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Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

Gulfside Yachts, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	9
Estimated Charge	\$87.50

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**Articles of Merger
of
GULFSIDE YACHTS, INC.
and
VISTAMAR, INC.**

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2021 DEC 17 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to § 607.1105 of the Florida Statutes, GULFSIDE YACHTS, INC., a Florida Corporation ("Gulfside Yachts"), and VISTAMAR, INC., a Florida Corporation ("Vistamar"), jointly and severally adopt the following Articles of Merger for the purpose of merging Vistamar with and into Gulfside (the "Merger").

FIRST: The name of the surviving corporation is GULFSIDE YACHTS, INC., a Florida corporation which has been issued document number P01000115007.

SECOND: The name, jurisdiction and document number of the merging corporations are:

<i>Name</i>	<i>Jurisdiction</i>	<i>Document Number</i>
GULFSIDE YACHTS, INC.	Florida	P01000115007
VISTAMAR, INC.	Florida	P01000050152

THIRD: The Agreement and Plan of Merger adopted by the unanimous written consent of all of the shareholder and directors of the foregoing merging corporations is attached as Exhibit A to these Articles of Merger.

FOURTH: The Merger shall be effective on the 31st day of December 2021.

FIFTH: The Adoption of the Plan of Merger by the merging corporation, Vistamar was adopted by unanimous written consent of the directors and shareholder on the 14th of December 2021.

SIXTH: The Adoption of the Plan of Merger by the surviving corporation, Gulfside Yachts was adopted by unanimous written consent of the directors and shareholder on the 14th of December 2021.

SEVENTH: The undersigned have been delegated the requisite corporate authority to execute and file these articles on behalf of the respective corporations.

EIGHTH: The Articles of Incorporation of Gulfside Yachts, the surviving corporation, shall be the Articles of Incorporation presently on file with the State of Florida.

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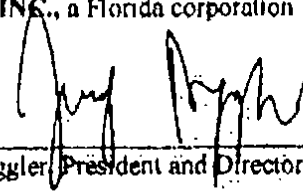
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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 14th day of December 2021.

GULFSIDE YACHTS, INC., a Florida corporation

By: 
Josef Brueggler, President and Director

VISTAMAR, INC., a Florida corporation

By: 
Josef Brueggler, President and Director

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2021 DEC 17 AM 10:13
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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**Certificate of Merger
For
Gulfside Yachts, Inc. and Vistamar, Inc.**

The following Certificate of Merger is submitted to merge the following Florida Corporations in accordance with Fla. Stat. §607.1101, §607.1103, and §607.11035.

**Article I
Merging Entities**

The following entities, by name, jurisdiction and type are the sole parties to the Merger:

- A. Vistamar, Inc.
Document Number P01000050152; and
- B. Gulfside Yachts, Inc.
Document Number P01000115007

**Article II
Surviving Party to the Merger**

The following party to the merger by name, jurisdiction and type is the surviving party:

Gulfside Yachts, Inc.
Document Number P01000115007

**Article III
Adoption of Plan of Merger**

The Plan of Merger attached to this Certificate of Merger was approved by each of the parties to the merger identified in Article I above in accordance with Fla. Stat. §607.1101, §607.1103, and §607.11035.

**Article IV
Effective Date of Merger**

The Effective Date of the Merger shall be December 31, 2021.

(Signatures Appear on Following Page)

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This Certificate of Merger has been executed by duly authorized persons on behalf of the parties to the merger on the 14th day of December 2021.

Vistamar, Inc.

By: 

Josef Brueggler, as President

Gulfside Yachts, Inc.

By: 

Josef Brueggler, as President

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**Agreement And Plan Of Merger
Among
Gulfside Yachts, Inc.
And
Vistamar, Inc.**

This Agreement and Plan of Merger is adopted in accordance with the relevant provisions of Florida Statutes §607.1101, §607.1103, and §607.11035.

This Agreement and Plan of Merger ("Agreement") is entered into this 14th day of December 2021 among Gulfside Yachts, Inc. ("Gulfside") and Vistamar, Inc. ("Vistamar"), both having their principal offices at 3960 Radio Road, #208, Naples, Florida 34104.

RECITALS

Whereas, all of the Directors of Gulfside and Vistamar have waived notice of special meetings of their respective companies as permitted by Florida law in order to review this Plan of Merger and consider whether it is in the best interest of the respective companies.

Whereas, the Directors of Gulfside deems it desirable and in the best interests of Gulfside and its Sole Shareholder to enter into and approve this Agreement;

Whereas, the Directors of Gulfside have unanimously approved this Agreement and Plan of Merger as of the Effective Date as evidenced by their signatures to this Agreement and to the unanimous written consents filed in the minutes of Gulfside;

Whereas, the Directors of Vistamar deem it desirable and in the best interests of Vistamar and its Sole Shareholder to enter into and approve this Agreement; and

Whereas, the Officers and Directors of Vistamar have approved this Agreement and Plan of Merger by unanimous written consent as of the Effective Date as evidenced by their signatures to this Agreement and the unanimous written consent filed in the minutes of Vistamar;

Now, Therefore, in consideration of the foregoing premises and in consideration of the mutual covenants and promises of the parties hereto, and Vistamar agree as follows:

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ARTICLE 1 **PARTIES TO THE MERGER**

The Parties to the Merger by name, jurisdiction and type are as follows:

- 1.1 Vistamar, Inc.
Document Number P01000050152; and
- 1.2 Gulfside Yachts, Inc.
Document Number P01000115007.

ARTICLE 2 **SURVIVING COMPANY**

The following party to the merger by name, jurisdiction and type is the surviving party:

Gulfside Yachts, Inc.
Document Number P01000115007

ARTICLE 3 **TERMS AND CONDITIONS OF THE MERGER**

3.1 Pre-Merger Ownership. The identity of members and their relative percentage ownership of Gulfside and Vistamar prior to the merger are as follows.

<u>Ownership of Gulfside</u>	<u>Percentage</u>
Josef Brueggler	100%

<u>Ownership of Vistamar</u>	<u>Percentage</u>
Josef Brueggler	100%

3.2 Merger Procedure. The Merger shall follow the following process:

3.2.1 Vistamar shall contribute its assets to Gulfside in return for 1,000 of the shares of Gulfside post-merger.

3.3 Post-Merger Ownership. Post Merger the ownership interests in Gulfside shall be as follows:

<u>Post Merger Ownership of Gulfside</u>	<u>Percentage</u>
Josef Brueggler	100% Voting

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ARTICLE 4
ARTICLES OF INCORPORATION AND AMENDED AND RESTATED OPERATING
AGREEMENT

4.1 The Articles of Incorporation of Gulfside shall be the Articles of Incorporation of the Surviving

The Bylaws of the Gulfside shall be amended and restated in concert with this merger and shall act as the definitive bylaws of the surviving company.

ARTICLE 5
EFFECTIVE DATE OF THE MERGER

The Effective Date of the Merger shall be December 31, 2021.

ARTICLE 6
DIRECTORS, PRINCIPAL OFFICE, REGISTERED AGENT

6.1 Directors and Principal Office. The Directors of Gulfside shall be Josef Brueggler, as President, Linda Brand, as Vice President, and Peter Brueggler, as Vice President. The physical and mailing address of the Principal Office of Gulfside is 3960 Radio Road, #208, Naples, Florida 34104.

6.2 Registered Agent. The registered office of Gulfside shall be located at 3960 Radio Road, #208, Naples, Florida 34104. The Registered Agent at that address shall be Linda R. Brand.

ARTICLE 7
ADOPTION OF THE PLAN OF MERGER

This Plan of Merger was submitted to the Officers and Directors of each of the parties to the merger who are identified in Article 1, above. Each of the parties to the merger adopted the merger by the joint unanimous consent of the Officers and Directors of the company and pursuant to the minutes, Josef Brueggler was named as the person authorized to sign this Plan of Merger on behalf of each party to the Merger.

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In Witness Whereof, the undersigned authorized persons on behalf of the parties to the Merger, have executed this Agreement on the day and year first above written.

SURVIVING CORPORATION:

Gulfside Yachts, Inc.

By: 
Josef Brueggler, as President

MERGING CORPORATION:

Vistamar, Inc.

By: 
Josef Brueggler, as President

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