

N200000011714

(Requestor's Name)

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MAIL

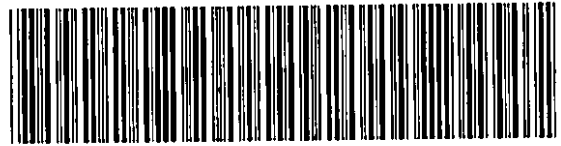
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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200433249022

Merged

7/12/24 01041 001

2024 JUL 22 AM 10:35

FILED

2024 JUL 22 AM 9:58

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 25 2024

A RAMSEY

*02250, 00524, 00671

CT CORP
(850) 656- 4724
3458 lakesore Drive
Tallahassee, FL 32312

Date: 07/22/2024

Acc#I20160000072

en: c DW

Name:	OCEAN RESCUE ALLIANCE INC
Document #:	
Order #:	15777557

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input type="checkbox"/>
	Plain: <input checked="" type="checkbox"/>
	COGS: <input type="checkbox"/>

Email Address for Annual Report Notifications

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Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ **70.00**

Thank you!



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 23, 2024

CT CORP

TALLAHASSEE, FL 32312

SUBJECT: OCEAN RESCUE ALLIANCE INC
Ref. Number: N20000011714

CORRECTED
Please Allow For
Same File Date

We have received your document for OCEAN RESCUE ALLIANCE INC and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please include the Plan of Merger.

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) 245-6050.

Annette Ramsey
OPS

Letter Number: 324A00016128

RECEIVED
2024 JUL 24 AM 10:25
TALLAHASSEE, FLORIDA

FILED

2024 JUL 22 AM 10:36

SECRETARY OF STATE
FLORIDA DEPARTMENT OF REVENUE

**ARTICLES OF MERGER
OF
1000 MERMAIDS PROJECT CORP.
(a Florida not-for-profit corporation)
(Florida Document Number: N19000002405)
WITH AND INTO
OCEAN RESCUE ALLIANCE INC.
(a Florida not-for-profit corporation)
(Florida Document Number: N20000011714)**

1000 MERMAIDS PROJECT CORP., a corporation validly formed and legally existing under the laws of the State of Florida ("**Merging Corporation**"), and OCEAN RESCUE ALLIANCE INC., a corporation validly formed and legally existing under the laws of the State of Florida ("**Surviving Corporation**"), hereby submit these Articles of Merger pursuant to Section 617.1105 of the Florida Not For Profit Corporation Act (the "**Articles**");

1. The name and jurisdiction of the Surviving Corporation is: Ocean Rescue Alliance Inc., a Florida not-for-profit corporation, document number: N20000011714.

2. The name and jurisdiction of the Merging Corporation is: 1000 Mermaids Project Corp, a Florida not-for-profit corporation, document number: N19000002405.

3. The Plan of Merger is attached hereto.

4. The Plan of Merger shall become effective on the date the Articles of Merger are filed with the Florida Department Secretary of State.

5. There are no members of the Merging Corporation as of the date of the Articles.

6. There are three (3) directors currently in-office of the Merging Corporation as of the date of Articles: Shelby Thomas, M.S., Evan Snow, and David Weinstein.

7. There are three (3) directors currently in-office of the Surviving Corporation as of the date of the Articles: Shelby Thomas, M.S., David Weinstein, and Bryan Klipsch.

8. The Plan of Merger was adopted by unanimous vote of the board of directors of the Surviving Corporation by a unanimous written consent adopted on July 10, 2024.

9. The Plan of Merger was adopted by unanimous vote of the board of directors of the Merging Corporation by a unanimous written consent adopted on July 10, 2024.

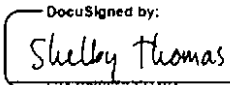
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[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, these Articles of Merger have been executed by the parties to the merger this 10th day of July, 2024.

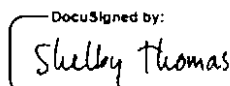
MERGING CORPORATION:

1000 MERMAIDS PROJECT CORP., a
Florida not-for-profit corporation

By: 
Name: Shelby Thomas, M.S.
Title: President

SURVIVING CORPORATION:

OCEAN RESCUE ALLIANCE INC., a
Florida not-for-profit corporation

By: 
Name: Shelby Thomas, M.S.
Title: President

PLAN OF MERGER

In accordance with Section 617.1101 of the Florida Not For Profit Corporation Act, this Plan of Merger (the "**Plan**"), provides for the merger of 1000 Mermaids Project Corp., a Florida not-for-profit corporation (the "**Merging Corporation**"), with and into Ocean Rescue Alliance Inc., a Florida not-for-profit corporation (the "**Surviving Corporation**"), as follows:

1. **Merger.** The Merging Corporation shall be merged with and into the Surviving Corporation, the separate corporate existence of the Merging Corporation shall cease and the Surviving Corporation shall be the surviving corporation in the merger (the "**Merger**").

2. **Effective Date.** The merger shall be on the date on which Articles of Merger are filed with the Florida Department Secretary of State (the "**Effective Date**").

3. **Terms and Conditions of the Merger.** On the Effective Date, Members of each corporation which is a party to the Merger, other than the Surviving Corporation, are entitled only to the rights, if any, provided in the Articles of Merger.

4. **Articles of Incorporation of Surviving Corporation.** The Articles of Incorporation of the Surviving Corporation as in effect prior to the Effective Date shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation. The Articles of Incorporation may be amended from time to time after the Merger as provided therein.

5. **Bylaws of Surviving Corporation.** The Bylaws of the Surviving Corporation as in effect prior to the Effective Date shall continue in full force and effect as the Bylaws of the Surviving Corporation. The Surviving Corporation may amend the Bylaws from time to time as provided therein.

6. **Board of Directors of Surviving Corporation.** At the Effective Date, the persons set forth in Exhibit A shall be the directors and/or officers of the Surviving Corporation until the earlier of their respective resignation or removal or their respective successors are duly elected and qualified, as the case may be.

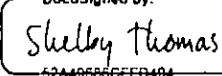
7. **Effect of Merger.** On the Effective Date, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of the Merging Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the Merger. If at any time after the Effective Date of the Merger the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Corporation and its officers and directors shall be authorized to execute and deliver, in the name and on behalf of the Merging Corporation, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Corporation, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Corporation's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.

[Signature Page Follows]

IN WITNESS WHEREOF, the Merging Corporation and the Surviving Corporation have each executed this Plan of Merger, or has caused this Plan of Merger to be executed on its behalf by a representative duly authorized, all as of the 10th day of July, 2024.

MERGING CORPORATION:

1000 MERMAIDS PROJECT CORP., a Florida
not-for-profit corporation

By: 
Name: Shelby Thomas, M.S.
Title: President

SURVIVING CORPORATION:

OCEAN RESCUE ALLIANCE INC., a Florida
not-for-profit corporation

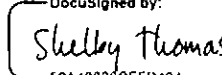
By: 
Name: Shelby Thomas, M.S.
Title: President

Exhibit A

Board of Directors of Surviving Corporation

1. Shelby Thomas, M.S.
2. David Weinstein
3. Bryan Klipsch