

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the “Agreement”), dated as of this 18th day of December, 2017, and effective December 31, 2017, pursuant to Section 18-209 of the Delaware Limited Liability Company Act, as amended (the “DLLCA”) and Section 17-211 of the Delaware Revised Uniform Limited Partnership Act (the “DRULPA”), is entered into by and between Beasley Media Group, LLC, a Delaware limited liability company (“BMG”) and each of the Delaware limited partnerships set forth on Schedule A hereto (each a “Limited Partnership”, and collectively, the “Limited Partnerships” and, together with BMG, the “Constituent Entities”).

WITNESSETH that:

WHEREAS, the Constituent Entities are hereby adopting a plan of merger, providing for the merger (the “Merger”) of the Limited Partnerships with and into BMG, with BMG being the surviving entity and continuing its existence under the DLLCA. The Merger will be consummated in accordance with the Agreement and evidenced by a Certificate of Merger executed by BMG in substantially the form of Annex A attached hereto.

NOW, THEREFORE, BE IT RESOLVED, that the Constituent Entities, parties to the Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of the Merger and mode of carrying the same into effect as follows:

FIRST: The Limited Partnerships hereby merge into BMG, and BMG shall be the surviving entity.

SECOND: The Certificate of Formation of BMG as in effect upon the effective time of the Merger, shall continue in full force and effect as the Certificate of Formation of BMG.

THIRD: The limited partnership interests of the Limited Partnerships issued and outstanding prior to the effective time of the Merger shall be cancelled upon the effective time of the Merger.

FOURTH: The terms and conditions of the Merger are as follows:

(a) The limited liability company agreement of BMG as it exists on the effective date of the Merger shall be and remain the limited liability company agreement of BMG until the same shall be altered, amended and repealed as therein provided.

(b) The Merger shall become effective on December 31, 2017.

(c) Upon the effective time of the Merger, all of the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Limited Partnerships shall be transferred to, vested in and devolve upon BMG

without further act or deed and all property, rights and every other interest of the Limited Partnerships shall be as of the effective time of the Merger, the property of BMG as they were of the Limited Partnerships.

(d) The Limited Partnerships hereby agree from time to time, as and when requested by BMG or by its successors or assigns, to take or cause to be taken such further or other action as BMG may deem to be necessary or desirable in order to vest in and confirm to BMG title to and possession of any property of the Limited Partnerships acquired or to be acquired by reason of or as a result of the Merger, and otherwise to carry out the intent and purposes hereof.

[Signature page follows]

IN WITNESS WHEREOF the parties have hereunto caused the Agreement to be duly executed as of the date first above written.

**WDAS License Limited Partnership
WKIS License Limited Partnership
WPOW License Limited Partnership
WQAM License Limited Partnership
WXTU License Limited Partnership**

By: Beasley Media Group, LLC,
sole general partner of each of the limited
partnerships set forth above

By: Caroline Beasley
Name: Caroline Beasley
Title: Chief Executive Officer

BEASLEY MEDIA GROUP, LLC

By: Caroline Beasley
Name: Caroline Beasley
Title: Chief Executive Officer

Annex A

Form of Certificate of Merger

(See attached)

CERTIFICATE OF MERGER
OF
THE DELAWARE LIMITED PARTNERSHIPS
SET FORTH ON SCHEDULE A HERETO
INTO
BEASLEY MEDIA GROUP, LLC

Pursuant to Section 17-211 of the Delaware Revised Uniform Limited Partnership Act (the “DRULPA”) and Section 18-209 of the Delaware Limited Liability Company Act, as amended (the “DLLCA”), the undersigned hereby certifies as follows:

FIRST: The name of the surviving limited liability company is Beasley Media Group, LLC, a Delaware limited liability company (the “Surviving LLC”), and the names of the Delaware limited partnerships being merged into the Surviving LLC are set forth on **Schedule A** hereto, (the “Non-Surviving LPs” and together with the Surviving LLC, the “Constituent Entities”).

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the Constituent Entities in accordance with the requirements of Section 18-209(b) of the DLLCA and Section 17-211(b) of the DRULPA.

THIRD: The name of the Surviving LLC is: Beasley Media Group, LLC.

FOURTH: The merger is to become effective December 31, 2017.

FIFTH: The Agreement and Plan of Merger is on file at 3033 Riviera Drive, Suite 200, Naples, Florida 34103, the place of business of the Surviving LLC.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving LLC, on request without cost, to any partner or member, as applicable of the Constituent Entities.

IN WITNESS WHEREOF, the Surviving LLC has caused this certificate to be signed by the Authorized Person, this ____ day of December, 2017.

By:_____

Name: Caroline Beasley

Title: Authorized Person

Schedule A

WDAS License Limited Partnership

WKIS License Limited Partnership

WPOW License Limited Partnership

WQAM License Limited Partnership

WXTU License Limited Partnership