

F62651

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DIVISION OF CORPORATIONS
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LAW OFFICE OF MARIA BELBAS PARKER, P.A.

THE BUSINESS CENTER, SUITE 2B
18 EXECUTIVE PARK ROAD
HILTON HEAD ISLAND, SOUTH CAROLINA 29928
MAILING ADDRESS: POST OFFICE BOX 7926
HILTON HEAD ISLAND, SOUTH CAROLINA 29938
843-341-9200 FAX 843-341-9228
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR -5 AM 10:06

April 4, 2017

Amendment Section
Division of Corporations
Florida Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: Articles of Merger for Torsouth Corporation (F62651)

Dear Sir:

In regard to the above captioned matter, I enclose herewith the following:

1. Cover letter;
2. This law firm's check in the amount of \$78.75 for the merging of Southwind Holdings, Inc. and Spinnaker Resorts, Inc. (\$35.00 X 2) and the \$8.75 fee for the certified copy;
3. Articles of Merger for Torsouth Corporation (original and one copy), with Plan of Merger attached; and
4. Self-addressed stamped envelope for the return of the certified copy of the Articles of Merger.

Thank you for your attention to this matter. Please contact me immediately if there are any problems with the enclosed filing.

Very truly yours,


Maria Belbas Parker

Enclosures

cc: Torsouth Corporation
Spinnaker Development Corp., Inc.

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Torsouth Corporation

Name of Surviving Corporation

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DIVISION OF CORPORATIONS
17 APR -5 AM 10:06

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Maria Belbas Parker, Esq.

Contact Person

Law Office of Maria Belbas Parker, PA

Firm/Company

PO Box 7926

Address

Hilton Head Island, South Carolina 29938

City/State and Zip Code

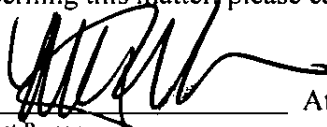
mariabparker@hargray.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Maria Belbas Parker

Name of Contact Person

At ()

843 341 9200

Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 APR -5 AM 10:06

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)
Torsouth Corporation	Florida	F62651

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Spinnaker Development Corp., Inc.	South Carolina	none

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.

OR / / (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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 January 1, 2017.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 January 1, 2017.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Torsouth Corporation

Handwritten practice of the cursive letter 'z' on lined paper, showing two rows of the letter.

Kenneth E. Taylor, President

SpinnakerDevelopmentCorp.,11

2023/24

Kenneth E. Taylor, President

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Torsouth Corporation	Florida (F62651)

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Spinnaker Development Corp., Inc.	South Carolina

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

As set forth in the Plan of Merger, dated January 1, 2017

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

not applicable: the merger will result in the parent corporation being the surviving corporation

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

As set forth in the Plan of Merger, dated January 1, 2017

PLAN OF MERGER
(Merger of subsidiary corporation)

The following Plan of Merger is submitted in compliance with Section 607.1104, F.S., and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of subsidiary corporation:

Torsouth Corporation

Florida corporation (F62651)

Second: The name and jurisdiction of each subsidiary corporation:

Spinnaker Development Corp., Inc.

South Carolina corporation

Third: The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

One hundred (100%) percent of the shares of the subsidiary corporation (Spinnaker Development Corp., Inc.) are owned by the parent corporation (Torsouth Corporation). Spinnaker Development Corp., Inc. will merge into Torsouth Corporation, with Torsouth Corporation being the surviving corporation. Therefore, the shares held by the parent corporation (Torsouth Corporation) in the subsidiary corporation (Spinnaker Development Corp., Inc.) will be cancelled and all assets and liabilities of the subsidiary corporation will become the assets and liabilities of the parent corporation.

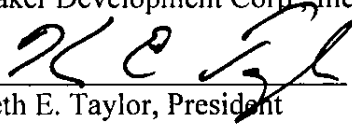
If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not applicable

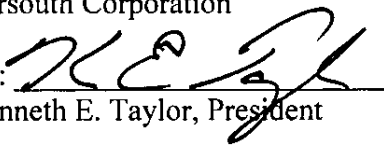
If applicable, shareholders of the subsidiary corporation, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: NONE

Spinnaker Development Corp., Inc.

By: 
Kenneth E. Taylor, President

Torsouth Corporation

By: 
Kenneth E. Taylor, President

January 1, 2017.

INC: MBP plan of merger FL SpinnDevCorp Torsouth