

P03000065384

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000032459820

04/15/04--01037--016 **70.00

FILED

04 JUN 15 AM 10:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Morgan
6/17

Costin and Costin

ATTORNEYS AT LAW
413 WILLIAMS AVENUE
PORT ST. JOE, FLORIDA 32456
TELEPHONE (850) 227-1159
FAX: (850) 229-6957

Charles A. Costin

Cecil G. Costin, Jr.
(1923 - 1990)

Mailing Address:
Post Office Box 98
Port St. Joe, FL 32457-0098

April 14, 2004

Florida Department of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

Re: A & P Builders, Inc./By the Sea Builders, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Merger and Plan of Merger together with a check in the amount of \$70.00 to cover the expenses of implementing the merger for the above referenced corporations. Please return the certified copy to me at your earliest convenience.

Sincerely,



Charles A. Costin

CAC:kml

Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 22, 2004

CHARLES A. COSTIN ATTY.
COSTIN AND COSTIN
PO BOX 98
PORT ST. JOE, FL 32457-0098

SUBJECT: BY THE SEA BUILDERS, INC.
Ref. Number: P03000065384

We have received your document for BY THE SEA BUILDERS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a form for your convenience.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6880.

Karen Gibson
Document Specialist

Letter Number: 404A00026662

RECEIVED

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Sections 607.1105, Florida Statutes, and were adopted on April 5, 2004.

FIRST: The exact name, street address of its principal office, jurisdiction and entity type for the merging party are as follows:

<u>Name & Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
A & P Builders, Inc. 108 Westcott Circle Port St. Joe, FL 32456	Florida	Corporation

The Florida Document/Registration Number is P98000085865. The FEIN number is 59-3535291.

SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the surviving party are as follows:

<u>Name & Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
By the Sea Builders, Inc. 108 Westcott Circle Port St. Joe, FL 32456	Florida	Corporation

The Florida Document/Registration Number is P03000065384. The FEIN number is 56-2371406.

THIRD: The attached Plan of Merger meets the requirements of Sections 607.1105, Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes.

FOURTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that, as a result of the merger, is now a officer director or shareholder of the surviving entity pursuant to Sections 607.1105, Florida Statutes.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or Articles of Organization of any corporation that is a party to the merger.

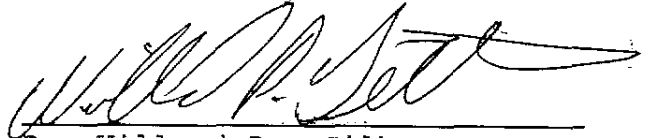
SIXTH: The merger shall become effective as of the date of

these Article of Merger are filed by the Florida Department of State.

SEVENTH: The Article of Merger comply were executed in accordance with the laws of each of the parties' applicable jurisdiction.

EIGHTH: Signatures for each party:

A & P Builders, Inc.



By: Willard P. Gilbert
Its President

By the Sea Builders, Inc.



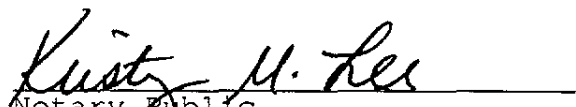
By: Willard P. Gilbert
Its President

STATE OF FLORIDA
COUNTY OF GULF

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **WILLARD P. GILBERT as President of A & P BUILDERS, INC. and WILLARD P. GILBERT, as President of BY THE SEA BUILDERS, INC.,** personally known or who produced personally known to me as identification to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same for the purpose herein described.

WITNESS my hand and official seal this 5th day of April, 2004.




Notary Public
Commission No.
Expiration Date

PLAN OF MERGER

This Plan of Merger dated this 5th day of April, 2004, between BY THE SEA BUILDERS, INC. (hereinafter referred to as "surviving corporation") and A & P BUILDERS, INC. (hereinafter referred to as "absorbed corporation")

WHEREAS, By the Sea Builders, Inc. is a Florida corporation organized and existing under the laws of the State of Florida, with its principal office at 108 Westcott Circle, Port St. Joe, Florida 32456.

WHEREAS, A & P Builders, Inc. is a Florida corporation organized and existing under the laws of the State of Florida, with its principal office at 108 Westcott Circle, Port St. Joe, Florida 32456.

WHEREAS, the officers, stockholders and directors of By the Sea Builders, Inc. and the officers, stockholders and directors of A & P Builders, Inc. deem it desirable and in the best interest of the corporations and shareholders that A & P Builders, Inc. be merged into By the Sea Builders, Inc. pursuant to the provisions of 607.1101 of the Florida Business Corporation Act.

NOW THEREFORE, for and in consideration of the mutual covenants and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. **Merger:** A & P Builders, Inc. shall merge with and into By the Sea Builders, Inc., which shall be the surviving corporation.
2. **Effective date:** On the effective date of the merger, the separate existence of the absorbed corporation shall cease and the surviving corporation shall succeed to all of the rights, privileges, immunities and franchises, and all property, real, personal and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the absorbed corporation shall be impaired by the merger.
3. **Conversion of shares:** The manner and basis of converting the shares of the absorbed corporation into the rights and obligations of the surviving corporation is as follows: The shareholders of A & P Builders, Inc. will be or have already been paid \$1.00 per share.

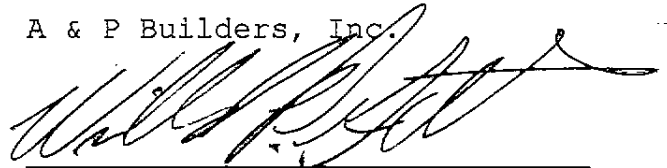
4. Changes in Articles of Incorporation for By the Sea Builders, Inc.: The Articles of Incorporation for By the Sea Builders, Inc. and its By Laws shall continue to be the Articles of Incorporation and By Laws following the effective date of this merger.
5. Officers and Directors: The officers and directors of the surviving corporation shall continue as officers and directors for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.
6. Effective date of merger: The effective date of this merger shall be the date when Articles of Merger are filed by the Florida Department of State.
7. Execution of Agreement: This Plan of Merger may be executed in any number of counterparts and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers/directors and stockholders, sealed with their corporate seals and attested by their respective Secretaries pursuant to the authorization of their respective Boards of Directors on the date first above written.

ATTEST:

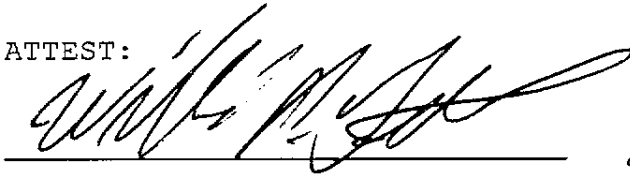


A & P Builders, Inc.

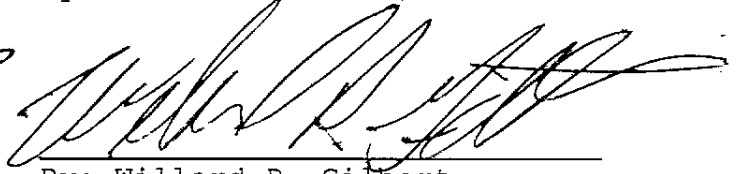


By: Willard P. Gilbert
Its President

ATTEST:



By the Sea Builders, Inc.



By: Willard P. Gilbert
Its President