

# H63433

Carl A. Bertoch, P.A.

(Requestor's Name)

534 East Park Avenue

(Address)

TLH FL 222-2563

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

100002731291--6

-01/06/99--01006--012

\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

1. Shaw Sailing Inc. H63433

(Corporation Name)

(Document #)

2. \_\_\_\_\_

(Corporation Name)

(Document #)

3. \_\_\_\_\_

(Corporation Name)

(Document #)

4. \_\_\_\_\_

(Corporation Name)

(Document #)



Walk in



Pick up time \_\_\_\_\_



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

FILED  
99 JAN -6 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 checked="" 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 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

#1  
Please call  
for pick up  
222-2563

Examiner's Initials

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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

SANDALHAVEN UTILITY, INC., a Florida corporation G46810

INTO

**SHEAR SAILING, INC.**, a Florida corporation, H63433.

File date: January 6, 1999

Corporate Specialist: Annette Ramsey

## ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105, F.S., the undersigned Florida corporations have adopted Articles of Merger for the purpose of merging them into one such corporation:

1. The Plan of Merger was approved by each of the undersigned corporations, a copy of which is attached hereto as Exhibit "A" and incorporated herein by reference.
2. As to each of the undersigned corporations, the Plan of Merger was adopted in the following manner:
  - (a) The Plan of Merger was adopted by **SANDALHAVEN UTILITY, INC.** by unanimous written consent of the Directors and Shareholders on 12/20/98.
  - (b) The Plan of Merger was adopted by **SHEAR SAILING, INC.** by unanimous written consent of the Directors and Shareholders on 12/20/98.
3. The name of the surviving corporation is **SHEAR SAILING, INC.**, a Florida corporation.
4. The manner of the adoption of the Plan of Merger and the vote by which it was adopted constitute full legal compliance with the provisions of Section 607.1103 F.S. and with the Articles of Incorporation and By-Laws of the undersigned corporations.
5. The effective date of the merger is the date on which the Certificate of Merger is issued by the Florida Department of State.

DATED: 12/20/98

ATTEST: Kelly A. Smith  
Secretary

ATTEST: Kelly A. Smith  
Secretary

ATTEST: Kelly A. Smith  
Secretary

### SANDALHAVEN UTILITY, INC.

Robert A. Spade  
Robert Spade  
President/Director/Shareholder

Dean Beckstead  
Dean Beckstead  
Shareholder

### SHEAR SAILING, INC.

Robert A. Spade  
Robert Spade  
President/Director/Shareholder

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

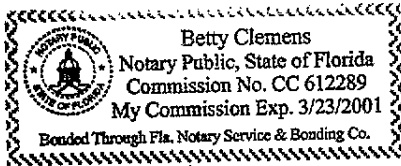
STATE OF FLORIDA )

CHARLOTTE )ss

COUNTY OF ORANGE )

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Robert Spade, President/Director of SANDALHAVEN UTILITY, INC. who is personally known to me or who has produced (personally known) as identification and executed the foregoing instrument and acknowledged before me that he executed the same on behalf of the corporation.

WITNESS my hand and official seal in the County and State last aforesaid this \_\_\_\_\_ day of 12/20, 1998.



Betty Clemens  
Notary Public

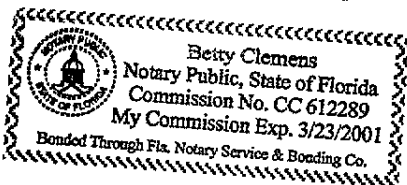
Betty Clemens  
(Print or Type Name)

Commission Number: \_\_\_\_\_

STATE OF FLORIDA \_\_\_\_\_ )  
 ) ss  
COUNTY OF CHARLOTTE \_\_\_\_\_ )

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Robert Spade, President/Director of SHEAR SAILING, Inc., who is personally known to me or who has produced (personally known) as identification and executed the foregoing instrument and acknowledged before me that he executed the same on behalf of the corporation.

WITNESS my hand and official seal in the County and State last aforesaid this \_\_\_\_\_ day of 12 20, 1998.



Betty Clemens  
Notary Public

Betty Clemens  
(Print or Type Name)  
Commission Number:

## MERGER AGREEMENT

Agreement made this 20th DAY OF December, 1998, between **SANDALHAVEN UTILITY, INC.**, a corporation organized under the laws of the State of Florida, having its principal office at 6800 PLACIDA ROAD, ENGLEWOOD, FL 34224, and **SHEAR SAILING, INC.**, a corporation organized under the laws of the State of Florida, having its principal office and place of business at 6800 PLACIDA ROAD, ENGLEWOOD, FL 34224.

### RECITALS

The respective Directors and Shareholders of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders that **SANDALHAVEN UTILITY, INC.** be merged into **SHEAR SAILING, INC.**

For reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to Sections 607.1101, 607.1103, 607.1105, and 607.1106, Florida Statutes, that **SANDALHAVEN UTILITY, INC.** shall be merged into **SHEAR SAILING, INC** as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger and the method of carrying it into effect.

### SECTION ONE SHEAR SAILING, INC TO BE SURVIVING CORPORATION

**SANDALHAVEN UTILITY, INC.** shall be merged into **SHEAR SAILING, INC** and the corporate existence of **SANDALHAVEN UTILITY, INC.** shall cease and the corporate existence of **SHEAR SAILING, INC** shall continue under the name of **SHEAR SAILING, INC**, which shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and **SHEAR SAILING, INC** shall become the subject to all the debts and liabilities of the constituent corporations in the same manner as if **SHEAR SAILING, INC** had itself incurred them.

## **SECTION TWO PRINCIPAL OFFICE**

The principal office of **SHEAR SAILING, INC** shall remain the principal office of the corporation following this merger.

## **SECTION THREE OBJECTS AND PURPOSES**

The nature of the business and purposes proposed to be transacted and carried on by the corporation following the merger remain the same as prior to the merger, as provided in Chapter 607, Florida Statutes.

## **SECTION FOUR ARTICLES OF INCORPORATION**

The Articles of Incorporation of **SHEAR SAILING, INC** shall not be amended and shall continue to be the Articles of Incorporation of the surviving corporation.

## **SECTION FIVE BY-LAWS**

The present By-Laws of **SHEAR SAILING, INC** insofar as not inconsistent with this Agreement of Merger, shall be the By-Laws of the corporation following the merger until altered, amended, or repealed as therein provided.

## **SECTION SIX NAMES AND ADDRESSES OF DIRECTORS**

The names and addresses of the persons who constitute the Board of Directors of **SHEAR SAILING, INC**, following merger, and who shall hold office until the first annual

meeting of the shareholders of **SHEAR SAILING, INC** following merger, are as follows:

Name

Address

ROBERT SPADE

6800 PLACIDA ROAD, ENGLEWOOD, FL 34224

**SECTION SEVEN  
EXTRAORDINARY TRANSACTIONS**

Neither corporation shall, prior to the effective date of the merger, engage in any activity other than in the ordinary course of business except as contemplated by this agreement.

**SECTION EIGHT  
REGISTERED AGENT OF SURVIVING CORPORATION**

The individual hereinafter named shall be the registered agent to the Surviving Corporation, at the address hereinbelow set forth, upon whom process, notices and demands may be served:

Name

Address

ROBERT SPADE

6800 PLACIDA ROAD, ENGLEWOOD, FL 34224

**SECTION NINE**  
**ASSETS OF DISAPPEARING CORPORATION**

All property, real, personal and mixes and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to **SANDALHAVEN UTILITY, INC.** shall be deemed to be transferred, conveyed to and vested in the Surviving Corporation without further act or deed and the title to or any interest in any real estate vested in such corporation shall not revert or be in any way impaired by reason of such merger.

**SECTION TEN**  
**LIABILITIES OF DISAPPEARING CORPORATION**

The Surviving Corporation shall assume, and henceforth be responsible and liable for, all the liabilities and obligations of the Disappearing Corporation and any claim existing, or action or proceeding pending by or against **SANDALHAVEN UTILITY, INC.** may be prosecuted as if such merger had not taken place or the Surviving Corporation may be substituted in its place.

**SECTION ELEVEN**  
**EFFECTIVE DATE OF AGREEMENT**

This Agreement shall become effective on the date of filing of the Articles of Merger with the Office of the Secretary of State.

**SECTION TWELVE**  
**OFFICERS OF SURVIVING CORPORATION**

On the effective date of the merger, the following persons shall be elected to the offices hereinbelow described, to serve in such capacities until the next annual meeting of the Board of Directors, or until their successors shall be elected and shall qualify:

President:	ROBERT SPADE
Secretary:	KELLY E. SAIS



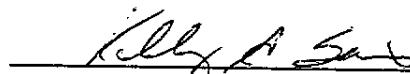
**SECTION THIRTEEN  
CONVERSION OF SHARES**

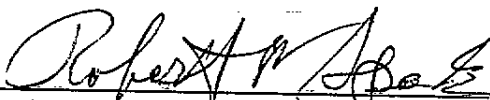
The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows: Each share of common stock of **SANDALHAVEN UTILITY, INC.** outstanding on the effective date of the merger shall thereupon, without further action, become one share of common stock of **SHEAR SAILING, INC.** Further, after this merger, **SHEAR SAILING, INC** shares shall be owned in the amount of three hundred forty-eight(348) shares by Robert Spade and forty(40) shares by Dean Beckstead.

IN WITNESS WHEREOF, the directors and shareholders, or a majority thereof, of **SANDALHAVEN UTILITY, INC.** and the directors and shareholders, or a majority thereof of **SHEAR SAILING, INC** have caused this agreement to be executed under their respective corporate seals on the day and year first above written.

Attest:

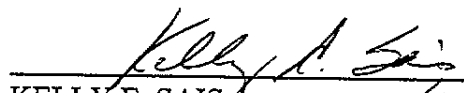
**SHEAR SAILING, INC**

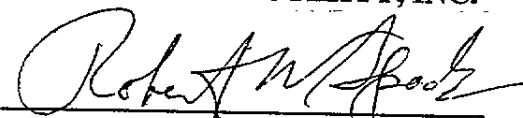
  
KELLY E. SAIS  
Corporate Secretary

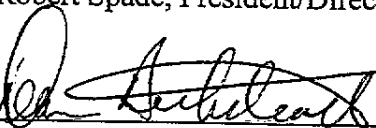
By:   
Robert Spade, President/Director/Shareholder

Attest:

**SANDALHAVEN UTILITY, INC.**

  
KELLY E. SAIS  
Corporate Secretary

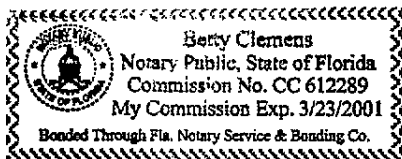
By:   
Robert Spade, President/Director/Shareholder

By:   
Dean Beckstead, Shareholder

STATE OF Florida )  
 ) ss  
COUNTY OF Charlotte )

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Robert Spade, President/Director of SANDALHAVEN UTILITY, INC. who is personally known to me or who has produced (personally known) as identification and executed the foregoing instrument and acknowledged before me that he executed the same on behalf of the corporation.

WITNESS my hand and official seal in the County and State last aforesaid this \_\_\_\_\_ day of 12/20, 1998.



Betty Clemens  
Notary Public

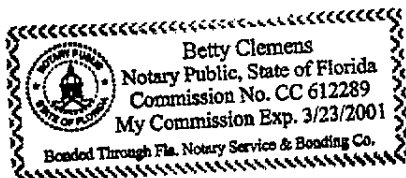
Betty Clemens  
(Print or Type Name)

Commission Number: \_\_\_\_\_

STATE OF Florida )  
 ) ss  
COUNTY OF Charlotte )

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Robert Spade, President/Director of SHEAR SAILING, INC, who is personally known to me or who has produced (personally known) as identification and executed the foregoing instrument and acknowledged before me that he executed the same on behalf of the corporation.

WITNESS my hand and official seal in the County and State last aforesaid this \_\_\_\_\_ day of 12/20, 1998.



Betty Clemens  
Notary Public

Betty Clemens  
(Print or Type Name)

Commission Number: \_\_\_\_\_


**Certificate Designating Registered Office  
for the Service of Process Within the  
State of Florida, and Naming the Registered  
Agent Upon Whom Process May be Served**

In compliance with §48.091 and 607.0501 of the Florida Statutes, and as reflected in the Plan of Merger between SANDALHAVEN UTILITY, INC. and SHEAR SAILING, INC, and the Articles of Merger, the following is submitted:

1. That SHEAR SAILING, INC under the laws of the State of Florida, with its principal place of business in the County of Charlotte, State of Florida, has named ROBERT SPADE, located at 6800 Placida Road, Englewood, FL 34224 as its Registered Agent to accept service of process within the State of Florida.

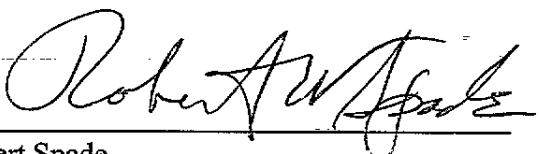
DATED: 12/20/99

**SHEAR SAILING, INC**

By:   
Robert Spade, President

Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


DATED: 12/20/98


  
Robert Spade

**ACTION BY WRITTEN CONSENT  
OF SHAREHOLDERS AND DIRECTORS  
SANDALHAVEN UTILITY, INC.**

Pursuant to the authority contained in Section 607.0821 and Section 607.0704 of the Florida Business Corporation Act, the undersigned directors and shareholders of SANDALHAVEN UTILITY, INC., a Florida corporation, do hereby take and adopt the Plan of Merger in writing, without a meeting, a copy of which shall be placed with this action by written consent, and is hereby adopted as the action of the Board of Directors and Shareholders of the corporation.

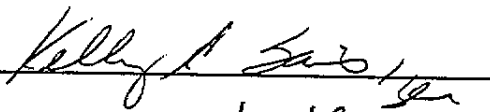
DATED: 12/20/98

  
Robert Spade

  
Dean Beckstead

Certification by Corporate Secretary

I hereby certify that the foregoing is the resolution passed by the Director and Shareholder on the date shown, and I further certify that said resolution is still in full force and effect and has not been revoked.

  
DATED: 12/20/98

**ACTION BY WRITTEN CONSENT  
OF SHAREHOLDERS AND DIRECTORS  
SHEAR SAILING, INC.**

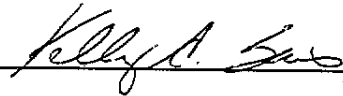
Pursuant to the authority contained in Section 607.0821 and Section 607.0704 of the Florida Business Corporation Act, the undersigned directors and shareholders of SHEAR SAILING, INC., a Florida corporation, do hereby take and adopt the Plan of Merger in writing, without a meeting, a copy of which shall be placed with this action by written consent, and is hereby adopted as the action of the Board of Directors and Shareholders of the corporation.

DATED: 12/20/98

  
\_\_\_\_\_  
ROBERT SPADE

Certification by Corporate Secretary

I hereby certify that the foregoing is the resolution passed by the Director and Shareholder on the date shown, and I further certify that said resolution is still in full force and effect and has not been revoked.

  
\_\_\_\_\_  
DATED: 12/20/98