

F43377

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

300003412473--2
-10/03/00--01025--021
*****70.00 *****70.00

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

1. Gulfshore Media, Inc. (Corporation Name) P00-36066 (Document #)
2. into: Clubhouse Publishing, Inc. (Corporation Name) F43377 (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

☒ Walk in

☒ Pick up time 10/3

☐ Certified Copy

☐ Mail out

☐ Will wait

☒ Photocopy 2 Stamped

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

RECEIVED
00 OCT -3 AM 11:05
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
00 OCT -3 PM 2:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10/3/00

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

GULFSHORE MEDIA, INC. a Florida corporation P00000036066

INTO

CLUBHOUSE PUBLISHING, INC. which changed its name to

GULFSHORE MEDIA, INC., a Florida entity, F43377.

File date: October 3, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
OF GULFSHORE MEDIA, INC. INTO
CLUBHOUSE PUBLISHING, INC.

FILED
00 OCT -3 PM 2:42
SEC. OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, et. seq. of the Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

1. The Plan of Merger was approved by the Shareholders of each of the undersigned Corporations in a manner prescribed by the Florida Business Corporation Act. The Plan of Merger is attached to these Articles of Merger as **Exhibit "A"** and incorporated by reference herein. The effective date of the Plan of Merger is October 1, 2000.

2. The dates of adoption of the Plan of Merger by the Shareholders were:

Name of Corporation

Date

CLUBHOUSE PUBLISHING, INC.,
a Florida corporation

September 28, 2000

GULFSHORE MEDIA, INC.,
a Florida corporation

September 28, 2000

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding

shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
CLUBHOUSE PUBLISHING, INC.	547 605
GULF SHORE MEDIA, INC.	100

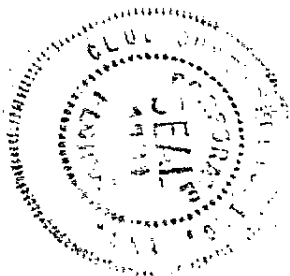
4. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
CLUBHOUSE PUBLISHING, INC.	605 547	0
GULF SHORE MEDIA, INC.	100	0

DATED: Sept 28, 2000

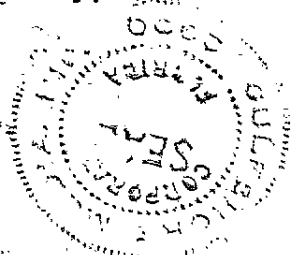
CLUBHOUSE PUBLISHING, INC.,
a Florida corporation,

[Corporate Seal]



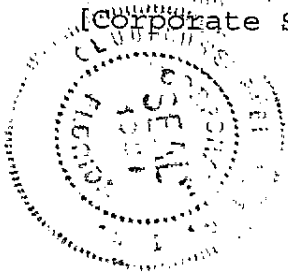
By: [Signature]
JIMMY DEAN, President

By: Pamela V. Daniel
PAMELA V. DANIEL, Secretary



GULF SHORE MEDIA, INC.,
a Florida corporation,

[Corporate Seal]

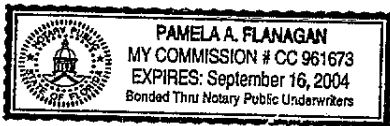


By: *Daniel J. Denton*
DANIEL J. DENTON, President

By: *Daniel J. Denton*
DANIEL J. DENTON, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

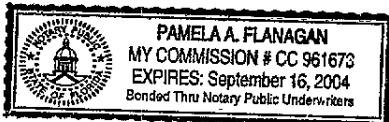
The foregoing instrument was acknowledged before me on 9/28, 2000, by JIMMY DEAN, as President, and by PAMELA V. DANIEL, as Secretary, of CLUBHOUSE PUBLISHING, INC., who are (Notary choose one) [☒] personally known to me, or [☐] who have produced _____ as identification.



Pamela A. Flanagan
Signature of Notary Public
Printed name: PAMELA A FLANAGAN
My Commission expires: 9/16/04

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on 9/28, 2000, by DANIEL J. DENTON, as President and Secretary of GULF SHORE MEDIA, INC., who is (Notary choose one) [☒] personally known to me, or [☐] who have produced _____ as identification.



Pamela A. Flanagan
Signature of Notary Public
Printed name: PAMELA A FLANAGAN
My Commission expires: 9/16/04

EXHIBIT

"A"

PLAN OF MERGER

THIS PLAN OF MERGER dated September 28, 2000, between CLUBHOUSE PUBLISHING, INC., a Florida corporation (hereinafter referred to as "CLUBHOUSE" or "Surviving Corporation"), and GULFSHORE MEDIA, INC., a Florida corporation (hereinafter referred to as "GULFSHORE" or "Absorbed Corporation").

WITNESSETH:

WHEREAS, GULFSHORE is a corporation organized and existing under the laws of the State of Florida with its principal office at 2033 Main Street, Suite 400, Sarasota, FL 34237; and

WHEREAS, GULFSHORE has a capitalization of 7,500 authorized shares of \$1.00 Par Value Common Stock, of which one hundred (100) shares are issued and outstanding; and

WHEREAS, CLUBHOUSE is a corporation organized and existing under the laws of the State of Florida, with its principal office at 601 South Osprey Avenue, Sarasota, FL 34236-7526; and

WHEREAS, CLUBHOUSE has a capitalization of 1,000 authorized shares of \$1.00 Par Value Common Stock of which five hundred forty-seven (547) shares are issued and outstanding; and

WHEREAS, The Boards of Directors of the constituent corporations deem it desirable and in the best interest of the corporations and their shareholders that GULFSHORE be merged into

CLUBHOUSE pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

SECTION ONE - MERGER

Effective October 1, 2000, GULFSHORE shall merge with and into CLUBHOUSE, which will be the Surviving Corporation. The name of the Surviving Corporation shall change to GULFSHORE MEDIA, INC.

SECTION TWO - TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises, and all of the property, real, personal and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any

liens on the property of the Absorbed Corporation shall be impaired by the merger.

SECTION THREE - CONVERSION OF SHARES

The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation is as follows:

Each shareholder of CLUBHOUSE shall receive .44 additional shares of CLUBHOUSE as an inducement to enter into this merger. Additionally each share of the \$1.00 Par Value Common Stock of GULFSHORE issued and outstanding on the effective date of the merger shall be surrendered to CLUBHOUSE and redeemed and cancelled, and the shareholders of GULFSHORE shall receive 1.28 shares of CLUBHOUSE for each share of GULFSHORE surrendered. At the conclusion of the merger and the surrendering of the shares, the ownership of CLUBHOUSE will be as follows:

Daniel J. Denton 543 shares;

Jimmy Dean 372 shares; and

Pamela V. Daniel 85 shares.

SECTION FOUR - CORPORATE STATUS UNDER THE INTERNAL REVENUE CODE

The Surviving Corporation will continue to be treated as an S Corporation under the Internal Revenue Code of 1986, as amended. When the Absorbed Corporation, an S Corporation, shall cease on the effective date of the merger, the taxable year of the Absorbed

Corporation will end. The Surviving Corporation shall succeed to all corporate tax liabilities of the Absorbed Corporation.

SECTION FIVE - CHANGES IN ARTICLES OF INCORPORATION

The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger. However, the name of the Surviving Corporation shall change to GULFSHORE MEDIA, INC.

SECTION SIX - CHANGES IN BYLAWS

The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the effective date of the merger.

SECTION SEVEN - DIRECTORS AND OFFICERS

The Board of Directors of the Surviving Corporation shall consist of a minimum of three members. The Directors of the Surviving Corporation on the effective date of the merger shall be the following persons, who shall serve until the next annual meeting of the Surviving Corporation or until their successors have been duly elected or appointed and qualified:

Daniel J. Denton,
Jimmy Dean, and
Pamela V. Daniel.

The officers of the Surviving Corporation on the effective date of the merger shall be the following persons, who shall serve

until the next annual meeting of the Board of Directors or until their successors have been duly elected or appointed and qualified:

President:	Jimmy Dean
Secretary:	Pamela V. Daniel
Treasurer:	Daniel J. Denton

SECTION EIGHT - PROHIBITED TRANSACTIONS

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed and Surviving Corporations may pay regular quarterly dividends on their outstanding Common Shares, and take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

SECTION NINE - APPROVAL BY SHAREHOLDERS

This Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before October 1, 2000, or at such other time as to which the Boards of Directors of the constituent corporations may agree.

SECTION TEN - EFFECTIVE DATE OF MERGER

The effective date of this merger shall be October 1, 2000.

SECTION ELEVEN - ABANDONMENT OF MERGER

This Plan of Merger may be abandoned by actions of the Board of Directors of either the Surviving or the Absorbed Corporation at any time prior to the effective date, if the merger is not approved by the stockholders of either the Surviving or the Absorbed Corporation on or before September 30, 2000.

SECTION TWELVE - EXECUTION OF AGREEMENT

This Plan of Merger may be executed in any number of counterparts and each such counterpart shall constitute an original instrument.

Executing on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries, pursuant to the authorization of the respective Boards of Directors on the date first above written.

(Corporate Seal)

Attest: Pamela V. Daniel
PAMELA V. DANIEL, Secretary

CLUBHOUSE PUBLISHING, INC.,
a Florida Corporation

By: [Signature]
JIMMY DEAN, President

(Corporate Seal)

Attest: [Signature]
DANIEL J. DENTON, Secretary

GULF SHORE MEDIA, INC.,
a Florida corporation,

By: [Signature]
DANIEL J. DENTON, President

ejl:dfe\WP80\4414\1\Plan of Merger