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15 MAY 14 PM 2:51
TALLAHASSEE, FLORIDA

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MAY 14 2015

R. WHITE

ARTICLES OF MERGER
OF
COUCH CONTRACTING, LLC
A FLORIDA LIMITED LIABILITY COMPANY,
INTO
DESTIN PALMS VACATIONS, INC.,
A FLORIDA CORPORATION

FILED
15 MAY 14 PM 2:51
SEC. OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned corporations, COUCH CONTRACTING, LLC, a Florida limited liability company, and DESTIN PALMS VACATIONS, INC., a Florida corporation, adopt the following Articles of Merger for the purpose of merging COUCH CONTRACTING, LLC, a Florida limited liability company, into DESTIN PALMS VACATIONS, INC., a Florida corporation:

PLAN OF MERGER

1. The Plan of Merger setting forth the terms and conditions of the merger of COUCH CONTRACTING, LLC, a Florida limited liability company, into DESTIN PALMS VACATIONS, INC., a Florida corporation, is attached to these Articles as an exhibit and incorporated herein by reference.

ADOPTION OF PLAN

2. (a) There are 100 shares of membership units, each of \$1.00 par value of COUCH CONTRACTING, LLC, a Florida limited liability company, issued and outstanding that were entitled to vote on the Plan of Merger. One hundred shares were voted in favor of the Plan of Merger at a meeting of the Members of COUCH CONTRACTING, LLC, a Florida corporation, held on March 15, 2015.

(b) There are 100 shares of common stock, each of \$1.00 par value of DESTIN PALMS VACATIONS, INC., a Florida corporation, issued and outstanding that were entitled to vote on the Plan of Merger. One hundred shares were voted in favor of the Plan of Merger at a meeting of the Shareholders of DESTIN PALMS VACATIONS, INC., a Florida corporation, held on March 15, 2015.

(c) The Manager, of COUCH CONTRACTING, LLC, a Florida limited liability company, Tina M. Couch, and the secretary of DESTIN PALMS VACATIONS, INC., a Florida corporation, Tina M. Couch, have been authorized by the Directors/Managers and Shareholders/Members of each corporation to sign these Articles of Merger on behalf of each corporation.

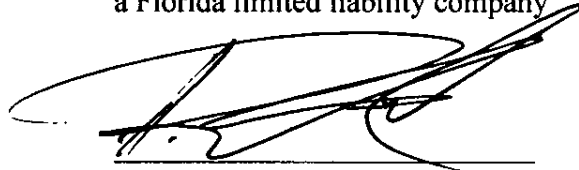
EFFECTIVE DATE

3. The Plan of Merger shall be effective on the later of 1) the filing of these Articles with the Department of State or 2) April 1, 2015.

In witness whereof, each of the undersigned corporations has caused these Articles to be signed as of the 31st day of March, 2015.

COUCH CONTRACTING, LLC,

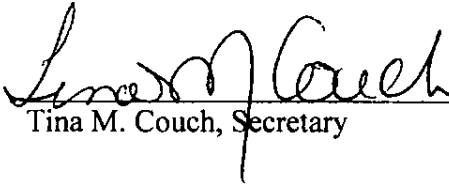
a Florida limited liability company



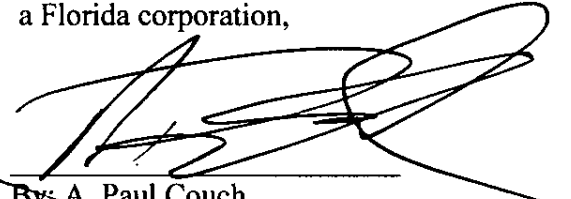
A. Paul Couch, Sole Member and Director

ATTEST:

DESTIN PALMS VACATIONS, INC.,
a Florida corporation,



Tina M. Couch, Secretary



By: A. Paul Couch
Its: President

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

Agreement of Merger and Plan of Reorganization dated April 1, 2015 by and between COUCH CONTRACTING, LLC, a Florida limited liability company, ("COUCH CONTRACTING") and DESTIN PALMS VACATIONS, INC., a Florida corporation ("DESTIN PALMS VACATIONS").

WHEREAS, The Members of COUCH CONTRACTING and the Shareholders of DESTIN PALMS VACATIONS, have resolved that COUCH CONTRACTING be merged into a single corporation existing under the laws of the State of Florida, pursuant to the Corporate Law of the State of Florida, to wit, DESTIN PALMS VACATIONS, which shall be the surviving corporation (such operations in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368 (a) (1) (A) of the Internal Revenue Code;

WHEREAS, The authorized membership units of COUCH CONTRACTING consist of 100 units of Membership with a par value of \$1.00 per share (hereinafter called "COUCH CONTRACTING Stock"), of which 100 units are issued and outstanding;

WHEREAS, The authorized capital stock of DESTIN PALMS VACATIONS consists of 100 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "DESTIN PALMS VACATIONS Stock"), 100 shares of which are issued and outstanding; and

WHEREAS, The respective Members/Shareholders and Managers/Board of Directors of COUCH CONTRACTING and DESTIN PALMS VACATIONS have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Corporate Law of the State of Florida that COUCH CONTRACTING shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, DESTIN PALMS VACATIONS, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' Meetings; Filings; Effects of Merger.

1.1 COUCH CONTRACTING Members' Meeting. COUCH CONTRACTING shall call a meeting of its members to be held in accordance with the Corporate Law of the State of Florida at the earliest practicable date, upon due notice thereof to its shareholders to consider and vote upon, among other matters, adoption of this Agreement.

1.2 DESTIN PALMS VACATIONS Shareholders' Meeting. DESTIN PALMS VACATIONS shall call a meeting of its shareholders to be held in accordance with the Corporate Law of the State of Florida at the earliest practicable date, upon due notice thereof to its shareholders to consider and vote upon, among other matters, adoption of this Agreement.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the members of COUCH CONTRACTING in accordance with the Corporate Law of the State of Florida, (b) this Agreement is adopted by the shareholders of DESTIN PALMS VACATIONS in accordance with the Corporate Law of the State of Florida, and (c) this Agreement is not thereafter, and has not theretofore been terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the Corporate Law of the State of Florida. The Merger shall become effective at 9:00 a.m. on the calendar day following the day of such filing in Florida, which date and time are herein referred to as the "Effective Date".

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of COUCH CONTRACTING shall cease, and COUCH CONTRACTING, shall be merged into DESTIN PALMS VACATIONS, which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of COUCH CONTRACTING; and all and singular, the rights, privileges, powers, and franchises of COUCH CONTRACTING, and all property, real, personal, and mixed, and all debts due to COUCH CONTRACTING, on whatever account, as well for stock subscriptions and all other things in action or belonging to COUCH CONTRACTING, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of COUCH CONTRACTING, and the title to any real estate vested by deed or otherwise, under the laws of Florida or any other jurisdiction, in COUCH CONTRACTING, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of COUCH CONTRACTING, shall be preserved unimpaired, and all debts, liabilities, and duties of COUCH CONTRACTING, shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting shareholders of COUCH CONTRACTING, or the corresponding officers of the Surviving Corporation, may, in the name of COUCH CONTRACTING, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all COUCH CONTRACTING' property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purpose of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws.

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be DESTIN PALMS VACATIONS, INC., a Florida corporation.

2.2 Certificate of Incorporation. The Certificate of Incorporation of DESTIN PALMS VACATIONS, as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law except that Article FIRST shall be amended in accordance with 2.1 hereof.

2.3 By-Laws. The By-Laws of DESTIN PALMS VACATIONS, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities. The manner and basis of converting the stock of COUCH CONTRACTING and the nature and amount of securities of DESTIN PALMS VACATIONS, which the holders of membership units of COUCH CONTRACTING are to receive in exchange for the cancellation of their shares as follows:

3.1 DESTIN PALMS VACATIONS Common Stock. Each one share of COUCH CONTRACTING Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled at the Effective Date and one share of DESTIN PALMS VACATIONS Common Stock shall be issued in its place so that each shareholder is paid one share of DESTIN PALMS VACATIONS Common Stock for each one share of issued and outstanding COUCH CONTRACTING Common Stock then owned. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 COUCH CONTRACTING Common Stock. All issued and outstanding shares of COUCH CONTRACTING Common Stock held by shareholders of COUCH CONTRACTING, immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be canceled.

4. Miscellaneous.

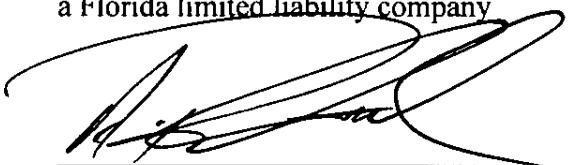
4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger and whether before or after approval of this Agreement of Merger by the members of COUCH

CONTRACTING, if the members of COUCH CONTRACTING, or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by COUCH CONTRACTING, LLC, a Florida limited liability company, and DESTIN PALMS VACATIONS, INC., a Florida corporation, all on the date of the date first above written.


COUCH CONTRACTING, LLC,
a Florida limited liability company



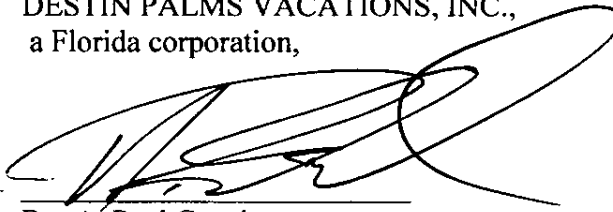
A. Paul Couch, Sole Member and Director

ATTEST:

DESTIN PALMS VACATIONS, INC.,
a Florida corporation,



Tina M. Couch, Secretary



By: A. Paul Couch
Its: President

MINUTES OF THE SPECIAL JOINT MEETING OF THE MANAGERS AND
MEMBERS OF COUCH CONTRACTING, LLC
a Florida limited liability company

A Special Joint Meeting of the managers and members of COUCH CONTRACTING, LLC., a Florida limited liability company, was held on the 15th day of March 2015, at the office of the Company, pursuant to Notice duly given in accordance with the Operating Agreement or a waiver thereof.

All of the managers and members were present.

The managers presented to the meeting an Agreement of Merger and Plan of Merger and Reorganization by and between the Company and DESTIN PALMS VACATIONS, INC., a Florida corporation, a copy of which is attached to these minutes. After full discussion regarding the Agreement of Merger and Plan of Merger and Reorganization, upon Motion, duly seconded, the following resolutions were unanimously adopted:

RESOLVED, That the managers of the Company hereby determine that the merger of this Company with DESTIN PALMS VACATIONS, INC., a Florida corporation, upon the terms set forth in the Agreement of Merger and Plan of Merger and Reorganization submitted to the members, is in the best interests of this Company and is acceptable to the shareholders;

FURTHER RESOLVED, That the form and contents of the draft of the Agreement of merger and Plan of Merger and Reorganization, to be entered into between this Company and DESTIN PALMS VACATIONS, INC., a Florida corporation, presented to this meeting is hereby approved; and

FURTHER RESOLVED, That the managers of this Company are authorized and directed in the name and on behalf of this Company and under its corporate seal to execute and deliver an Agreement of Merger and Plan of Merger and Reorganization in the form or substantially the form of the draft thereof presented to this meeting, with such changes therein as the said members may approve, their execution thereof to be conclusive evidence of such approval; and

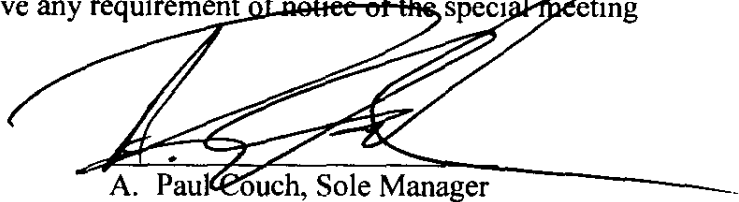
FURTHER RESOLVED, That the proper managers of this Company be and hereby is authorized and directed to file a Certificate of Merger in the State of Florida, and such other certificates or documents as may be necessary or desirable to effectuate the Merger; and

FURTHER RESOLVED, That the proper managers of this Company be, and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to effect the intent of the foregoing resolutions.


A. PAUL COUCH
Sole Member and Manager

RATIFICATION

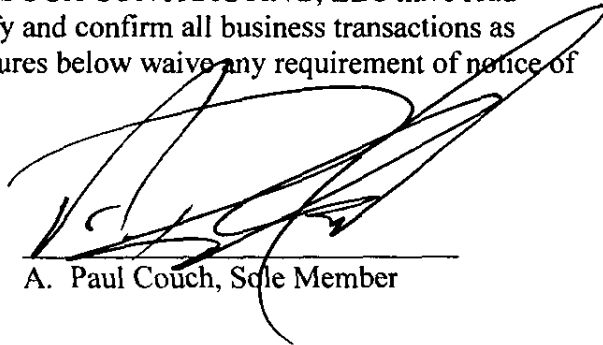
We, the undersigned managers of the Company, have read these minutes and do hereby, approve, ratify and confirm all business transactions as recorded therein and, further, by our signatures below waive any requirement of notice of the special meeting of managers.

A handwritten signature in black ink, appearing to be 'A. Paul Couch', written over a horizontal line.

A. Paul Couch, Sole Manager

RATIFICATION

We, the undersigned members of COUCH CONTRACTING, LLC have read these minutes and do hereby, approve, ratify and confirm all business transactions as recorded therein and, further, by our signatures below waive any requirement of notice of the special meeting of the members.

A handwritten signature in black ink, appearing to be 'A. Paul Couch', written over a horizontal line.

A. Paul Couch, Sole Member

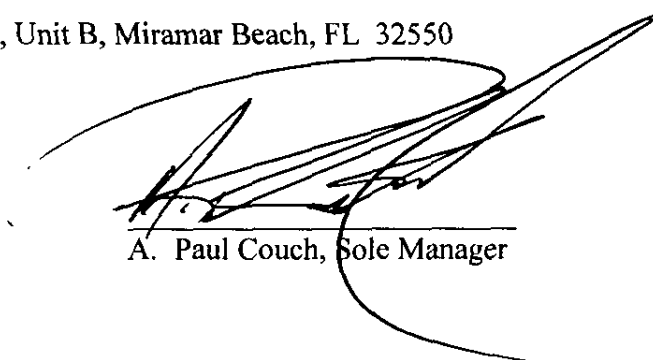
WAIVER OF NOTICE OF THE SPECIAL MEETING OF MANAGERS
OF COUCH CONTRACTING, LLC,
a Florida Limited Liability Company

We, the undersigned managers, hereby state and consent that the special meeting of the managers of the Company to be held on the date and at the time and place stated below for the purpose of consideration of a merger of the Company with DESTIN PALMS VACATIONS, INC., a Florida corporation, and the transaction thereat of all such other business as may lawfully come before said meeting and hereby waive all notice of the meeting and any adjournment thereof

Date of Meeting: March 15, 2015

Time of Meeting: 9:00 a.m.

Place of Meeting: 1200 Scenic Gulf Drive, Unit B, Miramar Beach, FL 32550



A. Paul Couch, Sole Manager

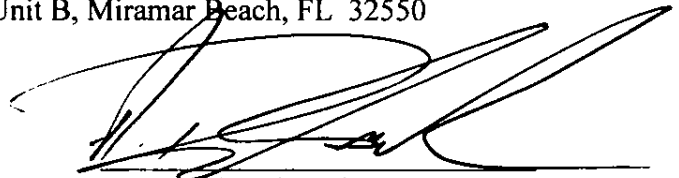
WAIVER OF NOTICE OF THE SPECIAL MEETING OF THE MEMBERS
OF COUCH CONTRACTING, LLC,
a Florida Limited Liability Company

We, the undersigned members, hereby state and consent that the special meeting of members of the Company be held on the date and at the time and place stated below for the purpose of consideration of a merger of the Company with DESTIN PALMS VACATIONS, INC., a Florida corporation, and the transaction thereafter of all such other business as may lawfully come before said meeting and hereby waive all notice of the meeting and any adjournment thereof

Date of Meeting: March 15, 2015

Time of Meeting: 9:00 a.m.

Place of Meeting: 1200 Scenic Gulf Drive, Unit B, Miramar Beach, FL 32550

A handwritten signature in black ink, appearing to read 'A. Paul Couch', written over a horizontal line.

A. Paul Couch, Sole Member

UNANIMOUS CONSENT OF THE BOARD OF
DIRECTORS AND OF SHAREHOLDERS
OF
DESTIN PALMS VACATIONS, INC.,
a Florida corporation

Unanimous Consent of Board of Directors

The undersigned being all of the Directors of DESTIN PALMS VACATIONS, INC., a Florida corporation (the "Corporation") hereby consent to the adoption of the following resolutions as though such had been duly adopted at a meeting of the Board of Directors held on March 15, 2015:

RESOLVED, That the Board of Directors of the Corporation hereby determines that the merger of this Corporation with COUCH CONTRACTING, LLC, a Florida limited liability company, upon the terms set forth in the Agreement of Merger and Plan of Merger and Reorganization submitted to this Board, a copy of which is attached hereto, is in the best interests of this Corporation and is recommended as acceptable to the Corporation's stockholders;

FURTHER RESOLVED, That the form and contents of the draft of the Agreement of Merger and Plan of Merger and Reorganization, to be entered in to between this Corporation and COUCH CONTRACTING, LLC, a Florida limited liability company, presented to this meeting is hereby approved and adopted; and

FURTHER RESOLVED, That the Chairman of the Board, the President, or any Vice President and the Secretary or an Assistant Secretary of this Corporation are authorized and directed in the name and on behalf of this Corporation and Merger and Plan of Merger and Reorganization in the form or substantially the form of the draft thereof presented to this meeting, with such changes therein as the said officers may approve, their execution thereof to be conclusive evidence of such approval; and

FURTHER RESOLVED, That upon due approval of the Agreement of Merger and Plan of Merger and Reorganization by the stockholders of this Corporation and by the members of COUCH CONTRACTING, LLC, a Florida limited liability company, that the proper officers of this Corporation be and hereby are authorized and directed file a Certificate of Merger in the State of Florida, and such other certificates or documents as may be necessary or desirable to effectuate the Merger; and

FURTHER RESOLVED, That the proper officers of this Corporation be, and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to effect the intent of the foregoing resolutions; and

FURTHER RESOLVED, That this Unanimous Consent be filed in this Corporation's minute books.

UNANIMOUS CONSENT OF THE SHAREHOLDERS OF
DESTIN PALMS VACATIONS, INC.,
a Florida corporation

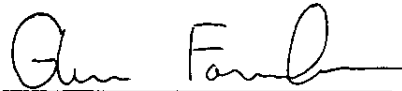
The undersigned, being the shareholders of DESTIN PALMS VACATIONS, INC., a Florida corporation, hereby consent to the adoption of the following resolutions as though such were adopted at a duly noticed special meeting of shareholders held on March, 15, 2015.

RESOLVED, That the Corporation merger with COUCH CONTRACTING, LLC, a Florida limited liability company, pursuant to the Agreement of Merger and Plan of Merger and Reorganization, a copy of which is attached to these minutes;

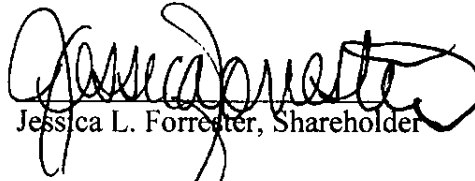
FURTHER RESOLVED, That the Agreement of Merger and Plan of Merger and Reorganization is approved and adopted.



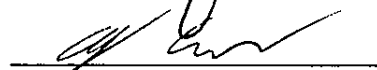
A. Paul Couch, Shareholder



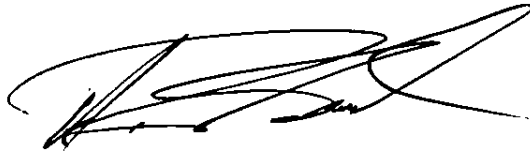
Glenn A. Forrester, Shareholder



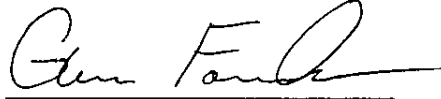
Jessica L. Forrester, Shareholder




Arthur Justin Paul Couch, Shareholder



A. Paul Couch, Director



Glenn A. Forrester, Director



Jessica L. Forrester, Director



Arthur Justin Paul Couch, Director