

LO 4000020258

(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:

Rec 10/1/08 No Money

Office Use Only

No \$



200135513022

10/13/08--01008--022 **90.00

FILED
2008 OCT 10 A 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. HAMPTON

OCT 13 2008

EXAMINER

CHRISTOPHER B. WALDERA, P.A.

ATTORNEY AT LAW
11300 OVERSEAS HIGHWAY, SUITE ONE
MARATHON, FLORIDA 33050
TELEPHONE (305) 289-2223
FACSIMILE (305) 289-2249
email cwaldera@aol.com

September 30, 2008

SENT VIA COURIER

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399


Gentlemen:

Re: RWB Enterprises, LLC Articles of Merger

Enclosed is an original Articles of Merger of Gator Charter Enterprises, Inc., a Florida corporation, with and into RWB Enterprises, LLC, a Florida limited liability company. Also enclosed is a check made payable to the Florida Department of State in the amount of \$58.75 to cover the applicable filing fees and Certification fee.

Please process the enclosed Articles of Merger and stamp the enclosed copy and return it to the undersigned in the enclosed envelope. Also, please provide me with a certified copy of the certificate of merger. If you have any questions, or require anything further with respect to the foregoing, please call me.

Very truly yours,


Christopher B. Waldera

CBW/MSA

Encs.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

08 OCT 10 PM 2:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 2, 2008

CHRISTOPHER B WALDERA
11300 OVERSEAS HWY
STE ONE
MARATHON, FL 33050

SUBJECT: RWB ENTERPRISES, LLC
Ref. Number: L04000020258

We have received your document for RWB ENTERPRISES, LLC. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$90.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

Please return 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) 245-6855.

Tammy Hampton
Regulatory Specialist II

Letter Number: 908A00052382

ARTICLES OF MERGER
OF GATOR CHARTER ENTERPRISES, INC.
WITH AND INTO
RWB ENTERPRISES, LLC

2008 OCT 10 A 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

In accordance with sections 607.1109, 608.4382, and/or 620.203, Florida Statutes, RWB ENTERPRISES, LLC, a Florida limited liability company ("Acquiring Company") and GATOR CHARTER ENTERPRISES, INC., a Florida corporation ("Target Company"), jointly referred to hereinafter as the merging entities, hereby adopt the following Articles of Merger:

ARTICLE I

The exact name, street address of its principal office, jurisdiction and entity type for merging party are as follows:

	<u>Name and Street Address</u>	<u>Jursidiction</u>	<u>Entity Type</u>
1.	RWB Enterprises, LLC 780 11 th Street Key Colony Beach, Florida 33051	Florida	Limited Liability Company
	Florida Document/Registration Number: L04000020258		FEI Number: 20-0888221
2.	Gator Charter Enterprises, Inc. 780 11 th Street Key Colony Beach, Florida 33051	Florida	Corporation
	Florida Document/Registration Number: P04000047772		FEI Number: 30-0239526

ARTICLE II

The exact name, street address of its principal office, jurisdiction and entity type of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jursidiction</u>	<u>Entity Type</u>
RWB Enterprises, LLC 780 11 th Street Key Colony Beach, Florida 33051	Florida	Limited Liability Company
Florida Document/Registration Number: L04000020258		FEI Number: 20-0888221

ARTICLE III

The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103 and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

ARTICLE IV

If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

ARTICLE V

If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

ARTICLE VI

If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting shareholders, partners and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205 and/or 608.4384, Florida Statutes.

ARTICLE VII

If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2) and/or 620.202(2), Florida Statutes.

ARTICLE VIII

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

ARTICLE IX

The merger shall become effective as of:

The date the Articles of Merger are filed with the Department of State

FILED
2009 OCT 10 A 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X

The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ARTICLE XI

Signatures for each party:

RWB ENTERPRISES, LLC

By Richard W. Blandow
Richard W. Blandow, Member

GATOR CHARTER ENTERPRISES, INC.

By Delores A. Blandow
Delores A. Blandow, President

Attest:

Richard W. Blandow
Richard W. Blandow, Secretary

FILED
2009 OCT 10 A 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER
OF GATOR CHARTER ENTERPRISES, INC.
WITH AND INTO
RWB ENTERPRISES, LLC

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381 and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438 and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
GATOR CHARTER ENTERPRISES, INC.	Florida
RWB ENTERPRISES, LLC	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
RWB ENTERPRISES, LLC	Florida

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

A. On the effective date of the Merger, GATOR CHARTER ENTERPRISES, INC. shall be merged with and into RWB ENTERPRISES, LLC. After such Merger, RWB ENTERPRISES, LLC will be the surviving party and the separate existence and identity of GATOR CHARTER ENTERPRISES, INC. shall cease to exist.

B. At the Effective Date of the Merger:

1. The RWB ENTERPRISES, LLC (the "Surviving Party") shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of GATOR CHARTER ENTERPRISES, INC. (the "Target Entity");

2. All and singular, the rights, privileges, powers, and franchises of Target Entity, and all property, real, personal, and mixed, and all debts due to Target Entity on whatever account, as well for stock subscriptions and all other things in action or belonging to Target Entity, shall be vested in the Surviving Party without further act or deed;

3. All property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Party as they

2009 OCT 10 A 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

were of Target Entity, and the title to any real estate vested by deed or otherwise, under the laws of the State of Florida or any other jurisdiction, in Target Entity, shall not revert or be in any way impaired;

4. All rights of creditors and all liens upon any property of Target Entity shall be preserved unimpaired, and all debts, liabilities, and duties of Target Entity shall thenceforth attach to the Surviving Party and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

1. At the Effective Date of the Merger, each share of the Target Entity on the Effective Date and all rights in respect thereof shall, by virtue of the Merger and without any action on the part of the shareholders, be converted into One Twenty Fifth (1/25) of a membership unit of the Surviving Party (the "Surviving Party Membership Unit"); provided that no fractional share of Surviving Party Membership Unit shall be issued or exchanged for interests of the Target Entity. Notwithstanding the foregoing, each interest of Target Entity held by the Surviving Party shall, by virtue of the Merger and without any action on the part of the Surviving Party, be canceled simultaneously with the effectiveness of the Merger.

2. The Articles of Organization of the Surviving Party as in effect on the Effective Date shall from and after the Effective Date be, and continue to be, the Articles of Organization of the Surviving Party until changed or amended as provided by law.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the Surviving Party, in whole or in part, into cash or other property are as follows:

N/A

FIFTH: If a partnership or limited partnership is the Surviving Party, the name(s) and address(es) of the general partner(s) are as follow:

<u>Name(s) and Address(es) of General Partner(s)</u>	If General Partner is a Non-Individual, <u>Florida Document/Registration Number</u>
--	--

N/A

SIXTH: If a limited liability company is the Surviving Party the name(s) and address(es) of the manager(s)/managing member(s) are as follows:

FILED
2009 OCT 10 A 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any relating to the merger:

The "Effective Date" of the Merger shall be the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida.

FILED

2008 OCT 10 A 11:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA