

1198697

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00 MAR -8 PM 1:47  
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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. Golf Bay Land Investments (Corporation Name) merger (Document #)
- 2. Inc (Corporation Name) (Document #)
- 3. Golf Bay Land Investments (Corporation Name) into (Document #)
- 4. Inc (Corporation Name) (Document #)

☒ Walk in ☐ Pick up time ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

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-03/08/00--01039--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Examiner's Initials AR  
3/8/00

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GULF BAY LAND INVESTMENTS, INC., a Florida corporation M98697

,

INTO

**GULF BAY LAND INVESTMENTS, INC.**, a Delaware corporation not qualified  
in Florida

File date: March 8, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER  
OF  
GULF BAY LAND INVESTMENTS, INC.  
WITH AND INTO  
GULF BAY LAND INVESTMENTS, INC.

00 MAR -8 PM 1:47  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned hereby certify that:

1. Gulf Bay Land Investments, Inc., a Florida corporation ("Gulf Bay-Florida") shall be merged with and into Gulf Bay Land Investments, Inc., a Delaware corporation ("Gulf Bay-Delaware"), which shall be the Surviving Corporation (the "Merger").

2. The Agreement and Plan of Merger dated as of March 1, 2000, pursuant to which the Merger was approved and a certified copy of which is attached hereto, was adopted in accordance with Section 607.1101 of the Florida Statutes by the sole shareholder of Gulf Bay-Florida on February 29, 2000 and by the sole common shareholder of Gulf Bay-Delaware by unanimous written consent dated as of February 29, 2000.

3. The Certificate of Incorporation of Gulf Bay-Delaware as in effect on the Effective Date shall remain in effect and be the Certificate of Incorporation of the Surviving Corporation.

4. The Merger shall become effective on the day that these Articles of Merger have been filed with the Secretary of the State of Florida and the Certificate of Merger has been filed with the Secretary of State of Delaware (the "Effective Date").

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Gulf Bay-Florida and Gulf Bay-Delaware by their respective authorized officers as of March 1, 2000.

GULF BAY LAND INVESTMENTS, INC., a  
Florida corporation

By: Aubrey J. Ferraro

Name: AUBREY J. FERRARO

Title: PRESIDENT

GULF BAY LAND INVESTMENTS, INC., a  
Delaware corporation

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

Name: \_\_\_\_\_

Title: \_\_\_\_\_

*Anthony J. Ferraro*  
*ANTHONY J. FERRARO*  
*PRESIDENT*

AGREEMENT AND PLAN OF MERGER  
OF  
GULF BAY LAND INVESTMENTS, INC.  
AND  
GULF BAY LAND INVESTMENTS, INC.

This Agreement and Plan of Merger dated as of March 1, 2000, is made by and between GULF BAY LAND INVESTMENTS, INC., a corporation organized and existing under the laws of the State of Florida ("Gulf Bay-Florida" or a "Constituent Corporation"), and GULF BAY LAND INVESTMENTS, INC., a corporation organized and existing under the laws of the State of Delaware ("Gulf Bay-Delaware", the "Surviving Corporation" or a "Constituent Corporation"; Gulf Bay-Delaware and Gulf Bay-Florida, the "Constituent Corporations").

RECITALS

Pursuant to this Agreement and Plan of Merger, Gulf Bay-Florida shall be merged with and into Gulf Bay-Delaware (the "Merger") and, incident to the Merger, all the issued and outstanding shares of the common stock of Gulf Bay-Florida shall be converted into shares of the Common Stock of Gulf Bay-Delaware and all the issued and outstanding shares of Gulf Bay-Florida shall be cancelled. Each of the parties hereto wishes to set forth in this Agreement and Plan of Merger the terms and conditions of the Merger, the mode of carrying the Merger into effect, the manner and basis of converting the outstanding shares of Gulf Bay-Florida into shares of Gulf Bay-Delaware, and such other terms and conditions as may be required or desired and permitted. The Board of Directors of Gulf Bay-Florida and the Board of Directors of Gulf Bay-Delaware deem the Merger desirable and in the best interests of their respective shareholders and each Director of Gulf Bay-Florida and each Director of Gulf Bay-Delaware has, by unanimous consent in writing, adopted and approved this Agreement and Plan of Merger, and directed that this Agreement and Plan of Merger be submitted to its respective shareholders for their approval.

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. On the Effective Date (as defined in paragraph 6 below), in accordance with the provisions of this Agreement and Plan of Merger, the Florida Business Corporation Act and the Delaware General Corporation Law, Gulf Bay-Florida shall be merged with and into Gulf Bay-Delaware, which shall be the Surviving Corporation, and the separate existence of Gulf Bay-Florida shall cease. Gulf Bay-Delaware, as the Surviving Corporation, shall possess and retain every interest in all assets and properties of every description and wherever located of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises and authority,

public as well as private, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act. All obligations due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Date.

2. The Certificate of Incorporation of Gulf Bay-Delaware as in effect on the Effective Date shall remain in effect and be the Certificate of Incorporation of the Surviving Corporation.

3. The Bylaws of Gulf Bay-Delaware as in effect on the Effective Date shall remain in effect and be the Bylaws of the Surviving Corporation.

4. The Board of Directors and officers of Gulf Bay-Delaware at the Effective Date shall be the Board of Directors and officers, respectively, of the Surviving Corporation, until their successors shall have been elected or appointed, as the case may be, and duly qualified.

5. On the Effective Date, by virtue of the Merger and without any further act, the issued and outstanding shares of the common stock of Gulf Bay-Florida shall be converted into issued and outstanding shares of the common stock of the Surviving Corporation at the ratio of one (1) share of common stock of Gulf Bay-Florida to one (1) share of Common Stock of the Surviving Corporation, with the effect that the 1,000 outstanding shares of Common Stock of Gulf Bay-Florida shall be converted into 1,000 shares of the Common Stock of the Surviving Corporation and each issued and outstanding share of Gulf Bay-Florida prior to the Effective Date shall be cancelled.

6. The Merger shall become effective on the day that the Articles of Merger and Certificate of Merger of each of the Constituent Corporations have been filed with the Secretary of State of Florida and the Secretary of State of Delaware (the "Effective Date").

IN WITNESS WHEREOF, Gulf Bay-Florida and Gulf Bay-Delaware have caused this Agreement and Plan of Merger to be signed in their corporate names by their respective Presidents as of the day and year first above written.

GULF BAY LAND INVESTMENTS, INC., a  
Florida corporation

By: 

Aubrey J. Ferrao, President

GULF BAY LAND INVESTMENTS, INC., a  
Delaware corporation

By: 

Aubrey J. Ferrao, President

STATE OF FLORIDA :

COUNTY OF COLLIER :

The foregoing instrument was acknowledged before me this 1st day of March, 2000, by Aubrey J. Ferrao, as President of Gulf Bay Land Investment, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me ~~or has produced~~ \_\_\_\_\_ as identification.

My Commission Expires:

  
\_\_\_\_\_  
Notary Public (Seal)  
State of \_\_\_\_\_ at Large

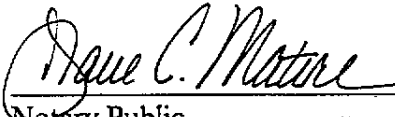
NOTARY PUBLIC - STATE OF FLORIDA  
DIANE C. MATIRE  
COMMISSION # CC828939  
EXPIRES 6/20/2003  
BONDED THRU ASA 1-888-NOTARY1

STATE OF FLORIDA :

COUNTY OF COLLIER :

The foregoing instrument was acknowledged before me this 1st day of March, 2000, by Aubrey J. Ferrao, as President of Gulf Bay Land Investment, Inc., a Delaware corporation, on behalf of the corporation. He is personally known to me ~~or has produced~~ \_\_\_\_\_ as identification.

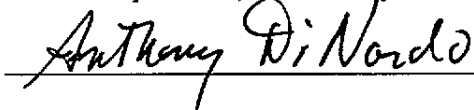
My Commission Expires:

  
\_\_\_\_\_  
Notary Public (Seal)  
State of \_\_\_\_\_ at Large

NOTARY PUBLIC - STATE OF FLORIDA  
DIANE C. MATIRE  
COMMISSION # CC828939  
EXPIRES 6/20/2003  
BONDED THRU ASA 1-888-NOTARY1

The undersigned, Anthony DiNardo Secretary of Gulf Bay Land Investment, Inc., a Florida corporation, does hereby certify that this Agreement and Plan of Merger was adopted pursuant to the unanimous written consent of the sole Shareholder of such Corporation dated as of February 29, 2000.

Witness my hand and the seal of the Corporation, this 1st day of March, 2000.

  
\_\_\_\_\_  
Secretary



The undersigned, Anthony DiNardo, Secretary of Gulf Bay Land Investments, Inc., a Delaware corporation, does hereby certify that the Plan of Merger was adopted pursuant to the unanimous written consent of the sole common Shareholder of such Corporation dated as of February 29, 2000.

Witness my hand and the seal of the Corporation, this 1<sup>ST</sup> day of MARCH, 2000.

Anthony DiNardo

Secretary