State of California **Secretary of State**

Certificate of Merger

(California Corporations Code sections 1113(g), 3203(g), 6019.1, 8019.1, 9640, 12540.1, 15911.14, 16915(b) and 17552) FILED
Secretary of State
State of California

JUL 2 3 2013

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IMPORTANT — Read all instructions before completing this for					orm.	This Space For Filing Use Only				
1.	NAME OF SURVIVING ENTITY	2.	TYPE OF ENTITY	3.	CA SECRE	TARY OF STATE F	ILE NUMBER	4. JURISDICTI	ON	
Pr	ecourt Sports Ventures LLC		FTC			N/A		Delaw	are	
5.	NAME OF DISAPPEARING ENTITY	6.	TYPE OF ENTITY	7.	CA SECRE	TARY OF STATE F	ILE NUMBER	8. JURISDICTI	ON	
Pre	ecourt Sports Ventures LLC		LLC		4	2012285100	53	Califo	rnia	
9,	IE PRINCIPAL TERMS OF THE AGREEMENT OF MERGER WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT QUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, SPECIFY THE CLASS AND THE NUMBER OF OUTSTANDING INTERESTS OF ACH CLASS ENTITLED TO VOTE ON THE MERGER AND THE PERCENTAGE VOTE REQUIRED OF <u>EACH CLASS</u> . ATTACH ADDITIONAL PAGES, IF NECESSARY.									
	SURVIVING ENTITY				DISAPPEARING ENTITY					
		<u>PERCENTAGE VOTE REQUIRED</u> More than			S AND NUN	MBER AND	O PERO	PERCENTAGE VOTE REQUIRED More than		
	100% of the membership	nip 50%			100% of the membership 50%					
10.	IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT.									
	No vote of the shareholders of the parent party was required. The required vote of the shareholders of the parent party was obtained.									
11.	1. IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABLITY COMPANY, LIMITED FARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES (IF ANY) TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION, CERTIFICATE OF LIMITED PARTNERSHIP OR STATEMENT OF PARTNERSHIP AUTHORITY RESULTING FROM THE MERGER. ATTACH ADDITIONAL PAGES, IF NECESSARY.									
12.	F A DISAPPEARING ENTITY IS A DOMESTIC LIMITED LIABILTY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, AND THE SURVIVING ENTITY IS NOT A DOMESTIC ENTITY OF THE SAME TYPE, ENTER THE PRINCIPAL ADDRESS OF THE SURVIVING ENTITY.									
	INCIPAL ADDRESS OF SURVIVING ENTITY			CITY AND STATE			ZIP CODE			
	One Embarcadero Center, Suite 500			San	Francisco,	CA		94111	l	
13.	OTHER INFORMATION REQUIRED TO BE STATED IN THE CERTIFICATE OF MERGER BY THE LAWS UNDER WHICH EACH CONSTITUENT OTHER BUSINESS ENTITY IS ORGANIZED. ATTACH ADDITIONAL PAGES, IF NECESSARY. See attached.									
14.	STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ETHE MERGER.				IS AUTHOR	ZED TO EFFECT	15. FUTURE EF	FECTIVE DATE,	IF ANY	
	Title 6, Section 18-209 of the Delaware Limited Liability Company Act						(Month)	(Day)	(Year)	
18.	ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE.									
17.	I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE, I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.									
	(AH)		₹{z	2/13	Jav Anti	nony Precourt, I	lr Manager			
	SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIV	ING	ENTITY DAT	Ē		PRINT NAME AND		ORIZED PERSON	i	
	SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY DATE TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON 7 22 13 Jay Anthony Precourt, Jr., Manager							1		
	SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPP	EAF				PRINT NAME AND		ORIZED PERSON	1	
	SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPE For an entity that is a business trust, real esta					PRINT NAME AND	TITLE OF AUTH	ORIZED PERSON		
	association, set forth the provision of law or other t						40000			
OBE MERGER-1 (REV 01/2013) APPROVED BY SECRETARY OF STATE										

OBE MERG

AGREEMENT PURSUANT TO SECTION 17555(g) PRECOURT SPORTS VENTURES LLC

- (1) This is an agreement that the surviving entity may be served in this state in a proceeding for the enforcement of an obligation of any constituent entity and in a proceeding to enforce the rights of any holder of a dissenting interest or dissenting shares in a constituent domestic limited liability company or domestic other business entity.
- (2) The surviving entity irrevocably appoints the Secretary of State as its agent for service of process, and an address to which process may be forwarded is:

Precourt Sports Ventures LLC One Embarcadero Center, Suite 500 San Francisco, CA 94111

(3) the surviving entity agrees that it will promptly pay the holder of any dissenting interest or dissenting share in a constituent domestic limited liability company or domestic other business entity the amount to which that person is entitled under California law.