

153521

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OFFICE USE ONLY

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

1. Spanish GALT ESTATES INC.
(Corporation Name) (Document #)
2. ESTUARY Corp
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 1:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

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

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

RECEIVED
96 DEC 30 AM 11:10
DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

SPANISH GRANT ESTATES, INC., a Florida corporation, 264568

INTO

ESTUARY CORPORATION, a Florida corporation, 153521

File date: December 30, 1996, effective January 1, 1997

Corporate Specialist: Steven Harris

EFFECTIVE DATE

1-1-97

**ARTICLES OF MERGER
OF
SPANISH GRANT ESTATES, INC., A FLORIDA CORPORATION
WITH AND INTO
ESTUARY CORPORATION, A FLORIDA CORPORATION**

FILED
96 DEC 30 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF MERGER are made this 13th day of December, 1996, by and between SPANISH GRANT ESTATES, INC., a Florida corporation ("Terminating Corporation") and ESTUARY CORPORATION, a Florida corporation ("Surviving Corporation").

The undersigned corporations, in accordance with Section 607.1105, Florida Statutes, and in consideration of the premises and the mutual agreements and covenants herein contained, hereby adopt these Articles of Merger and agree as follows:

ARTICLE I. The plan of merger is as follows:

1.1 The parties to these Articles of Merger are Terminating Corporation and Surviving Corporation. Terminating Corporation shall be merged with and into Surviving Corporation, with Surviving Corporation continuing to exist under, and be to governed by, the laws of the State of Florida.

1.2 The manner and basis of exchanging and converting the issued stock of Terminating Corporation into shares of Surviving Corporation are as follows: each share of issued and outstanding common stock of Terminating Corporation shall be converted into that certain number of shares of common stock of Surviving Corporation as is determined in accordance with Section 2 of the Agreement and Plan of Merger between Terminating Corporation and Surviving Corporation of even date herewith. All shares of Terminating Corporation shall be cancelled and extinguished.

1.3 On the effective date of the Merger, the separate existence of Terminating Corporation shall cease (except to the extent continued by the statute), and all of its property, rights, privileges, and franchises, of whatsoever nature and description shall be transferred to, vest in, and devolve upon Surviving Corporation, without further act or deed. Confirmatory deeds, assignments of other like instruments, when deemed desirable by Surviving Corporation to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of Terminating Corporation by the last acting officers thereof, or by the corresponding officers of Surviving Corporation.

1.4 The name of Surviving Corporation shall continue to be Estuary Corporation.

1.5 The Articles of Incorporation of Surviving Corporation, as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of Surviving Corporation.

1.6 Surviving Corporation reserves the right and power, after the effective date of the Merger, to alter, amend, change or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors or stockholders hereby are subject to this reservation.

1.7 The Bylaws of Surviving Corporation, as such Bylaws exist on the effective date of the Merger, shall remain the Bylaws of Surviving Corporation until altered, amended or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

1.8 The taxpayer identification number of Surviving Corporation (59-6077639) shall continue to be the taxpayer identification number of Surviving Corporation.

1.9 From and after the effective date of the Merger, the officers and directors of Surviving Corporation shall be consistent with the officers and directors of Surviving Corporation prior to the Merger. Officers and directors of Surviving Corporation shall hold office subject to provisions of applicable law.

ARTICLE II. The Agreement and Plan of Merger and these Articles of Merger were duly adopted and approved by written consent in lieu of a special meeting of the board of directors of Terminating Corporation, pursuant to Section 607.0821, Florida Statutes, dated December 11, 1996. The Agreement and Plan of Merger and these Articles of Merger were duly adopted and approved by written consent in lieu of a special meeting of the board of directors of Surviving Corporation, pursuant to Section 607.0821, Florida Statutes, dated December 11, 1996. Approval of the Merger by the shareholders of Terminating Corporation was obtained pursuant to a written consent in lieu of a special meeting of the shareholders, dated December 12, 1996, pursuant to Section 607.0704, Florida Statutes.

ARTICLE III. The effective time and date of the Merger shall be as of the close of business, January 1, 1997.

ARTICLE IV. Approval of the Merger by the shareholders of the Surviving Corporation is not required, by authority of Section 607.1103(7), Florida Statutes.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger as of the date first written above.

TERMINATING CORPORATION:

SPANISH GRANT ESTATES, INC., a Florida corporation

By: Harry D. Francis
Harry D. Francis, Vice President

SURVIVING CORPORATION:

ESTUARY CORPORATION, a Florida corporation

By: Harry D. Francis
Harry D. Francis, Vice President

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