

LD6000110327

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TALLAHASSEE FLORIDA

EFFECTIVE DATE
12-28-06



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 29, 2006

TIMOTHY L. SMITH, ESQ.
GUTTENMACHER, BOHATCH & BARINAGA-BURCH
7301 SW 57TH COURT, SUITE 560
SOUTH MIAMI, FL 33143

SUBJECT: INTER-OCEAN HOLDINGS, INC.
Ref. Number: J75736

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We have received your document for INTER-OCEAN HOLDINGS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

The effective date of the Merger cannot be prior to 12/28/06, the date received by this office.

Please return your document, along with 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) 245-6984.

Deborah Bruce
Document Specialist

Letter Number: 606A00073086

GUTTENMACHER, BOHATCH & BARINAGA-BURCH, P.A.

ATTORNEYS AT LAW

SAIDY M. BARINAGA-BURCH*
JOHN S. BOHATCH
EDWARD P. GUTTENMACHER
TIMOTHY L. SMITH**

7301 SOUTHWEST 57TH COURT
SUITE 560
SOUTH MIAMI, FLORIDA 33143

TELEPHONE (305) 666-1040
TELEFAX (305) 666-1020
E-MAIL Law@GBTaxLaw.com

PRACTICE LIMITED TO
PROBATE, ESTATE PLANNING,
BUSINESS PLANNING & TAXATION

*L.L.M. ESTATE PLANNING
**L.L.M. TAXATION

KEY WEST OFFICE
GULFVIEW POINTE
2647 GULFVIEW DRIVE
KEY WEST, FLORIDA 33040

TELEPHONE (305) 294-1521
TELEFAX (305) 292-4016

PLEASE REPLY TO:
SOUTH MIAMI

December 27, 2006

VIA REGULAR MAIL

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE FLORIDA

RE: Conversion Documents for Inter-Ocean Holdings, Inc.

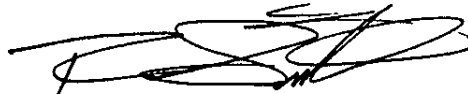
Dear Division of Corporations:

Enclosed please find the Articles of Merger of Inter-Ocean Holdings, Inc. into Inter-Ocean Holdings, LLC.

Inter-Ocean Holdings, LLC, (document number L06000110327) is the surviving entity. The state document number for the merging entity (Inter-Ocean Holdings, Inc.) is J75736. Enclosed is the \$ **70.00** filing fee.

Please feel free to contact me if you have any questions.

Sincerely,



Timothy L. Smith, Esquire

TLS/
Enclosures

**ARTICLES OF MERGER FOR
INTER-OCEAN HOLDINGS, INC.
INTO
INTER-OCEAN HOLDINGS, LLC**

The undersigned, being the Managing Members of **INTER-OCEAN HOLDINGS, LLC**, a Florida limited liability company (the "Merging Company"), and the President and all of the shareholders of **INTER-OCEAN HOLDINGS, INC.**, a Florida corporation, the company being merged (the "Surviving Company"), for the purpose of merging the aforesaid companies, hereby certify:

1. The exact name, street address of its principal office, jurisdiction, and entity type of the merging corporation (the "Merging Company") is as follows:

Name and Street Address

Jurisdiction

Entity Type

INTER-OCEAN HOLDINGS, INC.
600 Fleming Street
Key West, FL 33040 **J75736**

Florida

S Corporation

2. The exact name, street address of its principal office, jurisdiction, and entity type of the resulting domestic entity (the "Surviving Company") is as follows:

Name and Street Address

Jurisdiction

Entity Type

INTER-OCEAN HOLDINGS, LLC
600 Fleming Street
Key West, FL 33040 **L06000110327**

Florida

LLC

3. These Articles of Merger are being filed pursuant to a Plan of Merger (the "Plan"), which is attached hereto and made a part hereof;
4. The Plan was approved by the board of directors of the Merging Company in compliance with Chapter 607 and approved by the membership of the Surviving Company pursuant to Chapter 608;
5. The Articles of Organization of the Surviving Company were filed with the Department of State, Divisions of Corporations in the State of Florida on November 14, 2006;
6. The merger shall become effective December 28, 2006.

EFFECTIVE DATE

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion effective November 30, 2006.

INTER-OCEAN HOLDINGS, LLC, the Converting Company

Erik DeBoer
ERIK DEBOER, Manager

Richard Manley Mgt
RICHARD MANLEY, Manager

Carol Wightman, Manager
CAROL WIGHTMAN, Manager

INTER-OCEAN HOLDINGS, INC., the Converted Company

Richard Manley Pres.
RICHARD MANLEY, President/Shareholder

Richard Manley
RICHARD MANLEY, Shareholder

Carol Wightman, Shareholder
CAROL WIGHTMAN, Shareholder

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TALLAHASSEE FLORIDA

PLAN AND AGREEMENT OF REORGANIZATION

By Merger of
INTER-OCEAN HOLDINGS, INC.
into
INTER-OCEAN HOLDINGS, LLC
As the Surviving Company

This Plan and Agreement of Reorganization by Merger (hereinafter referred to as the "Agreement") is effective November 30, 2006, by and between **INTER-OCEAN HOLDINGS, INC.**, a Florida corporation (hereinafter referred to as the "Merging Company"), and **INTER-OCEAN HOLDINGS, LLC**, a limited liability company organized and validly existing under the laws of the State of Florida (hereinafter referred to as the "Surviving Company"). The Merging and Surviving Companies are sometimes referred to in this Agreement as the "Constituent Companies."

This plan of reorganization shall be a tax-free reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code, as amended.

WITNESSETH

WHEREAS, the principal and registered office of the Surviving Company is 600 Fleming Street, Key West, Florida 33040, and is duly recorded since November 14, 2006; its Registered Agent is Erik deBoer, Key West, Florida 33040; and,

WHEREAS, the principal and registered office of the Merging Company is 600 - 602 Fleming Street, Key West, Florida, 33040, and is duly recorded since July 10, 1996; its Registered Agent is Erik deBoer; and

WHEREAS, the aggregate number of shares that the Merging Company is authorized to issue is five thousand (5,000) common shares at \$1.00 par value, of which five hundred (500) shares are issued and outstanding and are owned legally and beneficially owned by **RICHARD MANLEY, ERIK DEBOER, and CAROL WIGHTMAN**; and

WHEREAS, the Directors, shareholders and members of the Constituent Companies deem it advisable and to the advantage of the Companies and the shareholders and members of both companies that the Merging Company be merged into the Surviving Company on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Companies have agreed and do hereby agree to merge in accordance with the applicable provisions of the laws of the State of Florida on the terms and conditions stated below.

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ARTICLE 1
PLAN OF MERGER

Plan Adopted

1.1. A plan of merger of **INTER-OCEAN HOLDINGS, INC.** and **INTER-OCEAN HOLDINGS, LLC**, is adopted as follows:

1.1.1. **INTER-OCEAN HOLDINGS, INC.** shall be merged to **INTER-OCEAN HOLDINGS, LLC**, to exist and be governed by the laws of the State of Florida.

1.1.2. The name of the Surviving Company shall be **INTER-OCEAN HOLDINGS, LLC**.

1.1.3. When this agreement shall become effective, the separate corporate existence of **INTER-OCEAN HOLDINGS, INC.** shall cease (except as otherwise provided for specific purposes as provided by the laws of the State of Florida), and the Surviving Company shall succeed, without other transfer, to all the rights, privileges, powers, franchises, patents, trademarks, licenses, registrations and property, both of a public and private nature, whether real, personal or mixed, of **INTER-OCEAN HOLDINGS, INC.** and shall be subject to all the restrictions, disabilities, duties, debts and liabilities of the Merging Company in the same manner as if the Surviving Company had itself incurred them. All rights of creditors and all liens on the property of each Constituent Company shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the conversion.

1.1.4. The Surviving Company will carry on business with the assets of **INTER-OCEAN HOLDINGS, INC.**, as well as with the assets of **INTER-OCEAN HOLDINGS, LLC**.

1.1.5. The shareholders of **INTER-OCEAN HOLDINGS, INC.** will surrender all of their shares in the manner hereinafter set forth.

1.1.6. The Articles of Organization of **INTER-OCEAN HOLDINGS, LLC**, as existing on the effective date of the merger, shall continue in full force and effect as the Articles of Organization of the Surviving Company until altered, amended, or repealed as provided in the Articles or as provided by law.

Effective Date

1.2. The effective date of the merger (hereinafter referred to as the "Effective Date") shall be November 30, 2006.

ARTICLE 2
REPRESENTATIONS AND WARRANTIES OF CONSTITUENT COMPANIES

Merging Company

2.1. **INTER-OCEAN HOLDINGS, INC.** represents and warrants as follows:

2.1.1. **INTER-OCEAN HOLDINGS, INC.** is a corporation duly organized, validly existing, and in good standing under the laws of the State of Florida, with corporate power and authority to own property and carry on its business as it is now being conducted. **INTER-OCEAN HOLDINGS, INC.** is qualified to transact business as a corporation and is in good standing in all jurisdictions in which its principal properties are located and business is transacted.

2.1.2. **INTER-OCEAN HOLDINGS, INC.** has authorized capitalization of five thousand dollars (\$5,000.00) consisting of five thousand shares of common stock, each of one dollar (\$1.00) par value, of which five hundred (500) shares are validly issued and outstanding, fully paid, and nonassessable on the date of this Agreement.

Surviving Company

2.2. **INTER-OCEAN HOLDINGS, INC.** represents and warrants as follows:

2.2.1. **INTER-OCEAN HOLDINGS, LLC** is a limited liability company duly organized, validly existing, and in good standing under the laws of the State of Florida, with power and authority to own property and carry on its business as it is now being conducted.

2.2.2. **INTER-OCEAN HOLDINGS, LLC** has Membership Units. As of the date of this Agreement, 100 Membership Units are validly issued and outstanding, fully paid, and nonassessable.

Securities Law

2.3. The Constituent Companies will mutually arrange for and manage all necessary procedures under the requirements of any and all applicable securities laws and the related supervisory commissions, if any, to the end that this plan is properly processed to comply with registration formalities, or to take full advantage of any appropriate exemptions from registration, and to otherwise be in accord with all antifraud restrictions in this area.

ARTICLE 3
COVENANTS, ACTIONS, AND OBLIGATIONS PRIOR TO THE EFFECTIVE DATE

This Agreement shall be submitted to the shareholders of **INTER-OCEAN HOLDINGS, INC.** for approval in the manner provided by the laws of the State of Florida. This Agreement shall

also be submitted to the Members of INTER-OCEAN HOLDINGS, LLC for approval in the manner provided by the laws of the State of Florida.

ARTICLE 4
MANNER OF MERGING SHARES

Manner

4.1. The holder of shares of INTER-OCEAN HOLDINGS, INC. shall surrender all of its shares to the Manager of the Surviving Company promptly after the Effective Date. The surrendered shares shall be canceled and extinguished and in exchange the shareholders of the Merging Company shall have the right to receive Membership Units in the Surviving Company equal in proportion to the shares they held in the Merging Company.

Shares of Surviving Company

4.2. The currently outstanding Membership Units of INTER-OCEAN HOLDINGS, LLC shall remain outstanding.

ARTICLE 5
DIRECTORS AND OFFICERS

Manager and Officers of Survivor

5.1. The present Managers of INTER-OCEAN HOLDINGS, LLC are RICHARD MANLEY, ERIK DEBOER, and CAROL WIGHTMAN.

5.1.1. The present Managers shall continue to serve as the Managers of the Surviving Company until the next annual meeting or until successors have been elected.

5.1.2. If a vacancy shall exist in the Management of the Surviving Company on the Effective Date of the conversion, the vacancy may be filled by the Members as provided by the Operating Agreement of the Surviving Company.

ARTICLE 6
OPERATING AGREEMENT

Operating Agreement of Survivor

6.1. The Operating Agreement of INTER-OCEAN HOLDINGS, LLC, as existing on the Effective Date of the conversion, shall continue in full force and effect as the Operating

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Agreement of the Surviving Company until altered, amended, or repealed as provided in the Operating Agreement or as provided by law.

ARTICLE 7 **TERMINATION**

Circumstances

8.1. This Agreement may be terminated and the conversion may be abandoned at any time prior to the Effective Date, notwithstanding the approval of the shareholders of the Constituent Companies:

8.1.1. By mutual consent of the Board of Directors of the Constituent Companies.

8.1.2. At the election of the Board of Directors of either Constituent Companies if:

8.1.2.1. The number of shareholders of either Constituent Company, or of both, dissenting from the conversion shall be so large as to make the conversion, in the opinion of either Board of Directors, inadvisable or undesirable.

8.1.2.2. Any material litigation or proceeding shall be instituted or threatened against either Constituent Company, or any of its assets, that, in the opinion of either Board of Directors, renders the conversion inadvisable or undesirable.

8.1.2.3. Any legislation shall be enacted that in the opinion of either Board of Directors, renders the conversion inadvisable or undesirable.

8.1.2.4. Between the date of this Agreement and the Effective Date, there shall have been, in the opinion of either Board of Directors, any materially adverse change in the business or condition, financial or otherwise, of either Constituent Company.

Notice of and Liability on Termination

8.2. If an election is made to terminate this Agreement and abandon the conversion:

8.2.1. The President or Operating Manager of either Constituent Company whose Board of Director has made the election shall give immediate written notice of the election to the other Constituent Company.

8.2.2. On the giving of notice as provided in Subparagraph (a) of this Paragraph 8.2., this Agreement shall terminate and the proposed conversion shall be abandoned, and except for payment of its own costs and expenses incident to this Agreement, there shall be no liability on the part of either Constituent Company as a result of the termination and abandonment.

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ARTICLE 8
INTERPRETATION AND ENFORCEMENT

Entire Agreement; Counterparts

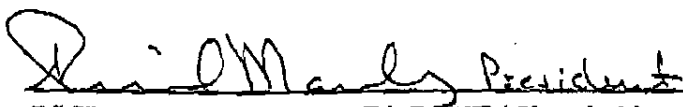
9.1. This Agreement and the exhibits to this Agreement contain the entire agreement between the Constituent Companies with respect to the contemplated transaction. This Agreement may be executed in any number of counterparts, all of which taken together shall be deemed one original.


Controlling Law

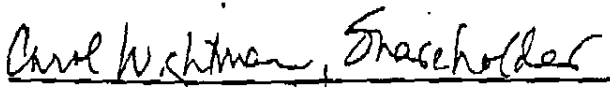
9.2. The validity, interpretation, and performance of this Agreement shall be governed by, construed, and enforced in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, this Agreement was effective November 30, 2006.

INTER-OCEAN HOLDINGS, INC., a Florida Corporation



RICHARD MANLEY, PRESIDENT / Shareholder


ERIK DEBOER, Shareholder


CAROL WIGHTMAN, Shareholder

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INTER-OCEAN HOLDINGS, LLC, a Florida Limited Liability Company


RICHARD MANLEY, Manager / Member

Erik DeBoer Mgr / Member
ERIK DEBOER, Manager / Member

Carol Wightman Mgr / Member
CAROL WIGHTMAN, Manager / Member

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