

512965

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

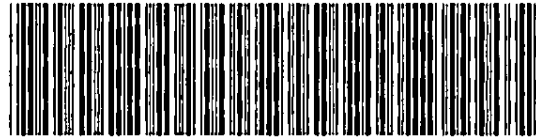
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900338271079

12/23/19--01020--001 **78.75

FILED
2019 DEC 23 PM 3:54
SECRETARY OF STATE
1111 MARKET STREET
HARRISBURG, PA 17104

EFFECTIVE DATE

~~Jan 1, 2020~~

Merger/CC

JAN 24 2020

I ALBRITTON

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 PA

Firm/Company

Post Office 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:

Maria Belbas Parker

At (843) 341 9200

Name of Contact Person

Area Code & Daytime Telephone Number

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

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

ARTICLES OF MERGER
(Profit Corporations)

EFFECTIVE DATE

Jan 1, 2020

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 Managment Corp.	South Carolina	not applicable
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

FILED
2019 DEC 23 PM 3:54
STATE OF FLORIDA
DEPARTMENT OF STATE

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 01 / 01 / 2020 (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 November 15, 2019.

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 November 15, 2019.

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)

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:

<u>Name</u>	<u>Jurisdiction</u>
Spinnaker Resorts, Inc.	Florida
_____	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Southwind Management Corp.	South Carolina
_____	_____
_____	_____
_____	_____
_____	_____

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

Spinnaker Resorts, Inc. (Florida corporation; J12965) shall merge with Southwind Management Corp. (South Carolina corporation) with Spinnaker Resorts, Inc. (Florida corporation) becoming the surviving corporation. The merger shall be effective January 1, 2020.

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:

The existing shareholders of Spinnaker Resorts, Inc. (being the shareholders of Spinnaker Resorts, Inc. prior to the merger) shall remain shareholders of Spinnaker Resorts, Inc.

The shareholders of Southwind Management Corp. shall receive common shares of Spinnaker Resorts, Inc. (based upon calculations determined by the Board of Directors of Spinnaker Resorts, Inc.)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

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:

The existing shareholders of Spinnaker Resorts, Inc. (being the shareholders of Spinnaker Resorts, Inc. prior to the merger) shall receive Class A common shares of Spinnaker Resorts, Inc.

The shareholders of Southwind Management Corp. shall receive Class B common shares of Spinnaker Resorts, Inc. (based upon calculations determined by the Board of Directors of Spinnaker Resorts, Inc.)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: