

N 96000002657

ARTICLES OF MERGER
Merger Sheet

MERGING:

PALM BEACH YACHTING ASSOCIATION CORPORATION, a Florida nonprofit
corporation, document number N97000000794

INTO

SAILING FOUNDATION OF THE PALM BEACHES, INC., a Florida
corporation, N96000002657

File date: December 30, 1996, effective December 31, 1996

Corporate Specialist: Karen Gibson

CAPITAL CONNECTION INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Meyer
12/30/96
212



REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	12/30/96		
TIME	10:00		CK No. _____
BY	CD		

WALK-IN
Will Pick Up _____

RE: PAIM PEACH / Meeting
Association.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
☒ Cert. Copy(s)		
Art. of Amend. File		
☒ Dissolution/Withdrawal		
C U S -		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS _____

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 30, 1996

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL 32301

SUBJECT: PALM BEACH YACHTING ASSOCIATION, INC.

Ref. Number: N33020

NOT CORRECT ENTITY

spoke with Mark 2/5

GIVE FENCAP

BACKDATE to 12/30

to BOBBIE

We have received your document for PALM BEACH YACHTING ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 1990 annual report. The corporation must be reinstated before this document can be filed.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1990 corporate annual report form. To reinstate, the corporation must submit a completed reinstatement application/annual report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years 1990 through the current year, \$138.75 corporate supplemental fee for 1992 and every year thereafter.

Therefore, the total amount due to reinstate the corporation is \$603.75. Add an additional \$8.75 for each certificate of status requested.

The total amount due includes the 1996 Annual Report and Supplemental Fee.

The document must state that there are no members or members entitled to vote.

IN PART THIRD THE DIRECTORS OF SAILING FOUNDATION AUTHORIZED THE DISSOLUTION. THERE NEEDS TO BE A STATEMENT CONCERNING THE MEMBERS,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

off
DEC 31

Karen Gibson
Corporate Specialist

Letter Number: 196A00057683

- (2) Merger of Palm Beach Yachting Association Corporation into
Sailing Foundation of the Palm Beaches, Inc.

ARTICLES OF MERGER
OF
PALM BEACH YACHTING ASSOCIATION CORPORATION,
a Florida not for profit corporation
INTO
SAILING FOUNDATION OF THE PALM BEACHES, INC.,
a Florida not for profit corporation

FILED
96 DEC 30 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12-31-96

Pursuant to Section 617.1105 of the Florida Not for Profit Corporation Act (the "Act"), Sailing Foundation of the Palm Beaches, Inc., a Florida not for profit corporation ("Sailing Foundation") and Palm Beach Yachting Association Corporation, a Florida not for profit corporation ("Yachting Association"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of Yachting Association into Sailing Foundation (the "Merger"):

FIRST: The Plan of Merger, pursuant to Section 617.1101 of the Act, is as follows:

(a) The name of the surviving corporation is Sailing Foundation of the Palm Beaches, Inc.

(b) The name of the merged corporation is Palm Beach Yachting Association Corporation.

(c) Upon the Effective Date of the merger, as prescribed in paragraph **FOURTH** below, there being no capital stock of either party to the Merger, all assets and liabilities of the Yachting Association shall become assets and liabilities of the Sailing Foundation, and the Yachting Association shall cease to exist.

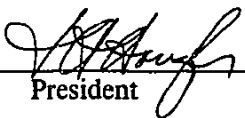
SECOND: Member approval of the foregoing Plan of Merger was obtained by unanimous written consent of the entire membership of the Yachting Association on December 23, 1996, in accordance with Section 617.0701 of the Act.

THIRD: The duly constituted Executive Committee of the Board of Directors of the Sailing Foundation, of which there are three in office and which committee is authorized, pursuant to Section 617.0825 of the Act, to do all acts of the Board of Directors, unanimously approved and adopted the foregoing Plan of Merger as of December 21, 1996. There are no members or members entitled to vote.

FOURTH: The effective date of the merger shall be midnight December 31, 1996.

IN WITNESS WHEREOF, Sailing Foundation and Yachting Association have caused these Articles of Merger to be signed in their corporate names by their respective Presidents, on this 30th day of December, 1996.

SAILING FOUNDATION OF THE PALM BEACHES, INC.,
a Florida not for profit corporation

By: ,
President

PALM BEACH YACHTING ASSOCIATION CORPORATION,
a Florida not for profit corporation

By: ,
President

j:\pbsclmer-art