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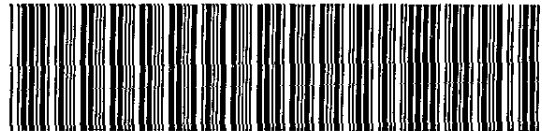
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PLEASE REPLY TO:
POST OFFICE BOX 469
BRADENTON, FLORIDA 34206-0469

December 18, 2002

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: **MERGER OF WAYGOOD MARINE ENTERPRISES, INC.,
AND RIVERSIDE PLAZA OF MANATEE, LLC**
Our File #25583.000

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE
01/01/03

Gentlemen:

Enclosed please find the Articles of Merger with Plan of Merger attached for the merger of Waygood Marine Enterprises, Inc., and Riverside Plaza of Manatee, LLC. Riverside Plaza, LLC is the surviving entity. We are requesting that you return two certified copies reflecting this merger to our office at your earliest convenience. Enclosed is our firm's check in the amount of \$120.00 for the filing fee and two certified copies.

Please note, as stated in the Articles of Merger, this merger is to be effective as of January 1, 2003.

Thank you for your assistance in this matter.

Very truly yours,

Nicole A. Ryskamp
Nicole A. Ryskamp

NAR/fc
Enclosures
cc: Carolyn R. Waygood

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

WAYGOOD MARINE ENTERPRISES, INC., A FLORIDA ENTITY,
#P00000082251

INTO

RIVERSIDE PLAZA OF MANATEE, LLC, a Florida entity, L02000030380

File date: December 23, 2002, effective January 1, 2003

Corporate Specialist: Joey Bryan

Fax Audit No.:

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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
RIVERSIDE PLAZA OF MANATEE, LLC
AND
WAYGOOD MARINE ENTERPRISES, INC.**

Pursuant to the provisions of Sections 607.1105 and 608.4382 of the Florida Statutes, the undersigned entities adopt the following Articles of Merger for the purpose of merging them into one entity:

#000000082251
1. The merging entity is Waygood Marine Enterprises, Inc., 4215 Caloosa Dr., Palmetto, FL 34221. This entity is a corporation organized under the laws of Florida.

#L02000030380
2. The surviving entity is Riverside Plaza of Manatee, LLC, 908 Riverside Dr., Palmetto, FL 34221. This entity is a limited liability company organized under the laws of Florida.

3. The Plan of Merger, attached hereto as **Exhibit "A"** and made a part hereof, was approved by the Board of Directors and the shareholders of all classes of stock of Waygood Marine Enterprises, Inc. on December 11, 2002, and by the Managing Members of Riverside Plaza of Manatee, LLC on December 11, 2002 in accordance with the requirements of Sections 607.1101 and 608.438.

4. The merger shall be effective as of January 1, 2003.

EFFECTIVE DATE
01/01/03

RIVERSIDE PLAZA OF MANATEE, LLC,
a Florida limited liability company

By: Carolyn R. Waygood
Carolyn R. Waygood, Managing Member

By: Charles M. Waygood, Jr.
Charles M. Waygood, Jr., Managing Member

WAYGOOD MARINE ENTERPRISES,
INC., a Florida corporation

By: Carolyn R. Waygood
Carolyn R. Waygood
Its: President

Prepared By:
Nicole A. Ryskamp
Blalock, Landers, Walters & Vogler, P.A.
802 11th Street West
Bradenton, FL 34205 (941) 748-0100
Fla. Bar No. 0185795

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EXHIBIT "A"

PLAN OF MERGER

THIS PLAN OF MERGER dated as of January 1, 2003, between Waygood Marine Enterprises, Inc., a Florida corporation, hereinafter also called the absorbed corporation, and Riverside Plaza of Manatee, LLC, a Florida limited liability company, hereinafter also called the surviving company.

RECITALS:

A. Waygood Marine Enterprises, Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 4215 Caloosa Dr., Palmetto, FL 34221.

B. Waygood Marine Enterprises, Inc. is authorized to issue 100,000 shares of One Dollar (\$1.00) par value common stock, of which 100,000 shares are issued and outstanding.

C. Riverside Plaza of Manatee, LLC is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 908 Riverside Dr., Palmetto, FL 34221.

D. Riverside Plaza of Manatee, LLC is member managed by Carolyn R. Waygood and Charles M. Waygood, Jr.

E. The Board of Directors and the Managing Members of the constituent entities deem it desirable and in the best business interest of the entities and their principals that Waygood Marine Enterprises, Inc. be merged into Riverside Plaza of Manatee, LLC pursuant to the provisions of Sections 607.1105 and 608.4382, et seq., of the Florida Statutes in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

IN CONSIDERATION OF the mutual covenants herein contained, and subject to the terms and conditions hereinafter set forth, the constituent entities agree as follows:

1. MERGER. Waygood Marine Enterprises, Inc. shall merge with and into Riverside Plaza of Manatee, LLC, which shall be the surviving company.

2. TERMS AND CONDITIONS. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving

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company shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. CONVERSION OF SHARES. As the absorbed corporation is owned by the same two members (Carolyn R. Waygood and Charles M. Waygood, Jr.) of the surviving company, no interest shall be issued as a result of this merger.

4. CHANGES IN ARTICLES OF ORGANIZATION. The articles of organization of the surviving company shall continue to be its articles of organization following the effective date of the merger.

5. CHANGES IN OPERATING AGREEMENT. The Operating Agreement of the surviving company shall continue to be its Operating Agreement following the effective date of the merger.

6. MANAGING MEMBERS. The Managing Members of the surviving company as of the effective date of the merger shall be Carolyn R. Waygood, 908 Riverside Dr., Palmetto, FL 34221, and Charles M. Waygood, Jr., 908 Riverside Dr., Palmetto, FL 34221.

7. REAL PROPERTY. The property described in **Exhibit "B"** shall be conveyed by operation of law to the surviving company.

8. PROHIBITED TRANSACTIONS. Neither of the constituent entities shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving entity may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

9. APPROVAL. The Plan of Merger shall be submitted for the approval of the principals of the constituent entities by written consent in the manner provided by the applicable laws of the State of Florida on or before December 11, 2002, or at such other time as to which the Board of Directors and Managing Members of the constituent entities may agree.

10. EFFECTIVE DATE OF MERGER. The effective date and time of this merger shall be January 1, 2003.

11. ABANDONMENT OF MERGER. This Plan of Merger may be abandoned by action of the management of either the surviving or the absorbed entity without shareholder or Managing Member approval at any time prior to the effective date on the happening of either of the following events:

a. If the merger is not approved by the stockholders or Managing Members of either the surviving company or the absorbed corporation on or before December 11, 2002.

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b. If, in the judgment of the management of either the surviving or the absorbed entity, the merger would be impracticable because of the number of dissenting shareholders or Managing Members asserting dissenter's rights under the laws of the State of Florida.

12. EXECUTION OF AGREEMENT. This Plan of Merger may be executed in several counterparts, each of which shall be construed as an original, and all so executed will together constitute one Plan of Merger, binding on all the parties hereto, notwithstanding that all the parties may not be signatories to the same counterpart.

Executed on behalf of the parties by their respective officers and Managing Members pursuant to the authorization of their respective Board of Directors and Managing Members on the date first above written.

Effective as of January 1, 2003.

WAYGOOD MARINE ENTERPRISES, INC.,
a Florida corporation

(Corporate Seal)

By: _____
Carolyn R. Waygood, President

RIVERSIDE PLAZA OF MANATEE, LLC,
a Florida limited liability company

(Corporate Seal)

By: _____
Carolyn R. Waygood, Managing Member

By: _____
Charles M. Waygood, Jr., Managing Member

Prepared By:
Nicole A. Ryskamp
Blalock, Landers, Walters & Vogler, P.A.
802 11th Street West
Bradenton, FL 34205 (941) 748-0100
Fla. Bar No. 0185795

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MANATEE, FLORIDA

EXHIBIT "B"

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TALLAHASSEE, FLORIDA

Commence at an iron pipe on the west right-of-way of 9th Avenue West, in the City of Palmetto for a point of beginning (said pipe marking the northeast corner of lot 6, block "K", of "Lamb's fractional subdivision", as recorded in Plat Book 1, page 164, of the Public Records of Manatee County, Florida); thence S00°25'57"E, along the west right-of-way of said 9th Avenue-West, 270.35 feet to an iron pipe marking the intersection with the northeasterly line of "Riverside Drive"; thence N84°25'20"W, along said northeasterly line, 191.05 feet to the intersection with the southerly extension of the west line of that certain parcel of land as described and recorded in Official Record Book 1012, Page 2973, of the Public Records of Manatee County, Florida; thence N00°25'57"W, along said southerly extension, 268.33 feet to an iron pipe marking the southwest corner of said certain parcel; thence N89°30'16"E, along the south line of said certain parcel, 190.00 feet to an iron pipe marking the intersection with the west right-of-way of said 9th Avenue West; thence S00°25'57"E, along said west right-of-way, 18.19 feet to the point of beginning, being and lying in Section 23, Township 34 south, range 17 east, Manatee County, Florida.

Together with that certain parcel of land as described and recorded in Official Record Book 1012, page 2973, Public Records of Manatee County, Florida, to wit:

Begin 140 yards west and 342 feet south of the northeast corner of U.S. Lot 2, Fractional Section 23, Township 34 South, Range 17 East; thence run West, 210 feet; North, 77 feet, East, 210 feet, South, 77 feet to the point of beginning, less 20 feet off east side for street.