

408411

Florida Department of State
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**MERGER OR SHARE EXCHANGE
SEA RAY BOATS, INC.**

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12/17/09

EFFECTIVE DATE
12-31-09

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Sea Ray Boats, Inc.</u>	<u>Florida</u>	<u>408411</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Brunswick Bowling Pin Corporation</u>	<u>Delaware</u>	<u>N/A</u>
<u>Sea Ray Boats, Inc.</u>	<u>Arizona</u>	<u>N/A</u>
<u>Wintergreen Finance Inc.</u>	<u>Delaware</u>	<u>N/A</u>
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

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

at the close of business on

OR 12 / 31 / 2009 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/14/2009 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/14/2009

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Sea Ray Boats, Inc.

Murphy - Thompson

Marsha T. Vaughn, Assistant Secretary

Brunswick Bowling Pin Corporation

Mary C. Harts

Nancy A. Hartman, Assistant Secretary

Sea Ray Boats, Inc.

Marshall T. Kuehn

Marsha T. Vaughn, Assistant Secretary

Wintergreen Finance Inc.

omnivorous Thylacyn

Marsha T. Vaughn, Assistant Secretary

EXHIBIT A

FLORIDA PLAN OF MERGER

This PLAN OF MERGER was adopted for the purpose of merging Sea Ray Boats, Inc., an Arizona corporation ("Sea Ray Arizona"), Wintergreen Finance Inc., a Delaware corporation ("Wintergreen"), and Brunswick Bowling Pin Corporation, a Delaware corporation ("Brunswick Bowling Pin") with and into Sea Ray Boats, Inc., a Florida corporation ("Sea Ray Florida"). Sea Ray Florida is the surviving corporation and Sea Ray Arizona, Wintergreen and Brunswick Bowling Pin are the merging corporations.

1. Sea Ray Florida hereby merges Sea Ray Arizona, Wintergreen and Brunswick Bowling Pin with and into Sea Ray Florida.
2. The separate existence of Sea Ray Arizona, Wintergreen and Brunswick Bowling Pin shall cease upon the effective date of the merger pursuant to the provisions of the Arizona Business Corporation Act and the Delaware General Corporation Law, respectively, and Sea Ray Florida shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the State of Florida.
3. The issued shares of Sea Ray Arizona, Wintergreen and Brunswick Bowling Pin shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of Sea Ray Arizona, Wintergreen, Brunswick Bowling Pin and of Sea Ray Florida, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger herein provided for.
5. The mergers shall become effective at the close of business on December 31, 2009.