

L00000002194

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

850-222-2785

City/St/Zip

Phone #

APPROVED AND FILED
00 FEB 23 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- A & D ENTERPRISES OF NAPLES, INC.

2- _____

3- _____

4- _____

RECEIVED
00 FEB 23 AM 9 48

Walk-in

Pick-up time ASAP

Certified Copy

Mail-out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

900003144049--9
-02/23/00--01021--001
*****226.75 *****71.75

900003144049--9
-02/23/00--01021--002
*****18.75 *****18.75

per
Barbara Keyes
take out effective
date 2-28-00 *JB*

File 2nd

Examiner's Initials

JB
2-28-00

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00 FEB 23 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

A & D ENTERPRISES OF NAPLES, INC., A Florida Corporation, K55068

INTO

GULF SHORES MARINA, L.L.C., a Florida entity, L00000002194

File date: February 23, 2000

Corporate Specialist: Trevor Brumbley

APPROVED
AND
FILED

00 FEB 23 AM 9:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

A & D ENTERPRISES OF NAPLES, INC.,
a Florida Corporation

into

GULF SHORES MARINA, L.L.C.,
a Florida limited liability company

APPROVED
AND
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COFFIN 23 PM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with Section(s) 607.1109, 608.4382 and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

	<u>Name and Street Address:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
1.	A & D Enterprises of Naples, Inc. <i>K55068</i> 3470 Bayshore Drive Naples, Florida 34112	Collier County	Corporation

Florida Document/Registration Number: K55068 FEI Number: 65-0090605

2.	Gulf Shores Marina, L.L.C. <i>L00000002194</i> 3470 Bayshore Drive Naples, Florida 34112	Collier County	Limited Liability Corporation
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Florida Document/Registration Number: *L00000002194* FEI Number:

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

	Gulf Shores Marina, L.L.C. 3470 Bayshore Drive Naples, Florida 34112	Collier County	Limited Liability Corporation
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Florida Document/Registration Number: *L00000002194* FEI Number:

THIRD: The attached Plan of Merger meets the requirements of Section(s) 607.1108, 608.438, 617.1103 and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under Section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINETH: The merger shall become effective as of:

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

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00 FEB 23 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ELEVENTH: SIGNATURE(S) FOR EACH PARTY

Name of Entity: **Signature(s)** **Typed or printed name of Indiv.**

A & D Enterprises of
Naples, Inc.

Nancy C. Main

Nancy C. Main, President

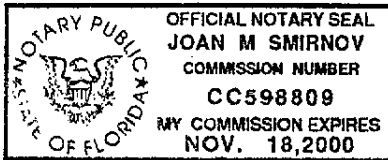
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 28TH day December 1999, by NANCY C. MAIN, as President, on behalf of A & D ENTERPRISES, OF NAPLES, INC., a Florida Corporation, who is personally known to me or who has produced Known (type of identification) as identification and who did (did not) take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the person(s) executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person(s) executing this instrument did take an oath.

My Commission Expires:

Joan M Smirnov
Signature

JOAN M. SMIRNOV
(Type or print name of Notary)



00 FEB 23 PM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AND
FILED

Gulf Shores
Marina, L.L.C.

Nancy C. Main

NANCY C. MAIN, individually and as co-trustee of the Testamentary Trust created under Will dated February 7, 1986 of Kenneth A. Main, Member

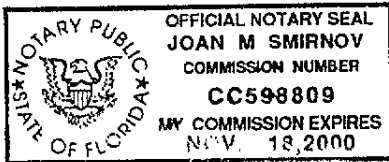
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 28th day December 1999, by NANCY C. MAIN, individually and as Co-Trustee of the Testamentary Trust created under Will dated February 7, 1986 of Kenneth A. Main, who is personally known to me or who has produced known (type of identification) as identification and who did (did not) take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the person(s) executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person(s) executing this instrument did take an oath.

My Commission Expires:

Joan M. Smirnov
Signature

JOAN M. SMIRNOV
(Type or print name of Notary)



APPROVED
AND
FILED
00 FEB 23 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gulf Shores
Marina, L.L.C.

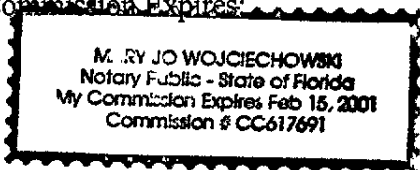


individually and
Stephen C. Main, as co-trustee of
the Testamentary Trust created under
Will dated February 7, 1986 of
Kenneth A. Main, Member

STATE OF Florida
COUNTY OF Collier

The foregoing instrument was acknowledged before me this 23rd day
December 1999, by **STEPHEN C. MAIN**, as Co-Trustee of the Testamentary Trust created
under Will dated February 7, 1986 of Kenneth A. Main, who is personally known to me ~~or who has~~
~~produced~~ _____ (type of identification) as identification and who did ~~(did not)~~
take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the
person(s) executing this instrument was personally known to me. If the words in the parenthetical
"did not" are not circled, then the person(s) executing this instrument did take an oath.

My Commission Expires:



Mary Jo Wojciechowski
Signature
Mary Jo Wojciechowski
(Type or print name of Notary)

APPROVED
AND
FILED
OCT 20 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gulf Shores
Marina, L.L.C.

David C. Main

individually and
David C. Main, as co-trustee of the
Testamentary Trust created under
Will dated February 7, 1986 of
Kenneth A. Main, Member

STATE OF CALIFORNIA
COUNTY OF SAN LUIS OBISPO

The foregoing instrument was acknowledged before me this 29th day
December 1999, by **DAVID C. MAIN**, as Co-Trustee of the Testamentary Trust created
under Will dated February 7, 1986 of Kenneth A. Main, who is personally known to me or who has
produced _____ (type of identification) as identification and who did (did not)
take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the
person(s) executing this instrument was personally known to me. If the words in the parenthetical
"did not" are not circled, then the person(s) executing this instrument did take an oath.

My Commission Expires:

Deborah Napzok
Signature

Deborah NAPZOK
(Type or print name of Notary)



APPROVED
AND
FILED
00 FEB 23 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gulf Shores
Marina, L.L.C.

Kenneth A. Main II

KENNETH A. MAIN, II, Member

STATE OF California
COUNTY OF Napa

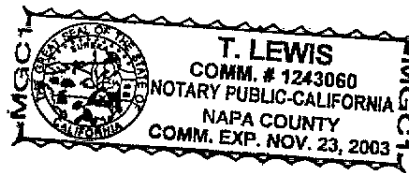
The foregoing instrument was acknowledged before me this 28th day December 1999, by **KENNETH A. MAIN, II**, who is personally known to me or who has produced Florida Drivers License (type of identification) as identification and who did (did not) take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the person(s) executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person(s) executing this instrument did take an oath.

My Commission Expires:
11-23-03

T. Lewis

Signature
T. Lewis

(Type or print name of Notary)



00 FEB 23 AM 9:41
SECRETARY OF STATE
DEPT OF REVENUE

APPROVED
AND
FILED

Gulf Shores
Marina, L.L.C.

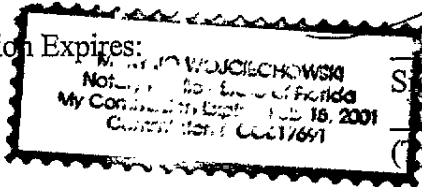
Laura Main Prioli

LAURA MAIN PRIOLI, Member

STATE OF Florida
COUNTY OF Collier

The foregoing instrument was acknowledged before me this 17th day February 2000, by LAURA MAIN PRIOLI, who is personally known to me or who has produced (type of identification) as identification and who did ~~(did not)~~ take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the person(s) executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person(s) executing this instrument did take an oath.

My Commission Expires:



Signature

Mary Jo Wojciechowski
(Type or print name of Notary)

00 FEB 23 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

PLAN OF MERGER

of

A & D ENTERPRISES OF NAPLES, INC.,
a Florida Corporation

into

GULF SHORES MARINA, L.L.C.,
a Florida limited liability company

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381 and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows;

<u>Name</u>	<u>Jurisdiction</u>
A & D Enterprises of Naples, Inc. a Florida Corporation	Collier County
Gulf Shores Marina, L.L.C. a Florida limited liability company	Collier County

SECOND: The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Gulf Shores Marina, L.L.C. a Florida limited liability company	Collier County

THIRD: The terms and conditions of the merger are as follows:

- A. The term "effective date" shall mean January 1, 2000.
- B. On the effective date, **A & D ENTERPRISES OF NAPLES, INC.**, (hereinafter "A&D") shall be merged with and into **GULF SHORES MARINA L.L.C.** (hereinafter "Gulf Shores"). The separate existence of A&D shall cease at the effective date and the existence of Gulf Shores shall continue unaffected and unimpaired by the merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the laws of the State of Florida.

00 FEB 23 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

- C. The Plan of Merger has been approved by the Members of both Gulf Shores and Shareholders of A&D in accordance with Section 607.1104, Florida Statutes.
- D. At the effective date, Gulf Shores shall possess all the rights, privileges, immunities, and franchises of a public and private nature, of A&D and shall be responsible and liable for all liabilities and obligations of A&D as more particularly set forth in Section 607.1106, Florida Statutes.
- E. There are no minority or dissenting shareholders or members of A&D or Gulf Shores, respectively. All of the shareholders will become members of Gulf Shores. Additionally, there will be three (3) new Members of Gulf Shores, namely, **STEPHEN C. MAIN, DAVID C. MAIN** and **LAURA MAIN PRIOLI**.
- F. If at any time Gulf Shores shall consider it advisable that any other assignment or assurances are necessary or desirable to vest, effect, confirm, or record in Gulf Shores the title of any property or rights of A&D, or to otherwise carry out the provisions hereof, the proper officers and directors of A&D, as of the effective date, shall execute and deliver any and all proper deeds, assignments, or assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in Gulf Shores.
- G. Gulf Shores shall pay all expenses of accomplishing the merger.
- H. Anytime before the filing with the Florida Department of State of the Articles of Merger to be filed in connection herewith, the Members of Gulf Shores may amend this plan. If the Articles of Merger have already been filed, Amended Articles of Merger shall be filed with the Department of State, but only if such Amended Articles can be filed before the effective date.
- I. If for any reason consummation of the Merger is inadvisable in the opinion of the Members of Gulf Shores, this Merger may be terminated at any time before the effective date by resolution of the Members of Gulf Shores. Upon termination as provided herein, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination hereof on the part of Gulf Shores or A&D or their directors, officers, members, employees or shareholders.

FOURTH:

- A. Each of the existing shareholders of A&D will become a Class A Member of Gulf Shores with the percentage of ownership based upon the outstanding debt owed to such Shareholder on the effective date of the Merger. Additionally, some, but not all of the Shareholders of A&D shall become Class B Members of Gulf Shores. The Shareholders of A&D who become Class B Members of Gulf Shores shall have the same percentage of ownership as all other Class B Members.

APPROVED
AND
FILED

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es)
of General Partner(s)

If General Partner is a Non-Individual
Florida Document/Registration No.

N/A

N/A

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

KENNETH A. MAIN, II, whose address is 3643 North Road, Naples, Florida 34104; and **STEPHEN C. MAIN**, whose address is 15 Newbury Place, Naples, Florida 34104.

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

NONE

APPROVED
AND
FILED
00 FEB 23 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA