

496880

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400385119254

merger

RECEIVED

2022 SEP 26 AM 11:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

2022 SEP 26 AM 10:39

A. RAMSEY
SEP 28 2022

*02250, 00524, 00671



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 27, 2022

COGENCYGLOBAL

TALLAHASSEE, FL 32301

SUBJECT: AQUA EAST SURF SHOP, INC.
Ref. Number: 496880

We have received your document for AQUA EAST SURF SHOP, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please include a statement that the surviving entity exists before the merger and is a domestic filing entity. Please see the attached form (fourth paragraph).

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 (850) 245-6823.

Annette Ramsey
OPS

Letter Number: 622A00021488



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: 1200000000088

Date: 09/27/2022

Name: Chris Vick

Reference #: 1791287

Entity Name: AQUA EAST SURF SHOP, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

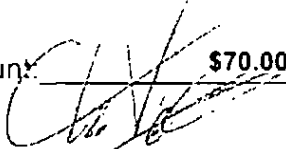
☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$70.00

Signature: 

FILED

ARTICLES OF MERGER 2022 SEP 26 AM 10:39
of
FORSYTH PARTNERS, INC.,
a Florida corporation
(as the Merging Corporation)
with and into
AQUA EAST SURF SHOP, INC.,
a Florida corporation
(as the Surviving Corporation)

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

FIRST: Aqua East Surf Shop, Inc., a Florida corporation. The Florida document number of which is 496880 shall be the surviving corporation (the "*Surviving Corporation*").

SECOND: Forsyth Partners, Inc., a Florida corporation. The Florida document number of which is P97000092974 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 the shareholders of Surviving Corporation on September 23, 2022.

SIXTH: The Plan of Merger was adopted by the shareholders of Merging Corporation on September 23, 2022.

SEVENTH: The Surviving Corporation existed before the merger and is a domestic Florida Corporation.

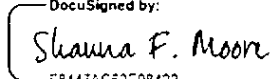
EIGHTH: These Articles of Merger were executed as of September 26, 2022 (the "*Effective Date*").

Remainder of Page Intentionally Blank – Signature Page Follows

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

SURVIVING CORPORATION:

AQUA EAST SURF SHOP, INC.,
a Florida corporation

By: 
Shauna F. Moore as President

MERGING CORPORATION:

FORSYTH PARTNERS, INC.,
a Florida corporation

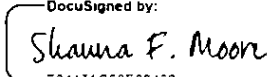
By: 
Shauna F. Moore, as President

EXHIBIT A

PLAN OF MERGER
of
FORSYTH PARTNERS, INC.,
a Florida corporation
with and into
AQUA EAST SURF SHOP, 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 Forsyth Partners, Inc., a Florida corporation (the "*Merging Corporation*"), and Aqua East Surf Shop, 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:

Shauna F. Moore
Andrea F. Forsyth
James R. Swindell

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:

Shauna F. Moore	President
Andrea F. Forsyth	Vice President

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 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.

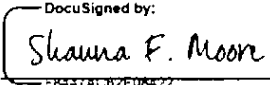
11. This Plan of Merger was executed on 9/26/2022 (the "*Effective Date*").

Reminder of Page Intentionally Blank – Signature Page to Follow

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

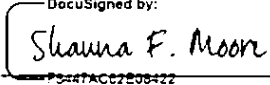
SURVIVING CORPORATION:

AQUA EAST SURF SHOP, INC.,
a Florida corporation

By:  DocuSigned by:
8447AC02E08422...
Shauna F. Moore, as President

MERGING CORPORATION:

FORSYTH PARTNERS, INC.,
a Florida corporation

By:  DocuSigned by:
8447AC02E08422...
Shauna F. Moore, as President