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MERGER OR SHARE EXCHANGE
St. Johns Boat Company

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

JAN 31 2019

S. YOUNG

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ARTICLES OF MERGER
of
W & D SHIPS DECK WORKS INC.
with and into
ST. JOHNS BOAT COMPANY

Pursuant to Section 607.1109, Florida Statutes, **W & D SHIPS DECK WORKS INC.**, a Florida corporation (the "Merged Corporation"), and **ST. JOHNS BOAT COMPANY**, a Florida corporation (the "Surviving Corporation"), submit these Articles of Merger (the "Articles"):

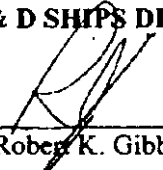
1. **Plan of Merger.** A copy of the Agreement and Plan of Merger (the "Plan") of the Merged Corporation and the Surviving Corporation is attached to these Articles as Exhibit "A" and is specifically incorporated into these Articles by this reference.

2. **Effective Date.** The effective date of the merger is January 31, 2019.

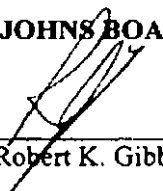
3. **Approval of Merger.** The Board of Directors and the shareholder of the Merged Corporation and the Board of Directors and shareholder of the Surviving Corporation approved the Plan as of January 31, 2019, in accordance with the applicable provisions of Chapter 607, Florida Statutes.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have executed these Articles of Merger as of January 31, 2019.

W & D SHIPS DECK WORKS INC.

By: 
Robert K. Gibbs, President

ST. JOHNS BOAT COMPANY

By: 
Robert K. Gibbs, President

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AGREEMENT AND PLAN OF MERGER
of
W & D SHIPS DECK WORKS INC.
(a Florida corporation)
with and into
ST. JOHNS BOAT COMPANY
(a Florida corporation)

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into as of the 31st day of January, 2019, between **W & D SHIPS DECK WORKS INC.**, a Florida corporation (the "W & D"), and **ST. JOHNS BOAT COMPANY**, a Florida corporation (the "St. Johns Boat") (W & D and St. Johns Boat are hereinafter collectively referred to as the "Constituent Entities").

WITNESSETH:

WHEREAS, W & D Ships Deck Works Inc. is a corporation incorporated and existing under the laws of the State of Florida;

WHEREAS, St. Johns Boat Company is a corporation incorporated and existing under the laws of the State of Florida;

WHEREAS, the Directors and sole shareholder of each of the Constituent Entities have deemed it advisable to merge W & D with and into St. Johns Boat (the "Merger") and have unanimously approved the Merger on the terms and conditions hereinafter set forth in accordance with the laws of the State of Florida;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and conditions hereinafter contained, and for purposes of stating the terms and conditions of the Merger, the manner of carrying the same into effect, and such other details and provisions as are deemed desirable, the Constituent Entities do hereby agree, subject to the terms and conditions set forth in this Agreement, as follows:

ARTICLE I

On the Effective Date (as defined below in Article VI), the Merger shall become effective, at which time the separate existence of the W & D shall cease and W & D shall be merged, pursuant to Florida law, with and into St. Johns Boat, which shall continue its existence and be the entity surviving the Merger (the "Surviving Entity").

ARTICLE II

The Surviving Entity shall be governed by the laws of the State of Florida.

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ARTICLE III

On the Effective Date, the separate existence of W & D shall cease, and St. Johns Boat, as the Surviving Entity, shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of W & D, without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of W & D, if any, and neither the rights of creditors nor any liens of the property of the merged entity shall be impaired by the Merger.

ARTICLE IV

The current officers and Directors of the Surviving Entity shall continue to be the officers and Directors of the Surviving Entity for the full unexpired terms of their office and until their successors have been elected or appointed and qualified following the Effective Date.

ARTICLE V

Prior to and from and after the Effective Date, the Constituent Entities shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by either of the Constituent Entities by appropriate resolution of their respective governing bodies at any time prior to the Effective Date.

ARTICLE VI

The effective date of this Merger shall be 12:00 a.m. Jacksonville, Florida, time on January 31, 2019 (the "Effective Date").

ARTICLE VII

This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida, without regard to conflict of law principles.

IN WITNESS WHEREOF, each of the Constituent Entities has caused this Agreement to be signed in its name by its duly authorized representative as of the Effective Date.

W & D SHIPS DECK WORKS INC.

By: _____

Robert K. Gibbs, President

ST. JOHNS BOAT COMPANY

By: _____

Robert K. Gibbs, President

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