

P03000070728

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

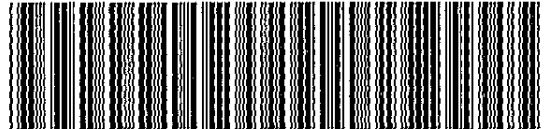
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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2005 DEC 27 PM 2:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
12-31-05

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05 DEC 27 PM 12:08

STATE  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger  
G. Douillet DEC 27 2005

# CAPITAL CONNECTION, INC.

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

Deep Sea Charters Inc

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

- ☐ 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

## ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Deep Sea Charters, Inc.	Florida	P03000070728

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Windridge Yacht Charters, Inc.	Florida	K85131

**RECEIVED**  
**12-31-05**

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 05 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 11-5-05

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 11-05-05 and shareholder approval was not required.

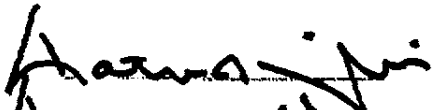
(Attach additional sheets if necessary)

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**2005 DEC 27 PM 2:29**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
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Deep Sea Charters, Inc.



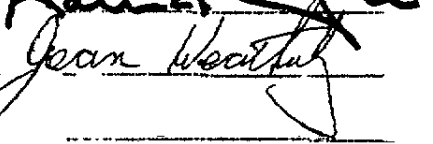
Kathleen A. Windridge, president

Windridge Yacht Charters, Inc.



Kathleen A. Windridge, president

Windridge Yacht Charters, Inc.



Jean Weatherly, vice president

## PLAN OF MERGER AND SHARE EXCHANGE

This Plan of Merger and Share Exchange between Deep Sea Charters, Inc., a Florida corporation d/b/a Windridge Yacht Charters ("Deep Sea") and Windridge Yacht Charters, Inc., a Florida corporation ("Windridge Yacht") dated as of October 31, 2005 wherein Deep Sea is intended to be the surviving business entity, Windridge Yacht is intended to be absorbed by and merged into Deep Sea and the separate existence of Windridge Yacht is intended to cease.

### Witnesseth:

**Whereas**, Deep Sea is a corporation duly incorporated and existing under the laws of the State of Florida with its principal office located at 2950 NE 32<sup>nd</sup> Avenue, Fort Lauderdale, Florida 33308; and

**Whereas**, Windridge Yacht is a Florida corporation duly organized and existing under the laws of the State of Florida with its registered office located at 2950 NE 32<sup>nd</sup> Avenue, Fort Lauderdale, Florida 33308; and

**Whereas**, the shareholders and directors of Windridge Yacht have considered the merger with Deep Sea and have determined that it is in the best business interests of the company and its shareholders that Windridge Yacht be absorbed by and merged into Deep Sea pursuant to § 607.1101 et seq., Florida Statutes, such that the transaction qualify as a "reorganization" under Title 26 U.S.C. § 368(a)(1)(A), as amended; and

**Whereas**, the board of directors of Deep Sea has considered the proposed merger with Windridge Yacht and have determined that it is in the best business interests of the company and its shareholders that Deep Sea merge with Windridge Yacht pursuant to § 607.1101 et seq., Florida Statutes, such that the transaction qualify as a "reorganization" under Title 26 U.S.C. § 368(a)(1)(A), as amended;

NOW, THEREFORE, in consideration of the exchange of certificates representing ownership of Windridge Yacht for the shares of common stock of Deep Sea at the rate of one for one, the mutual covenants herein contained and other valuable consideration, a merger and share exchange shall take place in accordance with the following provisions:

**FIRST:** The exact name and jurisdiction of each **merging** party are as follows:

Name: Deep Sea Charters, Inc.

Jurisdiction: Florida

Name: Windridge Yacht Charters, Inc.

Jurisdiction: Florida

**SECOND:** The exact name and jurisdiction of each **surviving** party are as follows:

**Name:** Deep Sea Charters, Inc.

**Jurisdiction:** Florida

**THIRD:** The terms and conditions of the merger are as follows:

§1. *Merger and Share Exchange.* Deep Sea shall acquire all issued and outstanding certificates of stock of Windridge Yacht by issuing one share of its common stock in exchange for twenty shares of common stock of Windridge Yacht acquired by Deep Sea. Windridge Yacht shall be absorbed by Deep Sea and merge into Deep Sea, which shall be the surviving business entity upon completion of the merger and share exchange.

§2. *Terms and Conditions.* On the effective date of the merger and share exchange, the separate existence of the absorbed corporation (i.e., Windridge Yacht) shall cease whereby title to all real and personal property of Windridge Yacht shall be vested in Deep Sea, without reservation or impairment of the business or operations of Windridge Yacht. Deep Sea shall succeed to all rights, privileges, immunities and franchises of Windridge Yacht, shall succeed to the ownership of all real and personal property of Windridge Yacht and shall succeed to all liabilities of Windridge Yacht, without the need for any separate transfer. Deep Sea shall then be responsible and liable for all liabilities and obligations of Windridge Yacht and neither the rights of creditors, nor any liens on the property of Windridge Yacht shall be impaired by the merger and share exchange. Deep Sea and Windridge Yacht shall assist and cooperate with one another to take all actions necessary under the laws of Florida to notify the regulatory authorities of the merger and share exchange and otherwise as is necessary to effectuate the merger.

§3. *Conversion of Shares.* The manner and basis of converting the certificates of ownership of Windridge Yacht into certificates of ownership of Deep Sea is as follows:

The registered owners of common stock of Windridge Yacht as of October 31, 2005 (the "Record Date") will receive one share of stock of Deep Sea for each set of 20 shares of Windridge Yacht registered in his or her name on the Record Date. However, in no event shall fractional certificates of ownership of Deep Sea be issued, nor shall any cash or other property be paid, to the owners of Windridge Yacht equity interests. The registered owners of the common stock of Windridge Yacht will be required to tender each certificate representing their shares of Windridge Yacht, endorsed in blank, to the stock transfer agent of Deep Sea, whose name and address are John E. Stephens, Jr., Esq. c/o Lewis Marine Supply, Inc., 220 SW 32<sup>nd</sup> Street, Fort Lauderdale, FL 33315-3324 and upon receipt of such shares by the transfer agent, Deep Sea shall cause one certificate representing the same number of shares of Deep Sea's common stock as the number of shares of Windridge Yacht represented by the certificate(s) surrendered to

the transfer agent, to be issued in the name of the registered owner of Windridge Yacht stock so surrendered. The registered owners of common stock of Windridge Yacht shall also provide the transfer agent with the address at which all shareholder communications are to be delivered thereafter.

§a. *Changes in the Articles of Incorporation.* The Articles of Incorporation of Deep Sea shall continue to be its Articles of Incorporation following the effective date of the merger and share exchange and Deep Sea shall have full power and unrestricted authority to modify such Articles of Incorporation at any time thereafter.

§4. *Directors, Officers and Managers.* On the effective date of the merger and share exchange, the officers and directors of Deep Sea shall be as follows: Kathleen A. Windridge shall be the sole member of the board of directors and shall serve a term of office as such three years. The following individuals shall hold the offices specified next to their names:

President & CEO - Kathleen A. Windridge  
Secretary/Treasurer - Kathleen A. Windridge  
Vice president - Jean Weatherly

§5. *Prohibited Transactions.* Neither of the constituent corporations shall, prior to the effective date of the merger and share exchange, engage in any activity or transaction other than in the ordinary course of business, except that Deep Sea may take all actions necessary or convenient under the laws of the State of Florida to consummate the merger and share exchange.

§6. *Approval by Shareholders.* This plan of merger and share exchange shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida, and the affirmative vote of registered owners of a majority of the issued and outstanding shares of common stock of the constituent corporations shall be required to be cast with respect to the plan of merger and share exchange on or before October 31, 2005.

§7. *Effective Date of Merger and Share Exchange.* The effective date of this merger and share exchange shall be the date when the articles of merger and share exchange are filed by the Division of Corporations of the State of Florida or December 31, 2005, which ever is earlier.

§8. *Abandonment of Merger and share exchange.* This plan of merger and share exchange may be abandoned by action of the board of directors of either Deep Sea or Windridge Yacht at any time prior to the effective date of any of the following:

(a) the merger and share exchange is not approved by the owners of a majority of

the shares of common stock of either Windridge Yacht or Deep Sea outstanding on the record date for the vote on this merger and share exchange on or before October 31, 2005; or

(b) in the judgment of the board of directors of either Windridge Yacht or Deep Sea, the merger and share exchange would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of Florida or Delaware, as applicable.

**FOURTH:** The manner and basis of converting the interest, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor business entity, in whole or in part, into cash or other property are set forth in § 3 of article **THIRD** above.

The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor business entity, in whole or in part, into cash or other property are set forth in the operating agreement of the surviving business entity.

**FIFTH** neither a partnership, nor a limited partnership, is the surviving entity.

**SIXTH:** The surviving business entity is to be a Florida corporation managed by its shareholders. The name(s) and addresses of the manager(s) are set forth in § 5 of article **THIRD** above.

**SEVENTH** there are no jurisdictions under which each party to the merger are organized other than the State of Florida.

**EIGHTH:** All other provisions for the plan of merger are contained in article **THIRD** above.

**IN WITNESS WHEREOF**, the undersigned officers of the constituent corporations have executed this Plan of Merger and Share Exchange in the name and on behalf of Windridge Yacht and Deep Sea, respectively, as of this 31<sup>st</sup> day of October, 2005.

Deep Sea Charters, Inc.

Windridge Yacht Charters, Inc

By: 

Kathleen A. Windridge, president

By: 

Jean Weatherly, vice-president