

F80005

(Requestor's Name)

(Address)

(Address)

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☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

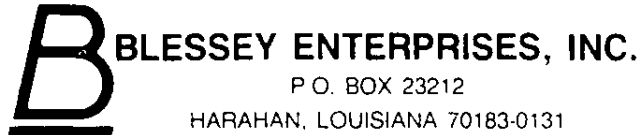


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02/18/14--01061--011 **105.00

merger
FEB 19 2014
R. WHITE

FILED
14 FEB 18 PM 3:25
STATE OF FLORIDA
TALLAHASSEE, FLORIDA



Telephone: (504) 734-1156

Facsimile: (504) 734-1195

February 10, 2014

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Merger Plan for Destin Trading Corporation, Destin Marine Service, Inc., and Donaldsonville Marine Service, Inc.

Gentlemen:

Enclosed are Articles of Merger and a check in the amount of \$105.00 for payment of applicable filing fees for the merger of the referenced corporations indicated above. I request that these documents be filed with the Office of the Secretary of State and that the existence of the merged companies be terminated.

If there are any questions, please contact me directly at (504) 734-1156. Thank you.

Very truly yours,

BLESSEY ENTERPRISES, INC.

A handwritten signature in black ink, appearing to read 'Lee R. Taulton', is written over a horizontal line.

Lee R. Taulton
Tax Director

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: DESTIN TRADING CORPORATION
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

LEE R. TAULTON

Contact Person

BLESSEY MARINE SERVICES, INC.

Firm/Company

1515 RIVER OAKS ROAD EAST

Address

HARAHAN, LA 70123-2167

City/State and Zip Code

LTAULTON@BLESSEY.COM

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

For further information concerning this matter, please call:

LEE R. TAULTON

Name of Contact Person

At (504)

734-1156

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

FILED
14 FEB 18 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:


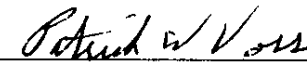
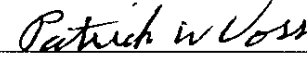
| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|-------------------------------------|---------------------|-------------------------|
| DESTIN MARINE SERVICE, INC. | FLORIDA | P95000080052 |
| DONALDSONVILLE MARINE SERVICE, INC. | LOUISIANA | 34006903 D |
| | | |
| | | |

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|----------------------------|---------------------|-------------------------|
| DESTIN TRADING CORPORATION | FLORIDA | F80665 |

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

Seventh: SIGNATURES FOR EACH CORPORATION

| <u>Name of Corporation</u> | <u>Signature of an Officer or Director</u> | <u>Typed or Printed Name of Individual & Title</u> |
|--|---|--|
| DESTIN TRADING CORPORATION |  | PATRICK W. VOSS VICE PRESIDENT |
| DESTIN MARINE SERVICE, INC. |  | PATRICK W. VOSS SECRETARY/TREASURER |
| DONALDSONVILLE MARINE SERVICE, INC. |  | PATRICK W. VOSS TREASURER |
| | | |
| | | |
| | | |
| | | |
| | | |

PLAN OF MERGER

(Non Subsidiaries)

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.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

DESTIN TRADING CORPORATION

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

DESTIN MARINE SERVICE, INC.

FLORIDA

DONALDSONVILLE MARINE

SERVICE, INC.

LOUISIANA

Third: The terms and conditions of the merger are as follows:

BETWEEN THE DATE OF AGREEMENT AND THE EFFECTIVE DATE OF MERGER, NO PARTY SHALL MAKE ANY DISTRIBUTION TO SHAREHOLDERS.

MANAGERS OF MERGING ENTITIES SHALL EXECUTE AND DELIVER ALL PROPER DEEDS, ASSIGNMENTS, CONFIRMATIONS, AND ASSURANCES IN LAW TO PERMIT SURVIVING ENTITY TO VEST, PERFECT, AND CONFIRM TITLE TO PROPERTY AND RIGHTS IN DESTIN TRADING CORPORATION.

A COPY OF THE PLAN AND AGREEMENT OF MERGER IS ATTACHED.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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:

RESPONSE ON FOLLOWING PAGE.

(Attach additional sheets if necessary)

FOURTH:

THE SOLE SHAREHOLDER OF DESTIN TRADING IS ALSO THE SOLE SHAREHOLDER OF EACH OF DONALDSONVILLE AND DESTIN MARINE. AS A RESULT OF THIS UNIFORMITY IN OWNERSHIP, NO NEW SHARES OF DESTIN TRADING SHALL BE ISSUED AS A RESULT OF THIS MERGER, AND ALL OF THE SHARES OF DONALDSONVILLE AND DESTIN MARINE SHALL BE RETIRED, CANCELLED, AND CEASE TO BE OUTSTANDING.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

NONE

OR

Restated articles are attached:

NONE

Other provisions relating to the merger are as follows:

NONE

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> |
|-------------|---------------------|
| N/A | |

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

| <u>Name</u> | <u>Jurisdiction</u> |
|-------------|---------------------|
| N/A | |
| | |
| | |
| | |
| | |

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:

N/A

(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:

N/A

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:

N/A

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER ("Agreement") is made on December 21, 2013 by and among Donaldsonville Marine Service, Inc., 1515 River Oaks Road East, Harahan, Louisiana 70123-2167 ("Donaldsonville"), Destin Marine Service, Inc., 1515 River Oaks Road East, Harahan, Louisiana 70123-2167 ("Destin Marine"), and Destin Trading Corporation, 1515 River Oaks Road East, Harahan, LA 70123-2167 ("Destin Trading").

On completion of the merger, the separate existence of Donaldsonville and Destin Marine shall cease, leaving Destin Trading as the surviving business, which will continue to be known as Destin Trading Corporation after the merger is complete. The surviving business will continue to be registered in the state of Florida.

RECITALS

Donaldsonville - Merging Entity

Donaldsonville is a Corporation duly organized, validly existing, and in good standing under the laws of Louisiana.

Destin Marine - Merging Entity

Destin Marine is a Corporation duly organized, validly existing, and in good standing under the laws of Florida.

Destin Trading - Surviving Entity

Destin Trading is a corporation duly organized, validly existing, and in good standing under the laws of Florida.

Destin Trading Corporation Final Entity

Destin Trading Corporation is to be the surviving corporation, as that term is defined in the Florida state statutes, to the merger described in this Agreement.

MERGER

Surviving Business Entity

Subject to the terms and conditions of the Agreement, on the effective date of the merger, both Donaldsonville and Destin Marine shall be merged with and into Destin Trading under the laws of the state of Florida. As a result of the Merger, the separate corporate existence of Donaldsonville and Destin Marine shall cease, and the entities shall continue as the surviving business entity Destin Trading Corporation.

Certificate of Merger/Articles of Merger

Destin Trading shall file a certificate of merger with the Louisiana Secretary of State and articles of merger with the Florida Department of State, as required by the laws of such states. The certificate and articles shall be signed and acknowledged by the required shareholders, directors, or officers of all constituent entities. Certified copies of the certificate of merger shall be filed in the office of the

recorder of mortgages in all parishes in the State of Louisiana in which Donaldsonville or Destin Marine own real property. Certified copies of the articles of merger shall be filed in the office of the official who is the recording officer of each county in the State of Florida in which Donaldsonville or Destin Marine own real property. Copies of the certificate of merger and articles of merger shall also be filed as necessary with the United States Coast Guard National Vessel Documentation Center.

Effective Date of Merger

The merger shall be effective on the date of filing of the certificate of merger and the articles of merger.

TERMS AND CONDITIONS

Negative Covenants

Between the date of this Agreement and the date on which the merger becomes effective, each constituent entity will not:

- Make any distribution to its shareholders.

Further Assignments or Assurances

If at any time Destin Trading considers or is advised that any further assignments or assurances in law are necessary to vest or to perfect or to confirm of record in Destin Trading the title to any property or rights of disappearing entity, or otherwise carry out the provisions of this Agreement, the entities agree that the necessary shareholders, directors, or officers of Donaldsonville and Destin Marine, as of the effective date of the merger, will execute and deliver all proper deeds, assignments, confirmations, and assurances in law, and will do all acts that the surviving entity reasonable determines to be proper to vest, perfect, and confirm title to such property or rights in Destin Trading, and otherwise carry out the provisions of this Agreement.

VALUATION OF ASSETS/RIGHTS AND LIABILITIES/CONVERSION

Assets of Donaldsonville

The sole director and sole shareholder of Donaldsonville agrees that:

The present value of its tangible and intangible assets, including goodwill, is \$1,826,820.44;

The fair market value of its unrealized receivables is \$1,225,374.17;

The fair market value of its inventory is \$0.00; and

The estimated amount of its liabilities is \$313,261.04.

Assets of Destin Marine

The directors and the sole shareholder of Destin Marine agree that:

The present value of its tangible and intangible assets, including goodwill, is \$325,081.60;

The fair market value of unrealized receivables is (\$545,788.95);

The fair market value of its inventory is \$0.00;

The estimated amount of its liabilities is \$1,451,170.84.

Assets of Destin Trading

The directors and the sole shareholder of Destin Trading agree that:

The present value of its tangible and intangible assets, including goodwill, is \$19,190,855.42;

The fair market value of unrealized receivables is \$2,241,399.60;

The fair market value of its inventory is \$0.00;

The estimated amount of its liabilities is \$10,586,675.57.

Rights and Liabilities

On and after the effective date, Destin Trading shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal, and mixed, of each of the parties hereto; all debts due to Donaldsonville and Destin Marine of whatever account shall be vested in Destin Trading; all claims, demands, property, rights, privileges, powers and franchises and every other interest of any of the parties hereto shall be as effectively the property of Destin Trading as they were of the respective parties hereto; the title to any real estate vested by deed or otherwise in Donaldsonville and Destin Marine shall not revert or be in any way impaired by reason of the merger, but shall be vested in Destin Trading; all rights of creditors and all liens upon any property of either of the parties hereto shall be preserved unimpaired, limited in lien to the property affected by such lien at the effective time of the merger; and all debts, liabilities, and duties of the respective parties hereto shall thenceforth attach to Destin Trading and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

Conversion/Retirement of Stock

The sole shareholder of Destin Trading is also the sole shareholder of each of Donaldsonville and Destin Marine. As a result of this uniformity in ownership, no new shares of Destin Trading shall be issues as a result of this merger, and all of the shares of Donaldsonville and Destin Marine shall be retired, cancelled, and cease to be outstanding.

Surrender of Certificates

If any share of Donaldsonville or Destin Marine is evidenced by a certificate, each shareholder of such corporations must surrender the certificate or certificates, properly endorsed, to Destin Trading or its transfer agent.

MANAGEMENT OF SURVIVING ENTITY

Management and Control

The sole shareholder and the directors of Destin Trading have the sole and exclusive control of the business subject to any limitations in the articles and bylaws of Destin Trading.

Directors and Officers

Destin Trading will continue to have a Board of Directors consisting of two (2) directors. Donaldsonville and Destin Marine shall not be entitled to nominate any members of the Board of Directors of the Destin Trading.

Articles of Incorporation and Bylaws

On the effective date of the merger and without any further action, the articles of incorporation and bylaws of Destin Trading in effect on the effective date shall become and continue to be the articles of incorporation and bylaws of Destin Trading, the surviving entity of the merger, without any further action on the part of Destin Trading or any other constituent entity to the merger.

INTERPRETATION AND ENFORCEMENT

Notices

Any notice, request, demand, or other communication required or permitted under the Agreement may be delivered in person, delivered by certified mail, return receipt requested, or delivered by facsimile transmission. Deliveries by certified mail or by facsimile transmission will be sent to the address of the respective parties as first indicated above or as may be updated in the future in writing by either party.

Counterpart Executions

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

Partial Invalidity

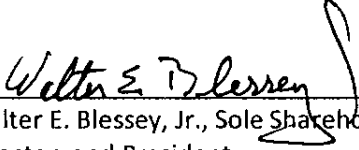
If any term of this Agreement is held by a court of competent jurisdiction to be void and unenforceable, the remainder of the contract terms shall be controlled by and construed under the laws of the state of Florida.

Approvals

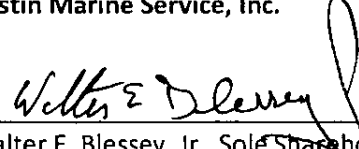
The shareholder and directors of each constituent entity to this Merger Agreement have approved this Merger Agreement by the voting percentages required by the articles, operating agreement, and law governing the terms and conditions of this Agreement.

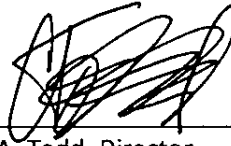
This Merger Agreement shall be signed by Walter E. Blessey, Jr., President, on behalf of Donaldsonville Marine service, Inc., Walter E. Blessey, Jr., President, on behalf of Destin Marine Service, Inc., and Walter E. Blessey, Jr., President, on behalf of Destin Trading Corporation.

Donaldsonville Marine Service, Inc.


Walter E. Blessey, Jr., Sole Shareholder, Sole
Director, and President

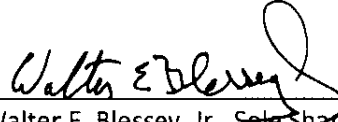
Destin Marine Service, Inc.


Walter E. Blessey, Jr., Sole Shareholder,
Director, and President



Clark A. Todd, Director

Destin Trading Corporation



Walter E. Blessey, Jr., Sole Shareholder,
Director, and President



Patrick W. Voss, Director

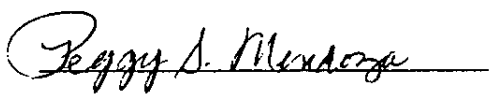
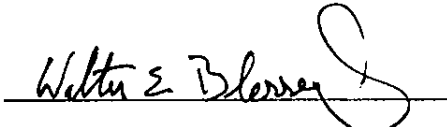
NOTARY ACKNOWLEDGMENT
(Donaldsonville Marine Service, Inc.)


STATE OF LOUISIANA

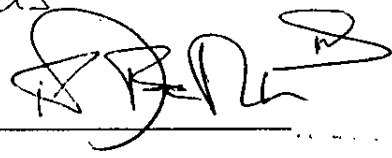
PARISH OF JEFFERSON

BE IT KNOWN, that on this 30th day of December, 2013, before me, the undersigned Notary Public, duly commissioned, qualified and sworn within and for the State and Parish/County aforesaid, personally came and appeared Walter E. Blessey, Jr., to me known to have executed the above and foregoing instrument, who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that he is the President of Donaldsonville Marine Service, Inc., that as such duly authorized President, he signed and executed the foregoing Plan and Agreement of Merger, as his free and voluntary act and the act, deed and agreement of said corporation, for and on behalf of said corporation, for the uses, purposes and benefits therein expressed.

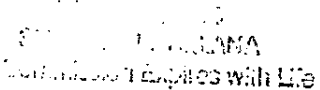
WITNESSES:

 
Print Name: PEGGY S. MENDOZA Walter E. Blessey, Jr., President


Print Name: Karen T Woods



Notary Public

Print Name: Thomas Jackson Bethune 
My Commission Expires with Life

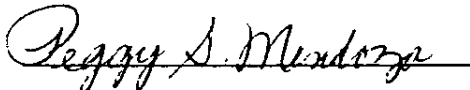
NOTARY ACKNOWLEDGMENT
(Destin Marine Service, Inc.)

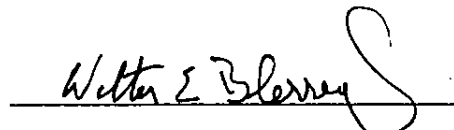
STATE OF LOUISIANA


PARISH OF JEFFERSON

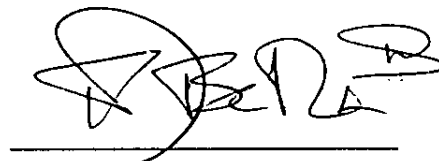
BE IT KNOWN, that on this 30th day of December, 2013, before me, the undersigned Notary Public, duly commissioned, qualified and sworn within and for the State and Parish/County aforesaid, personally came and appeared Walter E. Blessey, Jr., to me known to have executed the above and foregoing instrument, who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that he is the President of Destin Marine Service, Inc., that as such duly authorized President, he signed and executed the foregoing Plan and Agreement of Merger, as his free and voluntary act and the act, deed and agreement of said corporation, for and on behalf of said corporation, for the uses, purposes and benefits therein expressed.

WITNESSES:


Print Name: PEGGY S. MENDOZA


Walter E. Blessey, Jr., President


Print Name: Karen J. Woods


Notary Public

Print Name: Thomas Jackson Belhomme

NOTARY ACKNOWLEDGMENT
(Destin Trading Corporation)

STATE OF LOUISIANA

PARISH OF JEFFERSON

BE IT KNOWN, that on this 30th day of December, 2013, before me, the undersigned Notary Public, duly commissioned, qualified and sworn within and for the State and Parish/County aforesaid, personally came and appeared Walter E. Blessey, Jr., to me known to have executed the above and foregoing instrument, who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that he is the President of Destin Trading Corporation, that as such duly authorized President, he signed and executed the foregoing Plan and Agreement of Merger, as his free and voluntary act and the act, deed and agreement of said corporation, for and on behalf of said corporation, for the uses, purposes and benefits therein expressed.

WITNESSES:

Peggy S. Mendoza

Print Name: PEGGY S. MENDOZA

Walter E. Blessey, Jr.

Walter E. Blessey, Jr., President

Karen J. Woods

Print Name: Karen T. Woods

[Signature]

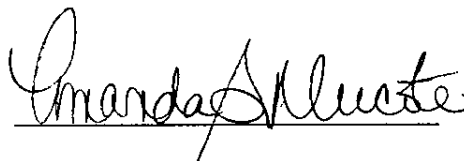
Notary Public

Print Name: Thomas Jackson Balthus

CERTIFICATE OF SECRETARY
OF
DONALDSONVILLE MARINE SERVICE, INC.

I, Amanda S. Ducote, the Secretary of Donaldsonville Marine Service, Inc., hereby certify that the signatories on behalf of Donaldsonville Marine Service, Inc., to the Plan and Agreement of Merger to which this certificate is attached constitute the President, the sole Shareholder, and all the Directors of Donaldsonville Marine Service, Inc., and that the Plan and Agreement of Merger was duly approved and adopted by them on behalf of Donaldsonville Marine Service, Inc.

WITNESS my hand this 30th day of December, 2013.

A handwritten signature in cursive script, reading "Amanda S. Ducote", written over a horizontal line.

Amanda S. Ducote, Secretary

CERTIFICATE OF SECRETARY

OF

DESTIN MARINE SERVICE, INC.

I, Patrick W. Voss, the Secretary/ Treasurer of Destin Marine Service, Inc., hereby certify that the signatories on behalf of Destin Marine Service, Inc., to the Plan and Agreement of Merger to which this certificate is attached constitute the President, the sole Shareholder, and all the Directors of Destin Marine Service, Inc., and that the Plan and Agreement of Merger was duly approved and adopted by them on behalf of Destin Marine Service, Inc.

WITNESS my hand this 30th day of December, 2013.

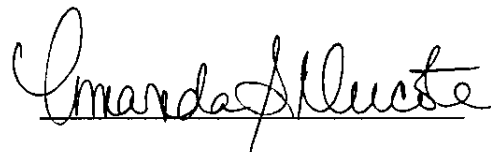
A handwritten signature in cursive script, reading "Patrick W. Voss", is written over a horizontal line.

Patrick W. Voss, Secretary/Treasurer

CERTIFICATE OF SECRETARY
OF
DESTIN TRADING CORPORATION

I, Amanda S. Ducote, the Secretary of Destin Trading Corporation hereby certify that the signatories on behalf of Destin Trading Corporation to the Plan and Agreement of Merger to which this certificate is attached constitute the President, the sole Shareholder, and all the Directors of Destin Trading Corporation and that the Plan and Agreement of Merger was duly approved and adopted by them on behalf of Destin Trading Corporation.

WITNESS my hand this 30th day of December, 2013.

A handwritten signature in cursive script, reading "Amanda S. Ducote", written over a horizontal line.

Amanda S. Ducote, Secretary