

Document Number Only

645863

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

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-03/02/98-01002-017
*****35.00 *****35.00

900002443289--1
-03/02/98-01002-018
*****35.00 *****35.00

FILED DATE

3/1/98

Merger

Bassett Boat Acquisition Corp.

merging into:

Bassett Boat Company of Florida

FILED
98 FEB 27 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☐ Profit ☐ NonProfit ☐ Limited Liability Co. ☐ Foreign ☐ Amendment ☐ Dissolution/Withdrawal ☒ Merger ☐ Mark ☐ Other ☐ Change of R.A. ☐ Fictitious Name Filing ☐ Certified Copy ☐ Photo Copies ☐ CUS ☐ Call When Ready ☐ Walk In ☐ Mail Out ☐ Annual Report ☐ Reservation ☐ After 4:30 Pick Up ☐ Call if Problem ☐ Will Wait

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DIVISION OF CORPORATION

Name Availability	3/2/98
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Acknowledgment	DOH
W.P. Verifier	DOH

2/27

Thanks

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BASSETT BOAT ACQUISITION CORP., a Delaware corp not authorized to
transact business in Florida

INTO

BASSETT BOAT COMPANY OF FLORIDA, a Florida corporation, 645863.

File date: February 27, 1998

Corporate Specialist: Annette Hogan

EFFECTIVE DATE
3/1/98

ARTICLES OF MERGER
MERGING
BASSETT BOAT ACQUISITION CORP.
WITH AND INTO
BASSETT BOAT COMPANY OF FLORIDA

98 FEB 27 AM 11:22
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, Bassett Boat Acquisition Corp., a Delaware corporation ("Acquisition"), and Bassett Boat Company of Florida, a Florida corporation (the "Company"), hereby adopt and submit the following Articles of Merger merging Acquisition with and into the Company (the "Merger"):

- FIRST:** The Plan of Merger, which has been approved and adopted by the Boards of Directors and shareholders of Acquisition and the Company respectively, is attached hereto as Exhibit A.
- SECOND:** The effective date of the Merger shall be March 1st, 1998 (the "Effective Date"), at 12:01 a.m. Eastern Standard Time.
- THIRD:** The Board of Directors of Acquisition adopted the Plan of Merger on January 30, 1998, and the shareholders of Acquisition adopted and approved the Plan of Merger on January 30, 1998. The Board of Directors of the Company adopted the Plan of Merger on January 30, 1998, and the shareholders of the Company adopted and approved the Plan of Merger on January 30, 1998.
- FOURTH:** These Articles of Merger may be executed in two counterparts, both of which shall be deemed an original and both of which together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the duly authorized, undersigned officers have caused these Articles of Merger to be executed in their respective corporate names on this 30th day of January, 1998.

BASSETT BOAT ACQUISITION CORP.,
a Delaware corporation

By: [Signature]
Name: William H. McGrath
Its: President

**BASSETT BOAT COMPANY OF
FLORIDA,** a Florida corporation

By: [Signature]
Name: Richard R. Bassett
Its: President

EXHIBIT A

PLAN OF MERGER MERGING BASSETT BOAT ACQUISITION CORP., a Delaware corporation WITH AND INTO BASSETT BOAT COMPANY OF FLORIDA, a Florida corporation

This Plan of Merger is made and entered into by and between **Bassett Boat Acquisition Corp.**, a Delaware corporation ("Acquisition"), and **Bassett Boat Company of Florida**, a Florida corporation (the "Company"), whereby Acquisition will merge with and into the Company (the "Merger").

RECITALS

A. This Plan of Merger has been adopted by the Boards of Directors of Acquisition and the Company respectively, and has been recommended to the shareholders of Acquisition and the Company respectively.

B. A majority of each class of shareholders, entitled to vote on the Plan of Merger, of Acquisition and the Company have voted on and approved the terms of this Plan of Merger in accordance with General Corporation Law of the State of Delaware and the Florida 1989 Business Corporation Act respectively.

C. The General Corporation Law of the State of Delaware permits the Merger as contemplated in this Plan of Merger.

D. Acquisition has complied with the applicable requirements of the General Corporation Law of the State of Delaware in effecting the Merger contemplated by this Plan of Merger.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual agreements and covenants contained herein, Acquisition and the Company hereby agree as follows:

1. **Names of Merging Corporations.** The name of each corporation planning to merge pursuant to this Plan of Merger is as follows:

- a) "Bassett Boat Acquisition Corp."; and
- b) "Bassett Boat Company of Florida."

2. **Name of Surviving Corporation.** The name of the surviving corporation shall be "Bassett Boat Company of Florida" (the "Surviving Corporation").

3. **Conversion of Shares.** The manner and basis of converting the shares of Acquisition and the Company is as follows:

Each share of the Company stock issued and outstanding immediately prior to the Effective Date of the Merger, by virtue of the Merger and without any action on the part of the holder thereof, automatically shall be deemed to represent the right to receive the number of shares of the common stock, par value \$.001 per share, of MarineMax, Inc., a Delaware corporation, and the parent corporation of Acquisition ("MarineMax") as set forth in the Agreement and Plan of Organization, by and among MarineMax, Acquisition and the Company. Each share of the Company stock that is held by the Company as treasury stock shall be cancelled and retired and no shares of the stock of MarineMax or other consideration shall be delivered or paid in exchange therefor. Each share of the stock of Acquisition issued and outstanding immediately prior to the Effective Date of the Merger, shall, by virtue of the Merger and without any action on the part of MarineMax, automatically be cancelled.

4. **Effective Date.** The effective date of the Merger shall be March 1st, 1998 (the "Effective Date"), at 12:01 a.m. Eastern Standard Time.

5. **Abandonment.** This Plan of Merger may be abandoned at any time prior to the Effective Date by action of the Board of Directors of either Acquisition or the Company.

6. **Counterparts.** This Plan of Merger may be executed in two counterparts, both of which shall be deemed an original and both of which together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the duly authorized, undersigned officers have caused this Plan of Merger to be executed in their respective corporate names on this 30th day of January, 1998.

BASSETT BOAT ACQUISITION CORP.,
a Delaware corporation

By: 

Name: William H. McGee Jr.

Its: President

**BASSETT BOAT COMPANY OF
FLORIDA,** a Florida corporation

By: 

Name: Richard R. Bassett

Its: President