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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: New Ocean Resorts Co-Op, Inc.

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Jordan Cesana

Contact Person

DarrowEverett LLP

Firm/Company

One Turks Head Place Suite 1200

Address

Providence, RI 02903

City, State and Zip Code

oceanresortsmanager@gmail.com

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

For further information concerning this matter, please call:

Jordan Cesana

Name of Contact Person

at (401)

Area Code

453-1200

Daytime Telephone Number

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

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

NEW OCEAN RESORTS CO-OP INC

Please Debit FCA000000003 For: 78.75

Thank you Seth Neeley



- ☐ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☒ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ☐ Photo Copy _____
- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____
- ☐ Courier _____

Signature

Requested by: SETH

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

**ARTICLES OF MERGER
OF
OCEAN RESORTS CO-OP, INC. (a Florida corporation)
WITH AND INTO
NEW OCEAN RESORTS CO-OP, INC. (a Florida Not for Profit corporation)**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101 of the Florida Business Corporation Act (the "Corporation Act") and Sections 617.1101 and 617.1108 of the Florida Business Corporation Act (the "Not for Profit Act"), the undersigned corporations enter into these Articles of Merger by which Ocean Resorts Co-op, Inc., a Florida corporation ("Ocean Resorts Co-Op"), shall be merged with and into New Ocean Resorts Co-Op, Inc., a Florida not for profit corporation ("New Ocean Resorts Co-Op"), and New Ocean Resorts Co-Op, Inc. shall be the surviving corporation, in accordance with a Plan of Merger (the "Plan"), adopted pursuant to Section 607.1104 of the Florida Act and attached as Exhibit A hereto. The undersigned corporations hereby certify as follows:

FIRST, a copy of the Plan is attached hereto and made a part hereof.

SECOND, the merger shall become effective on the date on which these Articles of Merger are filed with the Department of State of Florida.

THIRD, the name of the surviving corporation shall be **Ocean Resorts Co-Op, Inc.**

FOURTH, New Ocean Resorts Co-Op, Inc. exists before the merger and is a domestic filing entity and its Articles of Incorporation are being amended as attached as Exhibit B hereto.

FIFTH, pursuant to Sections 607.1101 of the Florida Act and 617.1101 of the Not for Profit Act, the Plan was adopted by the Board of Directors of New Ocean Resorts Co-Op as of March 4, 2025.

SIXTH, pursuant to Sections 11.01 of the Florida Act, the Plan was adopted by the shareholders of Ocean Resorts Co-Op as of April 16, 2025.

IN WITNESS WHEREOF, these Articles of Merger have been executed by Ocean Resorts Co-Op as the merging corporation, and by New Ocean Resorts Co-Op, as the surviving corporation, this 16th day of April, 2025.

OCEAN RESORTS CO-OP, INC.
a Florida corporation

By: James Buysse
Name: James Buysse
Title: President

NEW OCEAN RESORTS CO-OP, INC.
a Florida not for profit corporation

By: James Buysse
Name: James Buysse
Title: President

PLAN OF MERGER

This Plan of Merger (the "Plan") provides for the Merger of OCEAN RESORTS CO-OP, INC., a Florida corporation ("Ocean Resorts Co-Op" or the "Merging Corporation"), with and into NEW OCEAN RESORTS CO-OP, INC., a Florida not for profit corporation ("New Ocean Resorts Co-Op" or 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.
2. Effective Date. The Merger shall become effective on the date on which Articles of Merger are filed with the Florida Department of State ("Effective Time").
3. Treatment of Ocean Resorts Co-Op Shares. At the Effective Time, by virtue of the Merger and without any action on the part of holders thereof, each share of stock of Ocean Resorts Co-Op issued and outstanding at the Effective Time shall be converted into one share of New Ocean Resorts Co-Op stock.
4. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Surviving Corporation shall continue to be the Articles of Incorporation of the Surviving Corporation on and after the Effective Time, except that the name of the Surviving Corporation shall be Ocean Resorts Co-Op, Inc.
5. Bylaws of Surviving Corporation. The Bylaws of the Surviving Corporation shall be the Bylaws of Ocean Resorts Co-Op on and after the Effective Time.
6. Effect of Merger. On the Effective Time, 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 Time 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 or their designees 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.

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