

AFFIDAVIT

The undersigned, under penalties of perjury, states as follows:

On December 13, 2017, Mural Associates, a Maine general partnership and the record owner of the premises at 80 Exchange Street, Portland, ME, merged with two other entities. The undersigned 80 Exchange LLC, a Maine limited liability company, is the surviving entity in such merger, as shown in the attached Statement of Merger filed with the Maine Secretary of State. As a result of such merger, pursuant to 31 MRSA 1096, all property and obligations of Mural Associates are vested as a matter of law in 80 Exchange LLC.

Dated: December 27, 2017

80 EXCHANGE LLC
By: 80 Exchange Manager, LLC, its
Managing Member

Mary Kruse
Witness

By: [Signature]
Name: James H. Brady
Title: Manager

STATE: FLORIDA
COUNTY: Martin

Subscribed and sworn to before me on this 27th day of December, 2017.



Kristen Campbell
Name: Kristen Campbell
Notary Public
My commission expires: 3/30/2021

LIMITED LIABILITY COMPANY

STATE OF MAINE

STATEMENT OF MERGER
(Relating to a LLC)

File No. 20182821DC Pages 14
20182483DC
Fee Paid \$ 150
DCN 2173482260043 MERG
FILED EFFECTIVE
12/13/2017 12/13/2017


Deputy Secretary of State

A True Copy When Attested By Signature

Deputy Secretary of State

Pursuant to 31 MRSA §1641, the undersigned survivor of the merger executes and delivers the following Statement of Merger:

FIRST: Constituent Organizations that are Parties to the Merger:

Name	Form of Organization	Jurisdiction	Date of Organization
Mural Associates	General Partnership	Maine	Jan. 4, 1999
Infirm Group M, LLC	Limited Liability Company	Maine	Nov. 14, 2017
Mural Associates, LLC	Limited Liability Company	Maine	Dec. 5, 2017

Name, form, jurisdiction and date of organization of additional limited liability companies or other constituent organizations are attached as Exhibit _____, and made a part hereof.

SECOND: Surviving Organization:

Name of surviving organization: Mural Associates, LLC

Form of surviving organization: Limited Liability Company

Jurisdiction of governing statute: Maine Date of its organization: Dec. 5, 2017

Address of its principal office: c/o Daggett & Parker, 148 Middle Street, Portland, ME 04101

THIRD: (Check only one box)

The surviving organization is created by this merger. The organizational document that creates this surviving organization is attached; or

The surviving organization existed before the merger. (Check only one box below)

Amendments provided for in the plan of merger for the organizational document that created the surviving organization that are in the public record are attached; or

The organizational documents remain unchanged.

FOURTH: Date the merger is effective under the governing statute of the surviving organization: _____

FIFTH: The merger was approved as required by each constituent organization's governing statute and as required by the organizational documents of each constituent organization that is party to this merger.

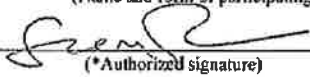
SIXTH: (Foreign Surviving Organization Only)

The surviving foreign organization acknowledges it may be served with process in this State by certified mail and the address of its principal office for the purpose of §1644.2 is:

SEVENTH: Additional information required by the governing statute of any constituent organization is set forth in the attached Exhibit _____, and made a part hereof.

Must Be Completed By the First Constituent Organization to the Merger

Mural Associates, a Maine general partnership _____ 12/2/17
(Name and form of participating constituent organization) (Date)


(*Authorized signature)

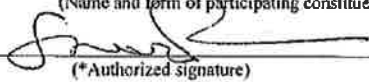
Stev Y. Parker, Partner
(Type or print name and capacity)

(*Authorized signature)

(Type or print name and capacity)

Must Be Completed By the Second Constituent Organization to the Merger

Infirm Group M, LLC, a Maine limited liability company _____ 12/2/17
(Name and form of participating constituent organization) (Date)


(*Authorized signature)

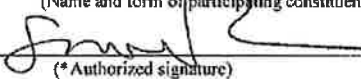
Stev Y. Parker, Member
(Type or print name and capacity)

(*Authorized signature)

(Type or print name and capacity)

Must Be Completed By the Third Constituent Organization to the Merger

Mural Associates, LLC, a Maine limited liability company _____ Stev Y. Parker, Member
(Name and form of participating constituent organization) (Date)


(*Authorized signature)

Stev Y. Parker, Member
(Type or print name and capacity)

(*Authorized signature)

(Type or print name and capacity)

Must Be Completed By the Fourth Constituent Organization to the Merger

_____	_____
(Name and form of participating constituent organization)	(Date)
_____	_____
(*Authorized signature)	(Type or print name and capacity)
_____	_____
(*Authorized signature)	(Type or print name and capacity)

(Copy this page, and modify participant number, if more signature spaces are needed.)

*Pursuant to 31 MRSA §§1643.1 and 1676.1, this statement of merger must be signed by a person authorized by each constituent organization that is party to this merger.

The execution of this certificate constitutes an oath or affirmation, under the penalties of false swearing under 17-A MRSA §453.

Please remit your payment made payable to the Maine Secretary of State.

Submit completed form to: **Secretary of State**
Division of Corporations, UCC and Commissions
101 State House Station
Augusta, ME 04333-0101
Telephone Inquiries: (207) 624-7752 **Email Inquiries: CEC.Corporations@Maine.gov**

Form No. MLLC-10 (3 of 3) 7/1/2011

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of December 11, 2017, is by and among Mural Associates, a Maine general partnership ("Mural GP"), Infirm Group M, LLC, a Maine limited liability company ("Infirm-M") and Mural Associates, LLC, a Maine limited liability company ("Mural LLC"). Each of Mural GP, Infirm-M, and Mural LLC is sometimes individually referred to herein as a "party," and all of them are sometimes collectively referred to herein as the "parties."

RECITALS

WHEREAS, each partner or member of each of the parties deems it advisable and in the best interests of the parties to consummate the business combination transaction described in this Agreement whereby Mural GP and Infirm-M shall merge with and into Mural LLC with Mural LLC as the surviving entity, and its name changed to 80 Exchange LLC (the "Merger");

NOW, THEREFORE, in consideration of the premises and of the mutual representations and covenants herein contained and intending to be legally bound hereby, the parties hereby agree as follows:

I. Plan of Merger for general partnership under 31 MCLA 1095

A. The name, the jurisdiction of organization and the date of organization of each partnership or limited partnership that is a party to the merger:

Mural Associates, a Maine general partnership, organized on January 4, 1999.

B. The name of the surviving entity into which the other partnerships or limited partnerships will merge;

Mural Associates, LLC, a Maine limited liability company, which is changing its name hereunder to "80 Exchange LLC"

C. Whether the surviving entity is a partnership or a limited partnership and the status of each partner;

The surviving entity is a limited liability company.

Each partner will receive the pro rata interest in the surviving entity that he had in, in the aggregate, in the predecessor entities (as measured by the direct or indirect interests heretofore held in Mural GP):

Stev Y. Parker 55%

Edwin R. Daggett, Jr. 10%

Matthew M. Parker 22.5%

Pierre Shevenell 12.5%

(W1542882.7)

A-1

C. The terms and conditions of the merger;

Listed in Part III below.

D. The manner and basis of converting the interests of each party to the merger into interests or obligations of the surviving entity or into money or other property in whole or part:

Stated in Part III below.

E. The street address of the surviving entity's chief executive office.

c/o Daggett & Parker, 148 Middle Street, Portland, ME 04101

II. Plan of Merger for limited liability companies under 31 MCLA 1642

A. The name, current jurisdiction of organization and form of each constituent organization:

Mural Associates, a Maine general partnership

Infirm Group M, LLC, a Maine limited liability company

Mural Associates, LLC, a Maine limited liability company

B. The name, jurisdiction and form of the surviving organization and, if the surviving organization is to be created by the merger, a statement to that effect;

Mural Associates, LLC, an existing Maine limited liability company, which is changing its name hereunder to "80 Exchange LLC"

C. The terms and conditions of the merger, including the manner and basis for converting the interests in each constituent organization into any combination of money, interests in the surviving organization and other consideration as allowed in subsection 3;

Terms and conditions are stated in Part III below.

The basis for converting the interests in each constituent organization into interests in the surviving organization are stated in Part I, subpart C above

D. If the surviving organization is to be created by the merger, the surviving organization's organizational documents that are proposed to be in a record;

Not applicable

E. If the surviving organization is not to be created by the merger, any amendments to be made by the merger to the surviving organization's organizational documents that

are, or are proposed to be, in a record or a statement that the organizing documents remain unchanged.

The Certificate of Formation of the surviving entity is hereby amended as follows:

- i. The name of the limited liability company ("LLC") is hereby changed to "80 Exchange LLC"
- ii. Only a manager or any other officers, if any, designated in the LLC's limited liability company agreement has the authority to bind the LLC, and then only to the extent provided in the LLC's limited liability company agreement. No member of the LLC, acting in such capacity, has the authority or power to bind the LLC.

III. Terms of Merger

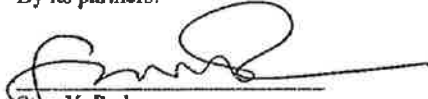
1. The Merger shall be effective on the date of filing of a duly executed Statement of Merger in the office of the Secretary of State of Maine in accordance with the provisions of the Maine Nonprofit Corporations Act (the "Effective Date").
2. The merger of Mural GP into Mural LLC shall be deemed to have occurred first, followed immediately by the merger of Infirm-M into Mural LLC.
3. Immediately upon filing the Statement of Merger, Mural GP and Infirm-M shall be merged with and into Mural LLC, Mural GP and Infirm-M shall cease their separate existence and Mural LLC will be the surviving entity, under the name "80 Exchange LLC" (the "Surviving Entity"); all of the properties (real, personal and mixed), rights, immunities, privileges, and any and all other assets of Mural GP and Infirm-M shall immediately vest in the Surviving Entity without further act or deed; and the Surviving Entity shall assume all the liabilities, duties and obligations of Mural GP and Infirm-M.
4. At the Effective Date, the Certificate of Formation of Mural LLC shall become the Certificate of Formation of the Surviving Entity. Thereafter, the Surviving Entity may amend its Certificate of Formation in accordance with the laws of the State of Maine. At the Effective Date, the Operating Agreement of Mural LLC shall become the Operating Agreement of the Surviving Entity until thereafter changed or amended as provided therein or by applicable law.

This Agreement may be executed in any number of counterparts, and each such counterpart shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement. All signatures need not be on the same counterpart.

Each individual signing this Agreement agrees that his signature constitutes his execution on behalf of each party to which he is a member or partner, and his approval of this Agreement as a member and/or partner of each party.

[signature pages follow]

Mural Associates, a Maine general partnership
By its partners:

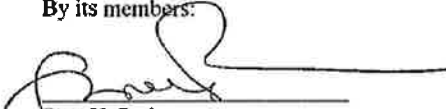


Stev Y. Parker

Matthew M. Parker

Pierre Shevenell

Infirm Group M, LLC, as partner in Mural Associates and in its own capacity,
By its members:



Stev Y. Parker

Matthew M. Parker



Edwin R. Daggett, Jr.

[2nd signature page follows]

Mural Associates, a Maine general partnership
By its partners:

Stev Y. Parker



Matthew M. Parker

Pierre Shevenell

Infirm Group M, LLC, as partner in Mural Associates and in its own capacity,
By its members:

Stev Y. Parker



Matthew M. Parker

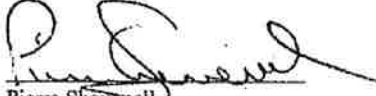
Edwin R. Daggett, Jr.

[2nd signature page follows]

Mural Associates, a Maine general partnership
By its partners:

Stev Y. Parker

Matthew M. Parker



Pierre Shevenell

Infirm Group M, LLC, as partner in Mural Associates and in its own capacity,
By its members:

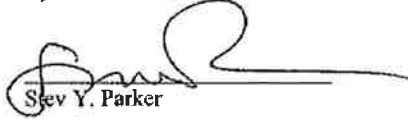
Stev Y. Parker

Matthew M. Parker

Edwin R. Daggett, Jr.

[2nd signature page follows]

Mural Associates, LLC,
By its members:


Stev Y. Parker

Matthew M. Parker

Pierre Shevenell

Mural Associates, LLC,
By its members:

Siev Y. Parker



Matthew M. Parker

Pierre Shevenell

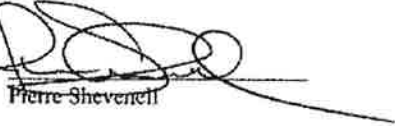
(W1592923)

A-6

Mural Associates, LLC,
By its members:

Stev Y. Parker

Matthew M. Parker



Pierre Shevenell

Amendments to Certificate of Formation of Mural Associates, LLC (the surviving entity):

- i. The name of the limited liability company ("LLC") is hereby changed to "80 Exchange LLC"
- ii. Article Seventh of the Certificate of Formation is hereby amended to add the following:

Only a manager or any other officers, if any, designated in the LLC's limited liability company agreement has the authority to bind the LLC, and then only to the extent provided in the LLC's limited liability company agreement. No member of the LLC, acting in such capacity, has the authority or power to bind the LLC.

MAINE
LIMITED LIABILITY COMPANY
STATE OF MAINE
CERTIFICATE OF FORMATION

Filing Fee \$175.00

File No. 20182821DC Pages 2
Fee Paid \$ 175
DCN 2173392280028 DLLC
-----FILED-----
12/05/2017


Deputy Secretary of State

A True Copy When Attested By Signature

Deputy Secretary of State

Pursuant to 31 MRSA §1531, the undersigned executes and delivers the following Certificate of Formation:

FIRST: The name of the limited liability company is:
MURAL ASSOCIATES, LLC

(A limited liability company name must contain the words "limited liability company" or "limited company" or the abbreviation "LLC," "LLC," "LC," or "LC" or, in the case of a low-profit limited liability company, "L3C" or "L3c" - see 31 MRSA 1508.)

SECOND: Filing Date: (select one)

- Date of this filing; or
- Later effective date (specified here): _____

THIRD: Designation as a low profit LLC (Check only if applicable):

- This is a low-profit limited liability company pursuant to 31 MRSA §1611 meeting all qualifications set forth here:
 - A. The company intends to qualify as a low-profit limited liability company;
 - B. The company must at all times significantly further the accomplishment of one or more of the charitable or educational purposes within the meaning of Section 170(c)(2)(B) of the Internal Revenue Code of 1986, as it may be amended, revised or succeeded, and must list the specific charitable or educational purposes the company will further;
 - C. No significant purpose of the company is the production of income or the appreciation of property. The fact that a person produces significant income or capital appreciation is not, in the absence of other factors, conclusive evidence of a significant purpose involving the production of income or the appreciation of property; and
 - D. No purpose of the company is to accomplish one or more political or legislative purpose within the meaning of Section 170(c)(2)(D) of the Internal Revenue Code of 1986, or its successor.

FOURTH: Designation as a professional LLC (Check only if applicable):

- This is a professional limited liability company* formed pursuant to 13 MRSA Chapter 22-A to provide the following professional services:

(Type of professional services)

FIFTH: The Registered Agent is a: (select either a Commercial or Noncommercial Registered Agent)

Commercial Registered Agent CRA Public Number: _____

(Name of commercial registered agent)

Noncommercial Registered Agent

STEV Y. PARKER

(Name of noncommercial registered agent)

C/O DAGGETT & PARKER, 148 MIDDLE ST., PORTLAND, ME 04101

(physical location, not P.O. Box - street, city, state and zip code)

C/O DAGGETT & PARKER, P.O. BOX 10189, PORTLAND, ME 04104

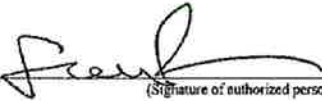
(mailing address if different from above)

SIXTH: Pursuant to 5 MRSA §105.2, the registered agent listed above has consented to serve as the registered agent for this limited liability company.

SEVENTH: Other matters the members determine to include are set forth in the attached Exhibit _____, and made a part hereof.

**Authorized person(s)

Dated 12/4/17



(Signature of authorized person)

STEV Y. PARKER

(Type or print name of authorized person)

(Signature of authorized person)

(Type or print name of authorized person)

*Examples of professional service limited liability companies are accountants, attorneys, chiropractors, dentists, registered nurses and veterinarians. (This is not an inclusive list - see 13 MRSA §723.7)

**Pursuant to 31 MRSA §1676.1.A, Certificate of Formation MUST be signed by at least one authorized person.

The execution of this certificate constitutes an oath or affirmation under the penalties of false swearing under 17-A MRSA §453.

Please remit your payment made payable to the Maine Secretary of State.

Submit completed form to: **Secretary of State
Division of Corporations, UCC and Commissions
101 State House Station
Augusta, ME 04333-0101
Telephone Inquiries: (207) 624-7752 Email Inquiries: CEC.Corporations@Maine.gov**

Form No. MLLC-6 (2 of 2) Rev. 10/31/2012

Received
Recorded Register of Deeds
Dec 29, 2017 10:16:07A
Cumberland County
Nancy A. Lane