

LO5000011139

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

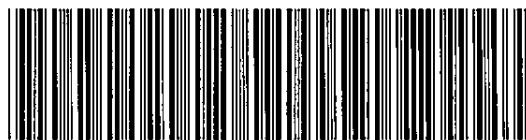
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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RECEIVED  
14 JAN 14 AM 3:13 PM 3:39  
DIVISION OF REVENUE  
STATE OF FLORIDA

*Morgan*

DEC 07 2014

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** MARION HYPER-SUBMERSIBLE POWERBOAT DESIGN, INC.

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

**REYNOLDS MARION**

Contact Person

**MARION HYPER-SUBMERSIBLE POWERBOAT DESIGN, INC.**

Firm/Company

**5485 BETHELVIEW ROAD, SUITE 360-366**

Address

**CUMMING, GA 30040**

City, State and Zip Code

**hyper-sub@hyper-sub.com**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**REYNOLDS MARION** at ( **404** ) **480 - 2279**

Name of Contact Person

Area Code

Daytime Telephone Number

☒ Certified copy (optional) \$30.00

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MARION HYPER-SUBMERSIBLE POWERBOAT DESIGN, LLC	FLORIDA	LLC
MARION HYPER-SUBMERSIBLE POWERBOAT DESIGN, INC.	GEORGIA	CORPORATION

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MARION HYPER-SUBMERSIBLE POWERBOAT DESIGN, INC.	GEORGIA	CORPORATION

**THIRD:** The merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

APPROVED  
FILED  
14 JAN - 7 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FOURTH:** Please check one of the boxes that apply to surviving entity:

This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.

This entity is created by the merger and is a domestic filing entity, the public organic record is attached.

This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

✓ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

**MARION HYPER-SUBMERSIBLE POWERBOAT DESIGN, INC.**

**5485 BETHELVIEW ROAD, SUITE 360-366**

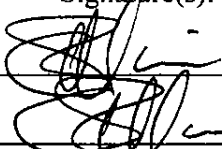
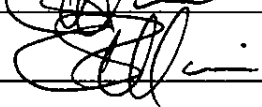
**CUMMING, GA 30040**

**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**EFFECTIVE ON DATE OF FILING**

**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
MARION HYPER-SUBMERSIBLE POWERBOAT DESIGN, LLC		REYNOLDS MARION
MARION HYPER-SUBMERSIBLE POWERBOAT DESIGN, INC.		REYNOLDS MARION

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

<b><u>Fees:</u></b>	For each Limited Liability Company:	\$25.00
	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50
	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00
	Certified Copy (optional):	\$30.00

AGREEMENT OF  
MERGER  
OF  
MARION HYPER-SUBMERSIBLE POWERBOAT DESIGN, LLC.  
  
AND  
  
MARION HYPER-SUBMERSIBLE POWERBOAT DESIGN, INC.

THIS AGREEMENT OF MERGER (this "Agreement") is entered into by and between Marion Hyper-Submersible Powerboat Design, LLC, a Florida limited liability company, ("Parent") and Marion Hyper-Submersible Powerboat Design, Inc., a Georgia corporation, ("Subsidiary") as of the 7th day of January, 2014.

WHEREAS, the boards of directors of each of Parent and Subsidiary have declared it advisable and to the advantage, welfare, and best interests of the corporation and its stockholders to merge Parent with and into Subsidiary pursuant to the provisions of the Official Code of Georgia Annotated (the "OCGA") upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained in this Agreement, the parties agree as follows:

1. Merger.

Parent shall, pursuant to the provisions of the OCGA, be merged with and into Subsidiary, which Subsidiary shall be the surviving corporation from and after the date on which a certificate of merger is filed with the Secretary of State of the State of Florida (the "Effective Time"), and which shall continue to exist under the name Marion Hyper-Submersible Powerboat Design, Inc., a Georgia corporation (the "Surviving Corporation"). The separate existence of Parent shall cease at the Effective Time in accordance with the provisions of the OCGA.

2. Certificate of Incorporation.

The Certificate of Incorporation of Subsidiary, as now in force and effect, shall continue to be the Certificate of Incorporation of the Surviving Corporation and such Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the OCGA.

3. Bylaws.

The present bylaws of Subsidiary will be the bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the OCGA.

#### 4. Directors and Officers.

The directors and officers of the Subsidiary in office at the Effective Time shall be the directors and officers of the Surviving Corporation in office at the Effective Time, all of whom shall hold their offices until the election and qualification of their respective successors or until their earlier removal, resignation or death in accordance with the bylaws of the Surviving Corporation.

#### 5. Exchange of Capital Stock.

At the Effective Time, each issued and outstanding unit of Common B Membership Interests of Parent shall be converted into 1 share of Common Stock of the Surviving Corporation.

#### 6. Execution, Filing and Recordation.

Parent and Subsidiary agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts within the State of Florida and elsewhere, to effectuate the merger herein provided for.

#### 7. Termination.

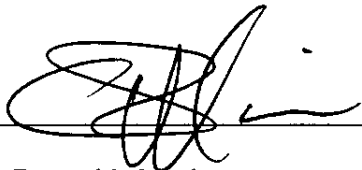
This Agreement may be terminated at any time prior to the filing thereof with the Secretary of State of the State of Florida upon a vote of directors of either Parent or Subsidiary. In the event of such termination, this Agreement shall forthwith become void and neither party nor its respective officers, directors or stockholders shall have any liability hereunder.

The remainder of this page has been intentionally left blank.

IN WITNESS WHEREOF, the undersigned have executed this Agreement of Merger as of the date first written above.

PARENT:

Marion Hyper-Submersible Powerboat Design, LLC.

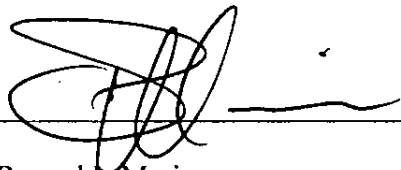
By: \_\_\_\_\_

Name: Reynolds Marion

Title: Chief Executive Officer

SUBSIDIARY:

Marion Hyper-Submersible Powerboat Design, Inc.

By: \_\_\_\_\_

Name: Reynolds Marion

Title: Chief Executive Officer

CERTIFICATE OF SECRETARY

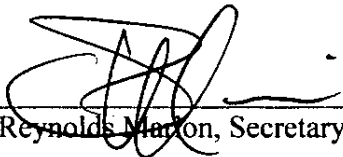
OF  
MARION HYPER-SUBMERSIBLE POWERBOAT DESIGN, LLC.

January 7, 2013

The undersigned, being the Secretary of Marion Hyper-Submersible Powerboat Design, LLC., a Florida limited liability company, ("Parent") hereby certifies that:

The foregoing Agreement of Merger was approved by holders of at least a majority of the capital stock of Parent entitled to vote thereon at a special meeting after notice being duly given or waived.

Marion Hyper-Submersible Powerboat Design, LLC.

By: \_\_\_\_\_  
Reynolds Marion, Secretary

CERTIFICATE OF SECRETARY



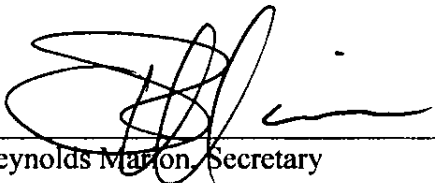
OF  
MARION HYPER-SUBMERSIBLE POWERBOAT DESIGN, INC.

January 7, 2013

The undersigned, being the Secretary of Marion Hyper-Submersible Powerboat Design, Inc., a Georgia corporation, ("Subsidiary") hereby certifies that:

The foregoing Agreement of Merger was approved by holders of at least a majority of the capital stock of Subsidiary entitled to vote thereon at a special meeting after notice being duly given or waived.

Marion Hyper-Submersible Powerboat Design, Inc.

By:   
Reynolds Marion, Secretary