

J12965

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DIVISION OF CORPORATIONS
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C. LEWIS
JUL 18 2014
EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Spinnaker Resorts, Inc.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Maria Belbas Parker

Contact Person

Law Office of Maria Belbas Parker

Firm/Company

PO Box 7926

Address

Hilton Head Island, SC 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:

Basil Matthews, Comptroller

Name of Contact Person

At (843)

785 8105 ext 5237

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

LAW OFFICE OF MARIA BELBAS PARKER, P.A.

CAROLINA BUILDING, SUITE 116B
21 OFFICE 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
E-MAIL: MARIABPARKER@HARGRAY.COM

June 30, 2014

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

RE: Articles of Merger for Spinnaker Resorts, Inc.

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 Spinnaker Resorts, Inc. (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: Spinnaker Resorts, Inc.
Southwind Holdings, Inc.

ARTICLES OF MERGER

(Profit Corporations)

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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)
Spinnaker Resorts, Inc.	Florida	J12965

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Southwind Holdings, 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.)

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 6/30/2014.

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 6/30/2014.

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)

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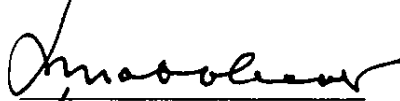
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

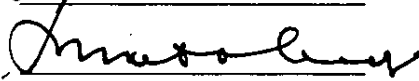
Typed or Printed Name of Individual & Title

Spinnaker Resorts, Inc.



Basil Matthews, Comptroller

Southwind Holdings, Inc:



Basil Matthews, Comptroller

PLAN OF MERGER
(Merger of subsidiary corporation)

14 JUL -1 PM 2:34

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:

Southwind Holdings, Inc. South Carolina corporation

Second: The name and jurisdiction of each subsidiary corporation:

Spinnaker Resorts, Inc. Florida 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:

Not applicable

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:

One hundred (100%) percent of the shares of the subsidiary corporation (Spinnaker Resorts, Inc.) are owned by the parent corporation (Southwind Holdings, Inc.). Southwind Holdings, Inc. will merge into Spinnaker Resorts, Inc., with Spinnaker Resorts, Inc. being the surviving corporation. Therefore, the shares of the parent corporation (Southwind Holdings, Inc.) will be cancelled and all assets and liabilities of the parent corporation will become the assets and liabilities of the subsidiary corporation. The subsidiary corporation shall acquire all assets and assume all liabilities of the parent corporation. The shareholders of the parent (Southwind Holdings, Inc.) will become the shareholders of the subsidiary (Spinnaker Resorts, Inc.) upon completion of the merger.

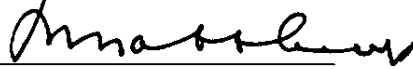
If applicable, shareholders of the subsidiary corporation, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights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

Other provisions relating to the merger are as follows:

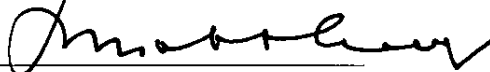
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Southwind Holdings, Inc.

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By: 
Basil W. Matthews, Comptroller

Spinnaker Resorts, Inc.

By: 
Basil W. Matthews, Comptroller

INC: MBP plan of merger FL SW Holdings SRI