

M44307

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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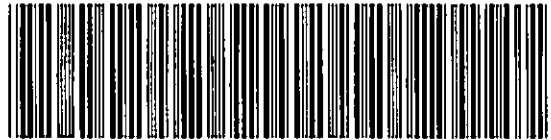
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATE
2018 JUN 15 PM 4:16

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Riemenschneider, Wattwood
& DeRosier, P.A.

Jeffrey L. DeRosier, Esquire
LL.M. - Taxation
jeffd@orwlaw.com
Phone: (321) 728-2800
Fax: (321) 728-0002

June 12, 2018

Florida Division of Corporations
Care of Cheryl R. McNair
Post Office Box 6327
Tallahassee, Florida 32314

Re: Merger and Articles of Amendment
Roffer's Ocean Fishing Forecasting Service, Inc.

2018 JUN 15 PM 4 18
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Ms. McNair:

Please find enclosed a copy of correspondence from you, a revised certificate of merger, and articles of amendment for Roffer's Ocean Fishing Forecasting Service, Inc. During my telephone conference with your supervisor on June 9, 2018, I was informed that I would not have to pay the fee for the amendment, so I have not enclosed a check.

Please forward any correspondence regarding this matter to me at the address below.

Sincerely,

A handwritten signature in black ink, appearing to read 'Jeff DeRosier', with a stylized flourish at the end.

Jeff DeRosier

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2018 JUN 15 PM 4:18

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Roffer's Ocean Fishing Forecasting Service, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Jeff DeRosler

Contact Person

Riemenschneider, Wattwood, & DeRosier, PA

Firm/Company

175 East NASA Boulevard, #303

Address

Melbourne, Florida 32901

City, State and Zip Code

JeffD@ORWLaw.com

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

For further information concerning this matter, please call:

Jeff DeRosler

Name of Contact Person

at (321) 728-2800

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

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

2018 JUN 15 PM 4 18

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 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>
Roffer's Ocean Fishing Forecasting Service, Inc.	Florida	for-profit corporation
Fishing Oceanography, LLC	Florida	limited liability company

L1800007882

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>
Roffer's Ocean Fishing Forecasting Service, Inc.	Florida	for profit corporation

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, 605, 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:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

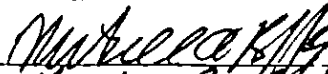
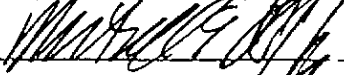
SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Roffer's Ocean Fishing Forecasting Service, Inc.		Mitchell Roffer, President
Fishing Oceanography, LLC		Mitchell Roffer, Manager
_____	_____	_____
_____	_____	_____

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

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

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>
Roffer's Ocean Fishing Forecasting Service, Inc.	Florida	for profit corporation
Fishing Oceanography, LLC	Florida	limited liability company

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>
Roffer's Ocean Fishing Forecasting Service, Inc.	Florida	for profit corporation

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

Pursuant to the attached Articles of Amendment, Roffer's Ocean Fishing Forecasting Service, Inc.

shall, after the merger, amend its name to Fishing Oceanography, Inc.,

and shall retain Roffer's Ocean Fishing Forecasting Service, Inc.'s

Federal Employer Identification Number, 65-0018790.

(Attach additional sheet if necessary)

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

Roffer's Ocean Fishing Forecasting Service, Inc.'s current shareholder is also the sole member of Fishing Oceanography, LLC, and shall own all of the stock of the surviving entity, Roffer's Ocean Fishing Forecasting Service, Inc.

(Attach additional sheet if necessary)

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

Not applicable.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

Articles of Amendment
to
Articles of Incorporation
of
Roffer's Ocean Fishing Forecasting Service, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

M44307

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

Fishing Oceanography, Inc. *The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

Page 2 of 4

(Attach additional sheets, if necessary). (Be specific)

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(if not applicable, indicate N/A)

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

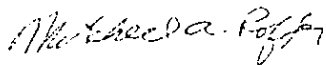
by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated June 12, 2018 _____

Signature



(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Mitchell Roffer

(Typed or printed name of person signing)

President, Director

(Title of person signing)