

L10000126494

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

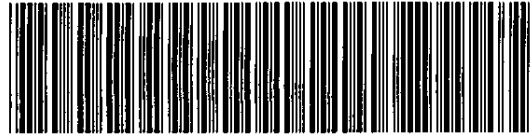
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JAN - 7 2011

EXAMINER



500188426465

01/06/11--01002--019 **1.25

12/15/10--01027--003 **78.75

FILED
10 DEC 15 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

25 x 2 = 50
1 Cert Copy + 30



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 20, 2010

JOE CHAMBERS
PO BOX 2246
DOTHAN, AL 36302

SUBJECT: TREASURE ISLAND MARINA, LLC
Ref. Number: L10000126494

We have received your document for TREASURE ISLAND MARINA, LLC and check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$1.25. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

If you have any questions concerning the filing of your document, please call (850) 245-6851.

Gina McLeod
Regulatory Specialist II

Letter Number: 010A00029386

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Treasure Island Marina, LLC
Name of Surviving Party

Please return all correspondence concerning this matter to:

Joe Chambers

Contact Person

Johnston Hinesley Flowers Clenney & Turner

Firm/Company

P.O. Box 2246

Address

Dothan, AL 36302

City, State and Zip Code

jchambers@jhfc-law.com

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

For further information concerning this matter, please call:

Joe Chambers

Name of Contact Person

at (334)

793-1115

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:

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

MAILING ADDRESS:

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

CERTIFICATE OF MERGER

OF

WEX-TEX HOLDINGS, INC.
a Delaware corporation

INTO

TREASURE ISLAND MARINA, LLC
an Florida limited liability company

FILED
10 DEC 15 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned business entities, pursuant to Florida Statutes Section 608.4382, and Section 264 of the Delaware General Corporation Law, respectively, hereby execute the following Certificate of Merger:

FIRST

The name and type of the business entities proposing to merge, and the public office where their respective formation documents, if any, are filed, are as follows:

<u>Name and Type of Entity</u>	<u>Public Office Where Formation Document is Filed</u>
Wex-Tex Holdings, Inc. a Delaware corporation	Articles of Incorporation are filed with the Secretary of State of the State of Delaware
Treasure Island Marina, LLC, a Florida limited liability company	Articles of Organization are filed with the Secretary of State of the State of Florida

(Hereinafter the two business entities set out above may be collectively referred to as the "Entities").

SECOND

A plan of merger (the "Plan of Merger"), said plan complying in all respects with Florida Statutes Section 608.438(3) and Section 264 of the Delaware General Corporation Law, has been approved and executed by the Entities in accord with, and in compliance with, Florida Statutes Section 608.4381 and Section 264 of the Delaware General Corporation Law. A copy of the Plan of Merger is attached hereto as Exhibit "A".

THIRD

The name of the surviving corporation shall be **TREASURE ISLAND MARINA, LLC**, a Florida limited liability company, and it shall be governed by the laws of the State of Florida.

FOURTH

The Merger shall be effective as of **December 31, 2010**.

FIFTH

The Plan of Merger is on file at the corporate offices of the surviving entity, Treasure Island Marina, LLC, located at 3605 Thomas Drive, Panama City Beach, Florida 32408.

SIXTH

A copy of the Plan of Merger will be furnished by the surviving entity, Treasure Island Marina, LLC, on request and without cost, to any equity owner of any business entity that was a party to the merger contemplated by this Certificate of Merger.

SEVENTH

The Surviving Entity, Treasure Island Marina, LLC, may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any Delaware corporation or limited liability company, as well as for enforcement of any obligation of the surviving limited liability company arising from the merger contemplated by this Certificate of Merger, including any suit or other proceedings to enforce the rights of any shareholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and the Surviving Entity does hereby irrevocably appoint the Secretary of State of the State of Delaware, whose address is Division of Corporation, John G. Townsend Building, 401 Federal Street-Suite 4, Dover, Delaware 19901, as its agent to accept service of process in any such suit or other proceedings.

-INTENTIONALLY BLANK; SIGNATURES BEGIN ON FOLLOWING PAGE-

IN WITNESS WHEREOF, each of the undersigned business entities has caused this Certificate of Merger to be executed in its name by their respective officers on this the 9th day of December, 2010.

WEX-TEX HOLDINGS, INC.
a Delaware Corporation

By: Thelma Wexler Nomberg
Thelma Wexler Nomberg, its President

TREASURE ISLAND MARINA, LLC
a Florida limited liability company

By: Thelma Wexler Nomberg
Thelma Wexler Nomberg, its Manager

CERTIFICATE OF PRESIDENT

I, **Thelma Wexler Nomberg**, President of Wex-Tex Holdings, Inc., a Delaware corporation, do hereby certify that the signing of this instrument is my act and deed on behalf of said corporation and that the facts stated herein are true.

WITNESS my hand and seal this the 9th day of December, 2010.

Thelma Wexler Nomberg
Thelma Wexler Nomberg, President

STATE OF ALABAMA)
)
HOUSTON COUNTY)

I, Joe M. Chamber, a Notary Public, in and for said County in said State, hereby certify that **THELMA WEXLER NOMBERG**, whose name as President of Wex-Tex Holdings, Inc., a Delaware corporation, is signed to the foregoing Certificate of Merger and who is known to me, did certify to me on this day that she signed this Certificate of Merger as the act and deed of the corporation and that the contents of said Certificate of Merger are true and correct.

Given under my hand and seal this 9th day of December, 2010.

Joe M. Chamber
Notary Public

My Commission Expires: 6-27-2011

CERTIFICATE OF MANAGER

I, **Thelma Wexler Nomberg**, Manager of Treasure Island Marina, LLC, a Florida limited liability company, do hereby certify that the signing of this instrument is my act and deed on behalf of said company and that the facts stated herein are true.

WITNESS my hand and seal this the 9th day of December, 2010.

Thelma Wexler Nomberg
Thelma Wexler Nomberg, Manager

STATE OF ALABAMA)

)

HOUSTON COUNTY)

I, Joe M. Chambers, a Notary Public, in and for said County in said State, hereby certify that **THELMA WEXLER NOMBERG**, whose name as Manager of Treasure Island Marina, LLC, a Florida limited liability company, is signed to the foregoing Certificate of Merger and who is known to me, did certify to me on this day that she signed this Certificate of Merger as the act and deed of the company and that the contents of said Certificate of Merger are true and correct.

Given under my hand and seal this 9th day of December, 2010.


Notary Public

My Commission Expires: 6-27-2011

Exhibit A

STATE OF FLORIDA)
)
COUNTY OF BAY)

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made and entered into this 9th day of December, 2010, by and between **WEX-TEX HOLDINGS, INC.**, a Delaware corporation (the "Acquired Company"), and **TREASURE ISLAND MARINA, LLC**, a Florida limited liability company (the "Surviving Company").

The Surviving Company and the Acquired Company, with the unanimous consent of their respective Members and Shareholders, hereby adopt an Agreement and Plan of Merger pursuant to the provisions of § 264 of the Delaware General Corporation Law and Florida Statutes Section 608.438(3) (hereinafter referred to as the Merger), as follows:

1. The name of the surviving corporation shall be **TREASURE ISLAND MARINA, LLC**, a Florida limited liability company. The Acquired Company shall be merged with and into the Surviving Company with the effect provided in the Florida Limited Liability Company Act and pursuant to Florida Statutes Section 4383. At the time the Merger becomes effective, the separate existence of the Acquired Company shall cease, and the Surviving Company shall continue to exist as the surviving limited liability company. The governing documents of the Surviving Company shall remain the governing documents of the surviving limited liability company. The manager of the Surviving Company shall be the manager of the surviving limited liability company.

2. At the time the Merger becomes effective, the outstanding interest of the shareholders of the Acquired Company is as follows:

<u>Shareholder</u>	<u>Shares</u>
Anna Nomberg Schmitke	50 Class A Voting
Ellen Lisa Nomberg Todd	50 Class A Voting
Thelma Nomberg, Trustee of Trust Estate A of the William Nomberg Revocable Management Trust u/a/d 4/24/1986	1,111,777 Class B Non-Voting
Thelma Nomberg, Trustee of Trust Estate B of the William Nomberg Revocable Management Trust u/a/d 4/24/1986	79,623 Class B Non-Voting

At the time the Merger becomes effective, the outstanding interest of the members of the Surviving Company is as follows:

<u>Member</u>	<u>Membership Interest</u>
Anna Nomberg Schmitke	50 Class A Voting Units
Ellen Lisa Nomberg Todd	50 Class A Voting Units
Thelma Nomberg, Trustee of Trust Estate A of the William Nomberg Revocable Management Trust u/a/d 4/24/1986	1,111,777 Class B Non-Voting Units
Thelma Nomberg, Trustee of Trust Estate B of the William Nomberg Revocable Management Trust u/a/d 4/24/1986	79,623 Class B Non-Voting Units

The Acquired Company's outstanding shares of common stock, shall automatically, by virtue of the Merger, be canceled. There shall be no exchange by the Acquired Company shareholders for the right to receive membership interests of Surviving Company because Merged Company and the Surviving Company are commonly owned. Consequently, after the Merger becomes effective, the ownership of the Surviving Company shall be as set forth immediately below:

<u>Member</u>	<u>Membership Interest</u>
Anna Nomberg Schmitke	50 Class A Voting Units
Ellen Lisa Nomberg Todd	50 Class A Voting Units
Thelma Nomberg, Trustee of Trust Estate A of the William Nomberg Revocable Management Trust u/a/d 4/24/1986	1,111,777 Class B Non-Voting Units
Thelma Nomberg, Trustee of Trust Estate B of the William Nomberg Revocable Management Trust u/a/d 4/24/1986	79,623 Class B Non-Voting Units

3. The name of the surviving corporation shall be **TREASURE ISLAND MARINA, LLC**, a Florida limited liability company, and the street address of its principal place of business shall be **3605 Thomas Drive, Panama City Beach, Florida 32408**.

4. Articles of Merger or a Certificate of Merger, as applicable, shall be filed and recorded with the Secretary of State for the State of Florida and the Secretary of State for the

State of Delaware, and the same shall be filed in accordance with the filing and recording requirements of the Florida Limited Liability Company Act and the Delaware General Corporation Law on such date as may be agreed upon by Acquired Company and Surviving Company.

5. The Merger shall become effective as of **December 31, 2010**.

[END OF TEXT; SIGNATURES BEGIN ON NEXT PAGE]

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger have caused these presents to be executed by the respective officers of each party hereto.

WEX-TEX HOLDINGS, INC.
a Delaware corporation

By: Thelma Wexler Nomberg
Thelma Wexler Nomberg, its President

TREASURE ISLAND MARINA, LLC
a Florida limited liability company

By: Thelma Wexler Nomberg
Thelma Wexler Nomberg, its Manager