

G58108

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*Merger
Tlewis*

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2007 JAN 26 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Roosa, Sutton, Burandt & Adamski, LLP
Attorneys and Counselors at Law

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Larry D. Sutton
Robert B. Burandt
Keith Grossman

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January 24, 2007

Registration Section
Division of Corporations
ATTN: Thelma Lewis
Document Specialist Supervisor
Clifton Building
2661 Executive Center
Tallahassee, FL 32301

Re: Beach Stuff, Incorporated Plan of Merger of Florida Corporations

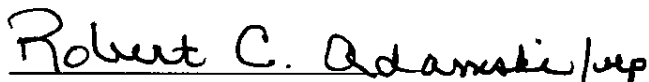
Dear Mr. Lewis:

I am enclosing herewith an original Plan of Merger of Florida Corporations, Approval of Plan of Merger by Directors and Articles of Merger, together with a copy of your letter of January 9, 2007.

Please file and enclosed and return the certified copy to the undersigned in the envelope provided.

Please contact our office if you have any questions.

Very truly yours,



ROBERT C. ADAMSKI

RCA/elp

Enclosures

cc: Client



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 9, 2007

ROBERT C. ADAMSKI, ESQ.
ROOSA, SUTTON, BURANDT & ADAMSKI, LLP
1714 E. CAPE CORAL PARKWAY
CAPE CORAL, FL 33904

SUBJECT: BEACH STUFF, INCORPORATED
Ref. Number: G58108

We have received your document for BEACH STUFF, INCORPORATED and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The merger must contain the Articles of Merger.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 607A00001708

Roosa, Sutton, Burandt & Adamski, LLP
Attorneys and Counselors at Law

Robert C. Adamski
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Telephone: 239/542-4733

Facsimile: 239/542-9203

December 29, 2006
VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center
Tallahassee, FL 32301

Re: Beach Stuff, Inc. Plan of Merger of Florida Corporations

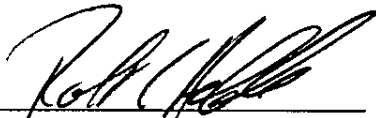
Gentlemen:

I am enclosing herewith an original Plan of Merger of Florida Corporations and Approval of Plan of Merger by Directors, together with our firm check in the amount of \$78.75, to cover the filing fee and one (1) certified copy.

Please return the certified copy to the undersigned in the envelope provided.

Please contact our office if you have any questions.

Very truly yours,



ROBERT C. ADAMSKI

RCA/elp

Enclosures

cc: Client

ARTICLES OF MERGER
(Profit Corporation)

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)
<u>BEACH STUFF, INCORPORATED</u>	<u>Lee County, Florida</u>	<u>G58108</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
<u>H2O OUTFITTERS, INC.</u>	<u>Lee County, Florida</u>	<u>P99000091305</u>

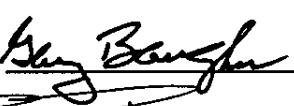
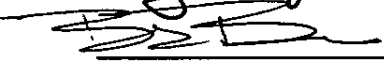
Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

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 12/28/06.

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 12/28/06.

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>
BEACH STUFF, INCORPORATED		Gary D. Baugher, President
H2O OUTFITTERS, INC.		Brian J. Baugher, President

FILED
2007 JAN 26 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVAL OF PLAN OF MERGER BY SHAREHOLDERS

The shareholders of the corporations known as H2O OUTFITTERS, INC. and BEACH STUFF, INCORPORATED., have approved the merger of said corporations on the following terms:

1. The Board of Directors of each corporation has adopted a Plan of Merger which was presented to the shareholders on December 28, 2006.
2. The terms of the Plan of Merger are incorporated into this document. The respective Boards of Directors of the respective corporations has recommended the Plan of Merger to the shareholders of the respective corporations. The shareholders of the respective corporations entitled to vote are:

H2O OUTFITTERS, INC.'s Shareholders

Shares and Percent

Brian J. Baugher
Ann C. Baugher

501 - (50.1%)
499 - (49.9%)

BEACH STUFF, INCORPORATED's Shareholders

Shares and Percent

Gary D. Baugher
Joan Baugher

250 - (50%)
250 - (50%)

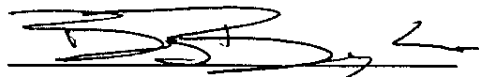
3. The shareholders of each respective corporation have waived any notice requirements which may delay the adoption of the Plan of Merger.
4. The Plan of Merger was authorized and adopted unanimously by all shareholders of each corporation entitled to vote.
5. The Board of Directors of the surviving corporation, BEACH STUFF, INCORPORATED, is authorized to file Articles of Merger with the Florida Secretary of State.

H2O OUTFITTERS, INC.

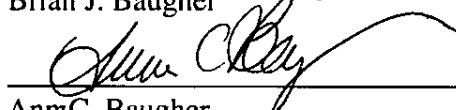
BEACH STUFF, INCORPORATED

Shareholders:

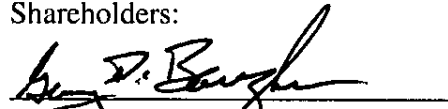
Shareholders:



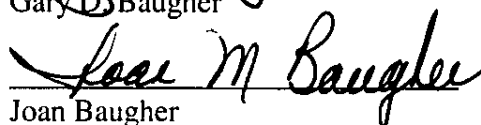
Brian J. Baugher



Ann C. Baugher



Gary D. Baugher



Joan Baugher

PLAN OF MERGER OF FLORIDA CORPORATIONS

This plan of merger is adopted and put forth by the Board of Directors of the corporations, H2O OUTFITTERS, INC. and BEACH STUFF, INCORPORATED, and proposes to merge the two corporations, following approval by the shareholders of each corporation, into the corporation known as BEACH STUFF, INCORPORATED

1. The corporations to be merged are Florida corporations named:
H2O OUTFITTERS, INC. and BEACH STUFF, INCORPORATED
2. All assets of each corporation shall become assets of BEACH STUFF, INCORPORATED upon merger.
3. BEACH STUFF, INCORPORATED shall be the surviving corporation.
4. The outstanding shares of each corporation shall be converted to shares of the surviving corporation on the following terms:

The shares of BEACH STUFF, INCORPORATED shall be converted on a 1 to 2 basis. The shares are now owned by Gary Baugher (250) shares and Ann Baugher (250 shares).

The shares of H2O OUTFITTERS, INC. Shall be converted on a 1 to 1 basis. The shares are now owned by Brian Baugher (501 shares) and Ann C. Baugher (499 shares).

Upon merger the shares of BEACH STUFF, INCORPORATED shall be issued and owned by the following persons who are now shareholders of the corporations to be merged.

<u>Shareholder</u>	<u>Shares in Existent Corporation</u>	<u>Shares in Surviving Corporation</u>
Gary D. Baugher	250	500
Joan Baugher	250	500
Brian J. Baugher	501	501
Ann C. Baugher	499	499

No other shares shall be issued at this time. No shares shall be converted to cash or other property.

5. The Articles of Incorporation of BEACH STUFF, INCORPORATED are restated as follows:

Articles of Incorporation of BEACH STUFF, INCORPORATED

The undersigned, for the purpose of forming a corporation under the Florida

General Corporation Act, Florida Statutes, Chapter 607, hereby adopts the following Articles of Incorporation.

- FIRST:** The name of the corporation is: **BEACH STUFF, INCORPORATED**
- SECOND:** The place where the corporation's principal office is to be located is in the County of Lee, is at **3630 Liberty Square, Fort Myers, Florida 33907.**
- THIRD:** The corporation may engage in any lawful activity or business permitted under the laws of the United States or of the State of Florida.
- FOURTH:** The maximum number of shares of all classes which the corporation is authorized to have outstanding is Ten Thousand (10,000), all of which shall have a par value of One Dollar (\$1.00).
- FIFTH:** The Board of Directors is hereby authorized to fix and determine and to vary the amount of working capital of the corporation, to determine whether any, and, if any, what part of the surplus, however created or arising, shall be used or disposed of or declared in dividends or paid to shareholders, and without action by the shareholders, to use and apply such surplus, or any part thereof, or such part of the stated capital of the corporation as is lawfully permitted, at any time or from time to time, in the purchase or acquisition of shares of any class, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness of the corporation, or other securities of the corporation, to such extent or amount and in such manner and upon such terms as the board of directors shall deem expedient.
- SIXTH:** Every statute of the State of Florida hereafter enacted, whereby the rights or privileges of shareholders of a Corporation organized under the General Corporation Law of said state are increased, diminished, or in any way affected, or whereby effect is given to any action authorized, ratified, or approved by less than all the shareholders of any such corporation, shall apply to the corporation and shall be binding upon every shareholder thereof to the same extent as if such statute had been in force at the date of the filing of these Articles of Incorporation.
- SEVENTH:** A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent, or otherwise. No transaction or contract or act of the corporation shall be void or voidable in any way affected or invalidated by reason of the fact that any director or officer, or any firm of which any director or officer is a member, or any corporation of which any director or officer is a shareholder, director, or trustee, or any trust of which any director or officer is a trustee or beneficiary, is in any way interested in such transaction or contract or act. No director or officer shall be accountable or responsible to the corporation for or in respect of any

transaction or contract or act of the corporation or for any gains or profits directly or indirectly realized by him by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder, director, or trustee, or any trust of which he is a trustee or beneficiary, is interested in such transaction or contract or act; provided the fact that such director or officer or such firm or corporation or such trust is so interested shall have been disclosed or shall have been known to the board of directors or such members thereof as shall be present at any meeting of the board of directors at which action upon such contract or transaction or act shall have been taken. Any director may be counted in determining the existence of a quorum at any meeting of the board of directors which shall authorize or take action in respect to any such contract or transaction or act, and may vote thereat to authorize, ratify, or approve any such contract or transaction or act, and any officer of the corporation may take any action within the scope of his authority respecting such contract or transaction or act with like force and effect as if he is a shareholder, director, or trustee, or any trust which he is a trustee or beneficiary, were not interested in such transaction or contract or act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause or proceeding, the question of whether a director or officer of the corporation has acted in good faith is material, then notwithstanding any statute or rule of law or of equity to the contrary (if any there be), his good faith shall be presumed, in the absence of proof to the contrary, by clear and convincing evidence.

EIGHTH: The corporation, through its board of directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the corporation and the selling shareholder or shareholders.

NINTH: Notwithstanding any provision of any statute of the State of Florida, now or hereafter in force, requiring for any purpose the vote of the holders of shares entitling them to exercise two-thirds or any other proportion of the voting power of the corporation or of any class or classes of shares thereof, any action, unless otherwise expressly required by statute, may be taken by the vote of the holders of the shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes.

TENTH: No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a Director or Officer of the Corporation in good faith, if such person (i) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (ii) took, or omitted to take, such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by Officers or employees of the Corporation which he has reasonable grounds to believe or upon a financial statement of the Corporation prepared by an Officer or employee of the

Corporation in charge of its accounts or certified by a public accountant or firm of public accountants, or (iii) in good faith considered the assets to be of their book value or followed what he believed to be sound accounting and business practices.

In case any claim, action, suit or proceedings shall be made or brought against any present or future Director or Officer of the Corporation, or any person who may now be serving or in the future may serve at its request as a Director or Officer of another Corporation in which it owns shares, his heirs, executors or administrators, on account of action taken or omitted to be taken by such Directors or Officer of the Corporation or of such other Corporation, the Corporation shall indemnify such present or future Director or Officer, his heirs, executors and administrators, against all or any portion of any expenses actually and necessarily incurred by him in connection with the defense of any such claim, action, suit or proceedings (whether or not he continues to be a Director or Officer at the time of incurring such expenses), such expenses to include any amount paid upon any judgment and the amount of any reasonable settlement made with a view to curtailment of costs of litigation. The Corporation shall not, however, indemnify any such Director or Officer with respect to any matter as to which he shall be finally adjudged in any such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty, nor in respect to any matter on which any settlement or compromise shall be effected, if the total expense, including the amount paid upon such settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or Officer in conducting such litigation to a final conclusion.

The provisions of this paragraph shall be in addition to and not in limitation of any other rights, indemnities or limitations of liability to which any Director or Officer may be entitled as a matter of law. Notwithstanding any repeal of this paragraph or other amendment thereof, the foregoing indemnification shall be binding upon the Corporation (subject only to the exceptions herein above set forth) as to all claims, actions, suits or proceedings, and expenses connected therewith and settlements thereof, as above provided, arising out of matters which occur during, or are referable to, the period to any such repeal or amendment.

ELEVENTH: The street address of the initial Registered Office of the corporation is:
3630 Liberty Square, Fort Myers, Florida 33907.

The name of the Registered Agent is: **Gary D. Baugher.**

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, pursuant to Florida Statutes, Section 48.091, having been named to

act as Registered Agent of the corporation known as **BEACH STUFF, INCORPORATED** does hereby accept the appointment as Registered Agent of said corporation.
DATED this 22nd day of **January**, 2007.



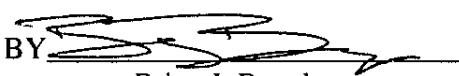
Gary D. Baugher

6. The effective date of this merger shall be the date upon filing the Certificate of Merger of the corporations with the Florida Secretary of State.

Dated this 22nd day of January 2007.

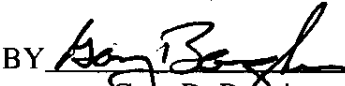
The undersigned hereby certifies that the foregoing Plan of Merger has been duly adopted by the respective Boards of Directors of the two corporations to be merged.

H2O OUTFITTERS, INC.

BY 

Brian J. Baugher
President

BEACH STUFF, INCORPORATED

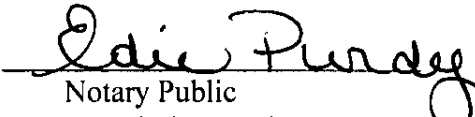
BY 

Gary D. Baugher
President

ACKNOWLEDGMENT BY NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY the foregoing instrument was acknowledged before me this 22nd day of **January**, 2007, by **Gary D. Baugher and Brian J. Baugher, in their capacity as President of the respective corporations, who are personally known to me or who has produced _____ as identification and who did (did not) take an oath.**



Notary Public
My Commission Expires:

