

P99000045782

Florida Department of State  
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MERGER OR SHARE EXCHANGE

Cap's on the Water, Inc.

Certificate of Status	0
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*Traci Venable*  
Manager

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**ARTICLES OF MERGER**  
*of*  
**STONE PONEY, INC.,**  
 a Florida corporation  
 (as the Merging Corporation)  
*with and into*  
**CAP'S ON THE WATER, INC.,**  
 a Florida corporation  
 (as the Surviving Corporation)

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 2022 AUG 18 PM 3:45  
 SECRETARY OF STATE  
 PALM BEACH COUNTY, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

**FIRST:** Cap's on the Water, Inc., a Florida corporation, the Florida document number of which is P99000045782 shall be the surviving corporation (the "*Surviving Corporation*").

**SECOND:** Stone Poney, Inc., a Florida corporation, the Florida document number of which is P99000045778, shall be the merging corporation (the "*Merging Corporation*").

**THIRD:** The Plan of Merger between Surviving Corporation and Merging Corporation is attached hereto as **EXHIBIT A**.

**FOURTH:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**FIFTH:** The Plan of Merger was adopted by all of the shareholders of Surviving Corporation on July 1, 2022.

**SIXTH:** The Plan of Merger was adopted by all of the shareholders of Merging Corporation on July 1, 2022.

**SEVENTH:** These Articles of Merger were executed as of July 1, 2022 (the "*Effective Date*").

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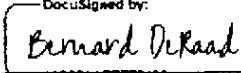
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IN WITNESS WHEREOF, these Articles of Merger were executed as of the Effective Date.

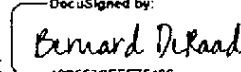
SURVIVING CORPORATION:

CAP'S ON THE WATER, INC.,  
a Florida corporation

By:  \_\_\_\_\_  
Bernard R. de Raad, as President

MERGING CORPORATION:

STONE PONEY, INC.,  
a Florida corporation

By:  \_\_\_\_\_  
Bernard R. de Raad, as President

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**EXHIBIT A**

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**PLAN OF MERGER**  
*of*  
**STONE PONEY, INC.,**  
a Florida corporation  
*with and into*  
**CAP'S ON THE WATER, INC.,**  
a Florida corporation  
(being the surviving corporation)

The following Plan of Merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**WHEREAS**, the Board of Directors of Stone Poney, Inc., a Florida corporation (the "*Merging Corporation*"), and Cap's on the Water, Inc., a Florida corporation (the "*Surviving Corporation*"), deem it advisable and in the best interest of Surviving Corporation and Merging Corporation and their respective shareholders to merge Merging Corporation with and into Surviving Corporation, with Surviving Corporation as the surviving corporation.

**WHEREAS**, upon the completion of the merger of the Merging Corporation with and into the Surviving Corporation, the assets and liabilities of the Merging Corporation will become the assets and liabilities of the Surviving Corporation by operation of law and the separate existence of the Merging Corporation shall cease.

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements contained herein, the parties agree to the following plan of merger:

1. Surviving Corporation and Merging Corporation shall be merged with and into a single corporation, with Surviving Corporation being the surviving corporation from and after the Effective Date of the merger, and thereupon the separate existence of Merging Corporation shall cease.

2. The Articles of Incorporation for Surviving Corporation shall continue to be the Certificate of Incorporation of the surviving corporation until amended as therein provided.

3. The Bylaws of Surviving Corporation shall continue to be the bylaws of the surviving corporation until changed, altered or amended as therein provided.

4. The following individuals shall serve as the members of the Board of Directors of Surviving Corporation from and after the Effective Date of the merger until their successors are elected and qualified or their earlier resignation or removal:

Bernard R. de Raad  
John L. Walsh

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5. The following individuals shall serve as the officers of the Surviving Corporation to serve in the position opposite his name, to serve as such until their successors are chosen and qualified or their earlier resignation or removal:

Bernard R. de Raad	President
John L. Walsh	Secretary and Treasurer

6. From and after the Effective Date, (i) each issued and outstanding share of common stock of Merging Corporation immediately prior to the Effective Date shall be cancelled and the certificates surrendered; and (ii) each issued and outstanding share of common stock of Surviving Corporation immediately prior to the Effective Date shall remain outstanding and shall represent one (1) share of the surviving corporation.

7. The merger herein provided for may be amended or abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida and upon a majority vote of the Board of Directors of Surviving Corporation and Merging Corporation, and approval of the shareholders of Merging Corporation and Surviving Corporation to the extent any such amendment adversely affects the shareholders or changes the Article of Incorporation of the surviving corporation.

8. Pursuant to the Florida Business Corporation Act, this Plan of Merger has been approved by resolutions duly adopted by the Board of Directors and the Shareholders of Surviving Corporation and Merging Corporation.

9. From and after the Effective Date: (a) Surviving Corporation shall possess all the rights privileges, powers and franchises of each of Surviving Corporation and Merging Corporation; (b) all property of each Surviving Corporation and Merging Corporation (real, personal, intangible and mixed) and all debts due to either of Surviving Corporation or Merging Corporation on whatever account and all and every other interest of Surviving Corporation or Merging Corporation shall be vested in Surviving Corporation and shall be thereafter the property of Surviving Corporation; (c) all rights of creditors and all liens upon any property of Surviving Corporation and/or Merging Corporation, including but not limited to the rights and liens of any lender to Merging Corporation shall be preserved unimpaired; (d) all debts liabilities, obligations and duties of each of Surviving Corporation and Merging Corporation, including but not limited to the debts, liabilities, obligations and duties of Merging Corporation to any lender, shall thenceforth attach to Surviving Corporation and may be enforced against Surviving Corporation to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by Surviving Corporation; and (e) all other effects of the merger specified in the Florida Business Corporation Act shall result therefrom.

If at any time, Surviving Corporation shall determine or be advised that any further assignments or actions are necessary or desirable to vest in Surviving Corporation, according to the terms thereof, the title to any property or rights of Merging Corporation, or to secure the rights of any creditors/lienholders against such property, the proper officers and directors as of the Effective Date hereof of Surviving Corporation and Merging Corporation shall and will, as

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necessary, execute and make all such proper assignments or actions and do all things necessary or proper to vest title in such property or rights in Surviving Corporation, to secure the rights of any creditors/lienholders against such property, and otherwise carry out the purposes of this Plan of Merger

10. The effective date of the merger shall be the date the Articles of Merger are filed with the Florida Department of State.

11. This Plan of Merger was executed on July 1, 2022 (the "*Effective Date*").

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**IN WITNESS WHEREOF**, the undersigned have executed this Plan of Merger as of the Effective Date.

**SURVIVING CORPORATION:**

CAP'S ON THE WATER, INC.,  
a Florida corporation

By: DocuSigned by:  
*Bernard De Raad*  
Bernard R. de Raad, as President

**MERGING CORPORATION:**

STONE PONEY, INC.,  
a Florida corporation

By: DocuSigned by:  
*Bernard De Raad*  
Bernard R. de Raad, as President

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