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DL

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Diamond Girl Charters, LLC

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

John Michael Lynn, Esq.

Contact Person

Turner & Lynn, PA

Firm/Company

7 Barracuda Lane

Address

Key Largo, FL 33037

City, State and Zip Code

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

For further information concerning this matter, please call:

John M. Lynn

Name of Contact Person

at ( 305 ) 367-0911

Area Code and 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. 608.4382, 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>
Diamond Girl Charters, LLC	South Carolina	LLC
Diamond Girl Charters, LLC	Florida	LLC

**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>
Diamond Girl Charters, LLC	Florida	LLC

**THIRD:** The attached plan of 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, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the 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:

**December 20, 2013**

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

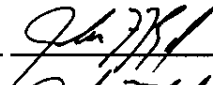
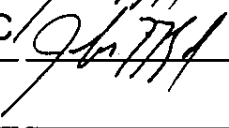
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Mailing address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

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

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Diamond Girl Charters, LLC		Gordon Farms, Inc., John F. Floyd, President
Diamond Girl Charters, LLC		Gordon Farms, Inc., John F. Floyd, President

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 a member or authorized representative

<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

<b><u>Certified Copy (optional):</u></b>	\$30.00
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STATE OF SOUTH CAROLINA )  
 ) PLAN OF MERGER  
COUNTY OF SPARTANBURG )

**THIS AGREEMENT**, made as of the 20<sup>th</sup> day of December, 2013, between Diamond Girl Charters, LLC, a South Carolina Limited Liability Company ("SC LLC" or "Non-surviving LLC"), and Diamond Girl Charters, LLC, a Florida Limited Liability Company ("FL LLC" or "Surviving LLC"), collectively referred hereinafter as "LLCs".

**WHEREAS**, the Members of the LLCs have determined that it will be advisable and in the best interests of each of the LLCs and their respective Members for SC LLC to be merged into FL LLC, the FL LLC to be the surviving entity as the result of such merger.

**NOW THEREFORE**, it is agreed as follows:

1. Name. The name of the Surviving LLC shall be Diamond Girl Charters, LLC, a Florida Limited Liability Company, and its identity, existence, purposes, powers, objects, franchises, rights and immunities shall be unaffected and unimpaired by the merger. On the effective date of the merger, the separate existence and organization of SC LLC shall cease. The initial street address of the Surviving LLC shall be 31 Ocean Reef Drive, Suite C-201, Key Largo, Florida.

2. Articles of Incorporation. The Articles of Incorporation of Surviving LLC, as filed in the office of the Department of State, State of Florida on December 17, 2013, and as thereafter from time to time amended, shall, on the effective date of the merger, be the Articles of Incorporation of the Surviving LLC and shall continue as such unless or until such time as they may be further altered, amended or repealed as provided by law.

3. Operating Agreement. The Operating Agreement of Surviving LLC, if any, in effect on the effective date of the merger shall be the Operating Agreement of the Surviving LLC and shall continue as such until such time as it might be amended, rescinded or repealed as provided therein or by law.

4. Member(s). The Member(s) of Surviving LLC on the effective date of the merger shall continue to be the Member(s) of the surviving corporation and shall continue until provided in the Operating Agreement or by law.

5. Merger and Exchange of Membership Interest. Upon the effective date of the merger, the merger shall be carried into effect by converting the membership interests of SC LLC into membership interests of Surviving LLC, as follows:

(a) The Surviving LLC shall be deemed to have transferred membership interest to the SC LLC in exchange for the assets and liabilities of the SC LLC;



(b) The SC LLC liquidates and distributes its membership interests to its members.

6. Surviving LLC. On the effective date of the merger, all of the estate, property, rights, privileges, powers, franchises and interests of each of the LLCs, and all of their property, real, personal and mixed, and all of the debts due on whatever account of any of them, shall be vested in and become the property of the Surviving LLC, without further act or deed, as fully as if conveyed to it by deeds, bills of sale or other documents of conveyance; and all claims, demands, property and any and every other interest in property of every kind shall be as effectually the property of the Surviving LLC, and the title to all real estate vested in the SC LLC shall be deemed vested in and owned by Surviving LLC.

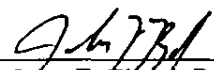
7. Other Documents. To the extent permitted by law, from time to time when and if requested by Surviving LLC, or its successor or assigns, SC LLC shall execute and deliver, or cause to be executed and delivered, any and all such deeds and instruments as may be determined to be necessary or desirable in order to vest in and confirm to Surviving LLC title to and possession of all property of SC LLC which shall be acquired by or as the result of the merger herein provided for, and otherwise shall take such action as may be necessary to effectuate the intent and purposes hereof; and the proper Member(s) are fully authorized to take any and all action as may be necessary.

**IN WITNESS WHEREOF**, SC LLC and Surviving LLC have caused this Plan of Merger Agreement to be executed by their duly authorized Officers.



Witness:


Diamond Girl Charters, LLC  
A South Carolina LLC

  
By: John F. Floyd, President

Witness:

Diamond Girl Charters, LLC  
A Florida Carolina LLC

  
By: John F. Floyd, President

Florida  
STATE OF ~~SOUTH CAROLINA~~ )  
monroe )  
COUNTY OF ~~SPARTANBURG~~ )

ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this 20 day of December, 2013,  
by John F. Floyd, President of Diamond Girl Charters, LLC, a South Carolina LLC, and President  
of Diamond Girl Charters, LLC, a Florida LLC, on behalf of the Companies



Notary Public, State of ~~South Carolina~~ Florida  
My Commission Expires: \_\_\_\_\_





**STATE OF SOUTH CAROLINA  
SECRETARY OF STATE**

**ARTICLES OF MERGER  
LIMITED LIABILITY COMPANY**

**TYPE OR PRINT CLEARLY IN BLACK INK**

Pursuant to Section 33-44-905 of the 1976 South Carolina Code of Laws, as amended, the undersigned as the surviving limited liability company (or other surviving entity), delivers to the Secretary of State these articles of merger executed by each constituent limited liability company and each other entity which is a party to the merger, and sets forth the following information:

1. The name of the surviving or resulting limited liability company (or other surviving entity) is  
Diamond Girl Charters, LLC  
The surviving entity is a LLC; 31 Ocean Reef Drive, Suite C-201, Key Largo, FL 33037  
Type of Entity
2. The name and jurisdiction of formation (or organization) of each of the limited liability companies and other entities that are parties to the merger
  - a. Diamond Girl Charters, LLC  
Name  
South Carolina  
Jurisdiction of Formation
  - b. Diamond Girl Charters, LLC  
Name  
Florida  
Jurisdiction of Formation
3. For each South Carolina limited liability company which is to merge, state the date its articles of organization were filed with the South Carolina Secretary of State
  - a. Diamond Girl Charters, LLC  
Name of South Carolina Limited Liability Company  
January 11, 2006  
Date its articles of organization were filed
  - b. \_\_\_\_\_  
Name of South Carolina Limited Liability Company  
\_\_\_\_\_  
Date its articles of organization were filed
4. The plan of merger has been approved and signed by each limited liability company and other entity that is to merge.
5. The effective date of merger is: December 20, 2013
6. If a South Carolina limited liability company is the surviving entity, specify in the following space such changes in its articles of organization as are necessary by reason of the merger

Diamond Girl Charters, LLC

Name of Limited Liability Company

7. If a party to the merger is a foreign limited liability company, specify the jurisdiction and date of filing of its initial articles or organization and the date when its application for authority was filed by the South Carolina Secretary of State or, if an application has not been filed, a statement to that effect.

a. Diamond Girl Charters, LLC  
Name of foreign Limited Liability Company  
December 17, 2013  
Date its initial articles were filed  
no application of authority filed in SC  
Date/of filing of application for authority (or statement)

b. \_\_\_\_\_  
Name of foreign Limited Liability Company  
\_\_\_\_\_  
Date its initial articles were filed  
\_\_\_\_\_  
Date of filing of application for authority (or statement)

8. ☒ Check this box if the surviving entity is not a South Carolina limited liability company. Since the surviving entity is not a South Carolina limited liability, it is agreed that the surviving entity (as specified in Item #1), may be served with process in South Carolina and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of any limited liability company previously subject to suit in South Carolina which is to merge, and for the enforcement, as provided in Chapter 44 of title 33, 1976 South Carolina Code of Laws, as amended, of the right of members of any limited liability company to receive payment for their interest against the surviving entity.
9. A copy of the plan of merger will be furnished by the surviving limited liability company (or other surviving entity), on request and without cost, to any member of any limited liability company or any person holding an interest in any other entity that is to merge.

Date 12/20/2013

Signature

John F. Floyd, President of Gordon Farms, Inc.

Name

Capacity

Diamond Girl Charters, LLC; SC LLC  
Name of Company or Entity

Date 12/20/2013

Signature

John F. Floyd, President of Gordon Farms, Inc.

Name

Capacity

Diamond Girl Charters, LLC; FL LLC  
Name of Company or Entity

Diamond Girl Charters, LLC

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Name of Limited Liability Company

**FILING INSTRUCTIONS**

1. If management of a limited liability company is vested in managers, a manager shall execute these articles of merger. If management of a limited liability company is reserved to the members, a member shall execute these articles of merger. Specify whether a member or manager is executing these articles of merger.
2. File two copies of these articles, the original and either a duplicate original or a conformed copy.
3. If a foreign limited liability company is the surviving entity of the merger, it may not do business in South Carolina until an application for that authority is filed with the Secretary of State.
4. This form must be accompanied by the filing fee of \$110.00 payable to the Secretary of State.

Return to: Secretary of State  
1205 Pendleton Street, Suite 525  
Columbia, SC 29201

Form Revised by South Carolina  
Secretary of State, March 2012

**CONSENT ACTION BY THE MEMBERS OF DIAMOND GIRL CHARTERS, LLC**  
**IN LIEU OF HOLDING A SPECIAL MEETING**

We, the undersigned, constituting all of the members of DIAMOND GIRL CHARTERS, LLC, a South Carolina limited liability company (the "Company"), do unanimously consent to, ratify, approve and adopt the following statements and resolutions, in lieu of holding a special meeting of the members:

**WHEREAS**, the current member of the Company is Gordon Farms, Inc., a South Carolina Corporation, the sole shareholder of which is John F. Floyd; and

**WHEREAS**, the sole member desires to move the domicile of the Company to Florida and be subject to the jurisdiction of Florida; and

**WHEREAS**, the sole member desires to enter into a Plan of Merger whereby a Florida limited liability company has formed for the purpose of merging the Company (a SC LLC) with Diamond Girl Charters, LLC, a Florida limited liability company for the purpose of the Florida limited liability company surviving and being subject to the jurisdiction of Florida; and


**WHEREAS**, the sole member desires to enter said Plan of Merger with the understanding and expectation that the merger of the limited liability companies will result in no adverse tax consequences; and

**NOW, THEREFORE BE IT**

**RESOLVED**, the Company hereby approves and accepts the Plan of Merger whereby it shall be merged into the Florida limited liability company that shall survive and be subject to the jurisdiction of Florida.

**FURTHER RESOLVED**, the Company authorizes John F. Floyd to execute any documentation necessary for the purpose of merging the Company into the Florida limited liability company and confirming its jurisdiction being governed by Florida law which shall specifically include a Plan of Merger and Articles of Merger.

Unanimously consented to, adopted, approved and ratified this 20 day of December, 2013.

  
\_\_\_\_\_  
JOHN F. FLOYD

CONSENT ACTION BY THE BOARD OF DIRECTORS AND SHAREHOLDERS OF  
GORDON FARMS, INC.  
IN LIEU OF A FORMAL MEETING

We, the undersigned, constituting all of the members of the Board of Directors and shareholders of Gordon Farms, Inc. (the "Company"), do consent to, ratify, approve and adopt the following statements and resolutions, in lieu of holding a formal meeting:

**WHEREAS**, the sole shareholder of the Company is John F. Floyd; and

**WHEREAS**, the Board of Directors and shareholder desires to move the domicile of the Company to Florida and be subject to the jurisdiction of Florida; and

**WHEREAS**, the shareholders and the Corporation desire to engage and authorize counsel to domesticate the Company in Florida in accordance with Florida law; and

**WHEREAS**, the shareholders consent to the following statements and resolutions, in lieu of holding a formal organizational meeting;

**NOW, THEREFORE, BE IT**

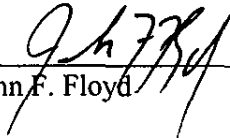
**RESOLVED**, that John F. Floyd is authorized to engage and authorize counsel to domesticate the Company in Florida such that the Company will become a Florida corporation subject to the jurisdiction of the State of Florida; and

**FURTHER RESOLVED**, that John F. Floyd is authorized to sign, file and ratify any documentation necessary to carry out the domestication of the Company in the State of Florida with the following Registered Address: 31 Ocean Reef Drive, Suite C-201, Key Largo, FL 33037.

**FURTHER RESOLVED**, that the officers of the corporation are further authorized and empowered to do any and all other and further things and matters of every nature whatsoever which they, in their sole and unlimited discretion, shall deem necessary or proper for the purpose of effectuating and carrying out the intent and purposes of the resolutions hereby adopted, looking toward the completion of all acts and matters in connection with the *full organization and operation of the corporation.*

**FURTHER RESOLVED**, that all acts and things heretofore done for and on behalf and in the name of the corporation by the incorporator, John F. Floyd, and by the law firm of Dennis, Shaw & Drennan, LLC, be, and the same hereby are, ratified and affirmed in each, all and every respect.

Unanimously consented to, adopted, approved and ratified this 22 day of December, 2013.

  
\_\_\_\_\_  
John F. Floyd

STATE OF SOUTH CAROLINA )  
 ) PLAN OF MERGER  
COUNTY OF SPARTANBURG )

**THIS AGREEMENT**, made as of the 20<sup>th</sup> day of December, 2013, between Diamond Girl Charters, LLC, a South Carolina Limited Liability Company ("SC LLC" or "Non-surviving LLC"), and Diamond Girl Charters, LLC, a Florida Limited Liability Company ("FL LLC" or "Surviving LLC"), collectively referred hereinafter as "LLCs".

**WHEREAS**, the Members of the LLCs have determined that it will be advisable and in the best interests of each of the LLCs and their respective Members for SC LLC to be merged into FL LLC, the FL LLC to be the surviving entity as the result of such merger.

**NOW THEREFORE**, it is agreed as follows:

1. **Name.** The name of the Surviving LLC shall be Diamond Girl Charters, LLC, a Florida Limited Liability Company, and its identity, existence, purposes, powers, objects, franchises, rights and immunities shall be unaffected and unimpaired by the merger. On the effective date of the merger, the separate existence and organization of SC LLC shall cease. The initial street address of the Surviving LLC shall be 31 Ocean Reef Drive, Suite C-201, Key Largo, Florida.

2. **Articles of Incorporation.** The Articles of Incorporation of Surviving LLC, as filed in the office of the Department of State, State of Florida on December 17, 2013, and as thereafter from time to time amended, shall, on the effective date of the merger, be the Articles of Incorporation of the Surviving LLC and shall continue as such unless or until such time as they may be further altered, amended or repealed as provided by law.

3. **Operating Agreement.** The Operating Agreement of Surviving LLC, if any, in effect on the effective date of the merger shall be the Operating Agreement of the Surviving LLC and shall continue as such until such time as it might be amended, rescinded or repealed as provided therein or by law.

4. **Member(s).** The Member(s) of Surviving LLC on the effective date of the merger shall continue to be the Member(s) of the surviving corporation and shall continue until provided in the Operating Agreement or by law.

5. **Merger and Exchange of Membership Interest.** Upon the effective date of the merger, the merger shall be carried into effect by converting the membership interests of SC LLC into membership interests of Surviving LLC, as follows:

(a) The Surviving LLC shall be deemed to have transferred membership interest to the SC LLC in exchange for the assets and liabilities of the SC LLC;

(b) The SC LLC liquidates and distributes its membership interests to its members.

6. Surviving LLC. On the effective date of the merger, all of the estate, property, rights, privileges, powers, franchises and interests of each of the LLCs, and all of their property, real, personal and mixed, and all of the debts due on whatever account of any of them, shall be vested in and become the property of the Surviving LLC, without further act or deed, as fully as if conveyed to it by deeds, bills of sale or other documents of conveyance; and all claims, demands, property and any and every other interest in property of every kind shall be as effectually the property of the Surviving LLC, and the title to all real estate vested in the SC LLC shall be deemed vested in and owned by Surviving LLC.

7. Other Documents. To the extent permitted by law, from time to time when and if requested by Surviving LLC, or its successor or assigns, SC LLC shall execute and deliver, or cause to be executed and delivered, any and all such deeds and instruments as may be determined to be necessary or desirable in order to vest in and confirm to Surviving LLC title to and possession of all property of SC LLC which shall be acquired by or as the result of the merger herein provided for, and otherwise shall take such action as may be necessary to effectuate the intent and purposes hereof; and the proper Member(s) are fully authorized to take any and all action as may be necessary.

**IN WITNESS WHEREOF**, SC LLC and Surviving LLC have caused this Plan of Merger Agreement to be executed by their duly authorized Officers.

Witness:

Cynthia H.  
[Signature]

Diamond Girl Charters, LLC  
A South Carolina LLC

[Signature]  
By: John F. Floyd, President

Witness:

Cynthia H.  
[Signature]

Diamond Girl Charters, LLC  
A Florida Carolina LLC

[Signature]  
By: John F. Floyd, President



STATE OF SOUTH CAROLINA ) ~~FLORIDA~~  
 )  
COUNTY OF SPARTANBURG ) ~~WILKINSON~~ ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this 20 day of December, 2013, by John F. Floyd, President of Diamond Girl Charters, LLC, a South Carolina LLC, and President of Diamond Girl Charters, LLC, a Florida LLC, on behalf of the Companies.

  
\_\_\_\_\_  
Notary Public, State of South Carolina ~~FLORIDA~~  
My Commission Expires: \_\_\_\_\_

