LLC

☐ Check here if there is a name change in the plan of merger.

3. OREGON CORPORATION AND LIMITED LIABILITY REQUIREMENT:

☒ Oregon Corporations and Limited Liability Companies comply with House Bill 2191 by attaching an information change form or document that includes the Principal Place of Business and Individual with Direct Knowledge.

4. SELECT ONE OF THE FOLLOWING:

☐ A copy of the plan of merger is attached.

OR:

☒ The plan of merger is on file at the address of the surviving entity.

Address 23410 Hwy 20

City Bend State OR Zip Code 97701

A copy will be provided upon request to any owner, member or shareholder at no cost.
If the plan of merger amends the articles of organization/incorporation, attach the restated articles of the surviving entity.

☒ State effective date and time in plan of merger if other than when these articles are filed: December 30, 2021

5. The plan of merger was duly authorized and approved by each entity that is a party to the merger:

☒ A copy of the vote required by each entity is attached.

OR:

☐ Shareholder approval was not required.

6. EXECUTION: (Must be signed by an officer or director for a corporation, a member or manager for a limited liability company, a general partner for a limited partnership, or a partner for a limited liability partnership.)
I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

Signature:	Printed Name:	Title:
	Kevin D. Holland	Trustee of Member

CONTACT NAME: (To resolve questions with this filing)

Brent S. Kinkade

PHONE NUMBER: (Include area code)

(541) 382-3011

FEES

Nonprofit Required Processing Fee	$50
Domestic Required Processing Fee	$100
Foreign Required Processing Fee	$275

Processing Fees are nonrefundable. Please make check payable to "Corporation Division".
Free copies are available at sos.oregon.gov/business using the Business Name Search program.

CONSENT OF MEMBERS

OF

SPLITROCK PROPERTIES LLC,
an Oregon limited liability company

The following actions are taken by the written consent of all the members of **SPLITROCK PROPERTIES LLC**, an Oregon limited liability company (the "Company"):

Approval of Merger

RESOLVED, that the merger of the Company with **ASCOT PLACE, LLC**, an Oregon limited liability company, on the terms and conditions set forth in that Agreement and Plan of Merger in the form approved by the members, is hereby ratified and approved.

General Authority

RESOLVED, that the appropriate members of the Company are authorized to sign and deliver all documents and to take or cause to be taken all other acts on behalf of the Company that they deem necessary or appropriate to effect and carry out the intent of the above resolutions.

RESOLVED, that all acts previously taken by any member of the Company on behalf of the Company to effect and carry out the intent of the above resolutions are approved, ratified, and confirmed, provided the acts were not inconsistent with the Company's Articles of Organization or Operating Agreement, the Oregon Limited Liability Company Act, or any other applicable law.

Signing of this Consent constitutes a written waiver of any notice required by the Company's Articles of Organization or Operating Agreement, or otherwise. This Consent may be signed in counterparts and signatures transmitted by electronic means shall be considered original signatures.

{Signature page follows}

DATED effective December 30, 2021

CONSENTING MEMBERS of SPLITROCK PROPERTIES LLC, an Oregon limited liability company

John F. Holland Trust U/T/A dated January 3, 1994, Member

JOHN F. HOLLAND, Co-Trustee

MARILYN K. HOLLAND, Co-Trustee

Marilyn K. Holland Trust U/T/A dated January 3, 1994, Member

MARILYN K. HOLLAND, Co-Trustee

JOHN F. HOLLAND, Co-Trustee

KD Holland Revocable Trust U/T/A dated August 29, 2018, Member

KEVIN D. HOLLAND, Co-Trustee

DANIELLE C. HOLLAND, Co-Trustee

Holland Revocable Trust U/T/A dated July 24, 2018, Member

BRIAN J. HOLLAND, Co-Trustee

SUMMER L. HOLLAND, Co-Trustee

CONSENT OF MANAGER AND MEMBERS

OF

ASCOT PLACE, LLC,
an Oregon limited liability company

The following actions are taken by the written consent of the manager and all the members of **ASCOT PLACE, LLC**, an Oregon limited liability company (the "Company"):

Approval of Merger

RESOLVED, that the merger of the Company and **SPLITROCK PROPERTIES LLC**, an Oregon limited liability company, on the terms and conditions set forth in that Agreement and Plan of Merger in the form as approved by the manager and members, is hereby ratified and approved.

General Authority

RESOLVED, that the manager and appropriate members of the Company are authorized to sign and deliver all documents and to take or cause to be taken all other acts on behalf of the Company that they deem necessary or appropriate to effect and carry out the intent of the above resolutions.

RESOLVED, that all acts previously taken by any manager or member of the Company on behalf of the Company to effect and carry out the intent of the above resolutions are approved, ratified, and confirmed, provided the acts were not inconsistent with the Company's Articles of Organization or Operating Agreement, the Oregon Limited Liability Company Act, or any other applicable law.

Signing of this Consent constitutes a written waiver of any notice required by the Company's Articles of Organization or Operating Agreement, or otherwise. This Consent may be signed in counterparts and signatures transmitted by electronic means shall be considered original signatures.

{Signature page follows}

DATED effective December 30, 2021

CONSENTING MANAGER of ASCOT PLACE, LLC, an Oregon limited liability company

JOHN F. HOLLAND, Manager

CONSENTING MEMBER of ASCOT PLACE, LLC, an Oregon limited liability company

H4 PROPERTIES LIMITED PARTNERSHIP, an Oregon limited partnership, Member

John F. Holland Trust U/T/A dated January 3, 1994, General and Limited Partner

JOHN F. HOLLAND, Co-Trustee

MARILYN K. HOLLAND, Co-Trustee

Marilyn K. Holland Trust U/T/A dated January 3, 1994, General and Limited Partner

MARILYN K. HOLLAND, Co-Trustee

JOHN F. HOLLAND, Co-Trustee

KD Holland Revocable Trust U/T/A dated August 29, 2018, Limited Partner

KEVIN D. HOLLAND, Co-Trustee

DANIELLE C. HOLLAND, Co-Trustee

Holland Revocable Trust U/T/A dated July 24, 2018, Limited Partner

BRIAN J. HOLLAND, Co-Trustee

SUMMER L. HOLLAND, Co-Trustee

Corporation/Limited Liability Company - Information Change

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - sos.oregon.gov/business - Phone: (503) 986-2200
Please Type or Print Legibly in **Black** ink. Attach Additional Sheet if Necessary. Fax: (503) 378-4381

REGISTRY NUMBER: 188378-98

ENTITY TYPE: (●) DOMESTIC ( ) FOREIGN

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

For office use only

1. NAME OF CORPORATION OR LIMITED LIABILITY COMPANY:

SPLITROCK PROPERTIES LLC

Complete only the sections that you are updating.

2. BUSINESS ACTIVITY

Real property ownership and management

3. PRINCIPAL PLACE OF BUSINESS: (Street Address)

23410 Hwy 20

Bend, OR 97701

4. THE REGISTERED AGENT HAS BEEN CHANGED TO:

5. REGISTERED AGENT'S PUBLICLY AVAILABLE ADDRESS:
Must be an Oregon Street Address, which is identical to the registered agent's office.

6. ADDRESS WHERE THE DIVISION MAY MAIL NOTICES:

7. THE NEW REGISTERED AGENT HAS CONSENTED TO THIS APPOINTMENT.

8. THE STREET ADDRESS OF THE NEW REGISTERED OFFICE AND THE BUSINESS ADDRESS OF THE REGISTERED AGENT ARE IDENTICAL.

The entity has been notified in writing of this change.

9. INDIVIDUAL WITH DIRECT KNOWLEDGE (Names and Addresses)
List the name and address of at least one individual who is a director, or controlling shareholder of the corporation (member or manager of the LLC) or an authorized representative with direct knowledge of the operations and business activities of the corporation or LLC.

Kevin D. Holland

23410 Hwy 20

Bend, OR 97701

10. NAME(S) AND ADDRESS(ES)OF CORPORATE OFFICERS OR LLC MEMBERS/MANAGERS
Corporations list the name and address of one President and one Secretary (ORS 60.787, ORS 65.787, ORS 62.455, ORS 554.315).
Limited Liability Companies list the name and addresses of the managers for a manager-managed limited liability company or the name and address of at least one member for a member-managed limited liability company (ORS 63.787). Please attach a separate sheet of paper if needed.
If making changes to this section, list all current names and addresses. This replaces what is currently on the record.

PRESIDENT OR OWNER(S) (MEMBERS): (Names and Addresses)

Kevin D. Holland, Trustee of Member

23410 Hwy 20

Bend, OR 97701

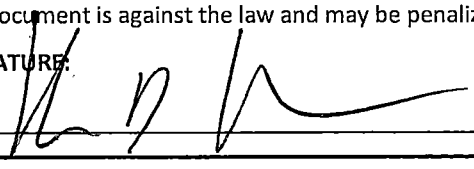
SECRETARY OR MANAGER(S): (Names and Addresses)

Brian J. Holland, Trustee of Member

23410 Hwy 20

Bend, OR 97701

11. EXECUTION: I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

SIGNATURE: 

PRINTED NAME: Kevin D. Holland

TITLE: Trustee of Member

CONTACT NAME: (To resolve questions with this filing)

Brent S. Kinkade

PHONE NUMBER: (Include area code)

(541) 382-3011

FEES

No Processing Fee

Free copies are available at sos.oregon.gov/business using the Business Name Search program.