

729203

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12:4 PM 4:21



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 639705 7548888

AUTHORIZATION :

*Spud Coleman*

COST LIMIT : \$ 70.00

ORDER DATE : May 7, 2013

ORDER TIME : 3:24 PM

ORDER NO. : 639705-010

CUSTOMER NO: 7548888

ARTICLES OF MERGER

THE SURF CLUB, INC.

INTO

9011 COLLINS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Milnes

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

13 MAY -8 PM 1:38

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May 8, 2013

CORPORATION SERVICE COMPANY  
ATTN: STEPHANIE MILNES  
TALLAHASSEE, FL

SUBJECT: THE SURF CLUB, INC.  
Ref. Number: 729203

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for THE SURF CLUB, 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:

Articles of Merger for a Florida or foreign non profit corporation are filed pursuant to section 617.1105, Florida Statutes. A merger form is enclosed.

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) 245-6050.

Darlene Connell  
Regulatory Specialist II

Letter Number: 413A00011289

ARTICLES OF MERGER

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13 MAY -7 PM 4:59

Pursuant to Section 617.1105 of the Florida Not for Profit Corporation Act, THE SURF CLUB, INC., a Florida not for profit corporation (the "Merged Company"), and 9011 COLLINS, INC., a Delaware non-stock corporation (the "Surviving Company"), hereby adopt the following Articles of Merger:

1. The Plan of Merger dated May 6, 2013 (the "Plan of Merger"), providing for the merger of the Merged Company into the Surviving Company (the "Merger"), is attached hereto as Exhibit A and incorporated herein by reference thereto.

2. The Plan of Merger was approved and adopted (a) by the unanimous written consent of the Board of Governors of the Merged Company on May 6, 2013, and (b) by the written consent of the sole voting member of the Merged Company on May 6, 2013, which, in each case, constituted a sufficient number of votes to approve the Plan of Merger on behalf of the Merged Company.

3. The Plan of Merger was adopted and approved by the unanimous written consent of the Board of Directors of the Surviving Company on May 6, 2013, which constituted all necessary votes to approve the Plan of Merger on behalf of the Surviving Company. The Surviving Company has no members prior to the merger.

IN WITNESS WHEREOF, the parties have set their hands on May 7, 2013.

THE SURF CLUB, INC., a Florida not for profit corporation

By:

  
Nadim Achi, its President

9011 COLLINS, INC., a Delaware not for profit corporation

By:

  
Nadim Achi, its President

## EXHIBIT A

### AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan of Merger"), dated as of May 6, 2013, is entered into by and between 9011 COLLINS, INC., a Delaware non-stock corporation (the "Surviving Company"), and THE SURF CLUB, INC., a Florida not for profit corporation (the "Merged Company"). The Merged Company and the Surviving Company are hereinafter sometimes referred to as the "Constituent Corporations."

#### WITNESSETH:

WHEREAS, the Board of Governors and voting member of the Merged Company have determined that it would be in the best interest of the Merged Company, and the Board of Directors of the Surviving Company have determined that it would be in the best interest of the Surviving Company, for the Merged Company to merge with and into the Surviving Company.

NOW THEREFORE, in consideration of the mutual covenants and agreements set forth herein, the parties hereto hereby agree as follows:

1. Merger. The Merged Company shall merge with and into the Surviving Company (the "Merger") in accordance with the terms and conditions of this Plan of Merger and the provisions of Sections 617.1105 and 617.1017 of the Florida Not for Profit Corporation Act (the "Florida Act") and Section 252 of the Delaware General Corporation Law (the "Delaware Act"). The Surviving Company shall be the surviving corporation.

2. Effective Date. The Merger shall become effective on the date that the Articles of Merger are filed under the Florida Act and the Certificate of Merger is filed under the Delaware Act (the "Effective Date").

3. Effect of Merger. Upon the Effective Date: (a) the Merged Company and the Surviving Company shall become a single corporation, and the separate corporate existence of the Merged Company shall cease; (b) the Surviving Company shall succeed to and possess all of the rights, privileges, powers, immunities, assets, properties, business, patents, trademarks, and goodwill of the Merged Company, of every type and description wherever located, all of which shall vest in the Surviving Company without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall remain unimpaired; and (d) the Surviving Company shall succeed to and assume the obligations of the Merged Company.

4. Certificate of Incorporation of Surviving Company. Upon the Effective Date, the Certificate of Incorporation of the Surviving Company shall be its Certificate of Incorporation.

5. Members of Constituent Corporations. From and after the Effective Date, the members of the Merged Company shall continue as the members of the Surviving Company and they shall possess all of the same rights, privileges, powers as they possessed in the Merged Company, until such time as duly modified or amended.

6. Supplemental Action. If at any time after the Effective Date, the Surviving Company shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of the Surviving Company or the Merged Company, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Plan of Merger.

7. Termination. At any time before the Effective Date, this Plan of Merger may be terminated and the Merger abandoned by mutual consent of the Board of Directors of the Surviving Company and the Board of Governors of the Merged Company.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first above written.

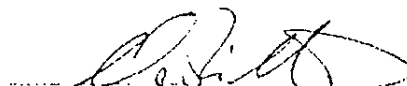
THE SURF CLUB, INC., a Florida not for profit corporation

By:

  
Nadin Achi, its President

9011 COLLINS, INC., a Delaware not for profit corporation

By:

  
Nadin Achi, its President