

P05000109828

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Per KB e-mail Oct. 2011
OK to file with
different Florida
statutes as defined
under 607, included
607.1109. *Tewis*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*Merger
Tewis
12-28-11*

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December 20, 2011

Secretary of State, State of Florida
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

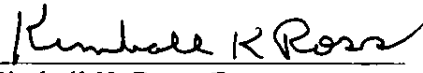
RE: Merger Between Gulfstream Marine
Group, Inc. and Gulfstream Marine
Group of North Carolina, Inc.

To Whom It May Concern,

Enclosed for filing is the original Articles of Merger between the above named corporations. Also enclosed are four (4) copies (for requested certified copies to be returned) of said Articles and a check (made out to the Florida Department of State) in the amount of \$ 105.00 (filing fee - \$ 70.00 for two parties; four (4) certified copies @ \$8.75 each - \$ 35.00) to cover the cost filing same and the requested certified copies of said Articles. Also enclosed is a postage prepaid envelope to return the requested certified copies upon the filing of the Articles.

If you have any questions please give me call at 386-566-1902.

Sincerely,


Kimball K. Ross, Esq.

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance sections 607.1101, 607.1104, 607.1105, 607.1107 and 607.1109 Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Gulfstream Marine Group, Inc. 4290 Pioneer Trail New Smyrna, Florida 32168 Florida Document Number P05000109828 FEI Number 56-2526887	Florida	Corporation
2. Gulfstream Marine Group of North Carolina, Inc. North Carolina Queen Elizabeth Ave., Suite 2 Manteo, North Carolina 27954 North Carolina Document ID C200630600129 FEI Number 20-8030710		Corporation

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Gulfstream Marine Group, Inc. 4290 Pioneer Trail New Smyrna, Florida 32168 Florida Document Number P05000109828 FEI Number 56-2526887	Florida	Corporation

THIRD: The attached Plan of Merger meets the requirements of sections 607.1101, 607.1104, 607.1105, 607.1107 and 607.1109 Florida Statutes and was approved and adopted on December 19, 2011 by shareholders of each corporation that is a party to the merger in accordance with Chapter 607 Florida Statutes.

FOURTH: The attached Plan of Merger was approved and adopted on December 19, 2011 by the shareholders of Gulfstream Marine Group of North Carolina, Inc., a North Carolina corporation (which is a wholly owned subsidiary of the **surviving** corporation), that is party to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: The surviving entity, Gulfstream Marine, Inc. is a Florida corporation. Neither Gulfstream Marine Group, Inc. nor Gulfstream Marine Group of North Carolina, Inc. are "another business entity" as defined under Chapter 607, Florida Statutes.

SIXTH: The surviving entity is organized under the laws of the State of Florida and there are no dissenting shareholders of either the surviving or the merging entity and the surviving entity

agrees to pay the dissenting shareholders, if any, that are shareholders of either party to the merger, the amount, if any, to which they are entitled under either section 607.1302, Florida Statutes, if any, or under North Carolina, G.S 55-11, if any.



SEVENTH: The surviving entity, Gulfstream Marine Group, Inc. hereby agrees to file with the Secretary of State, State of North Carolina, a statement reflecting any change of the surviving entity's mailing address set forth herein. The surviving entity, Gulfstream Marine Group, Inc. hereby agrees that it may be served with process in North Carolina in any proceeding for enforcement of any obligation of Gulfstream Marine Group of North Carolina, Inc.; of the rights of dissenting shareholders of Gulfstream Marine Group of North Carolina, Inc. under Article 12 of Chapter 55 of the North Carolina Statutes; and any obligation of Gulfstream Marine Group, Inc., a Florida corporation arising from this merger. Furthermore, Gulfstream Marine Group, Inc. hereby appoints the Secretary of State, State of North Carolina as its agent for service of process in any proceeding for enforcement of the obligations described in the preceding sentence.

EIGHT: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger, if any.

NINTH: The merger shall become effective as of the date that these Articles of Merger are filed with Florida Department of State.

TENTH: The Articles of Merger comply and were executed on December 19, 2011 in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURES FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature</u>	<u>Printed Name of Individual</u>
1. Gulfstream Marine Group, Inc. A Florida corporation	 President	Robert C. Roberson, Pres.
2. Gulfstream Marine Group of North Carolina, Inc. A North Carolina corporation	 President	Robert C. Roberson, Pres.

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections 607.1101, 607.1104, 607.1105, 607.1107 and 607.1109 is being submitted in accordance with Chapter 607, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Gulfstream Marine Group, Inc. 4290 Pioneer Trail New Smyrna, Florida 32168 Florida Document Number P05000109828 FEI Number 56-2526887	Florida	Corporation
2. Gulfstream Marine Group of North Carolina Queen Elizabeth Ave., Suite 2 Manteo, North Carolina 27954 North Carolina Document ID C200630600129 FEI Number 20-8030710	North Carolina	Corporation

SECOND: The exact name and jurisdiction of the **surviving** party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Gulfstream Marine Group, Inc. 4290 Pioneer Trail New Smyrna, Florida 32168 Florida Document Number P05000109828 FEI Number 56-2526887	Florida	Corporation

THIRD: The terms and conditions of the merger are as follows: Gulfstream Marine Group of North Carolina, Inc. (a North Carolina corporation and which is a wholly owned subsidiary of Gulfstream Marine Group, Inc., a Florida corporation) hereby merges into said Gulfstream Marine Group, Inc. and said Gulfstream Marine Group, Inc. shall be the sole surviving entity.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows: all of the stock owned by Gulfstream Marine Group, Inc. in Gulfstream Marine Group of North Carolina, Inc. shall be cancelled upon the effective date of the merger; and all of the stock in Gulfstream Marine Group, Inc. owned by the current shareholders in Gulfstream Marine Group, Inc. immediately prior to the merger shall continue to own the same type and number of shares in Gulfstream Marine Group, Inc. as said shareholders owned immediately prior to the effective date of the merger.

FIFTH: All statements that are required by the laws of the jurisdiction under which the non Florida business entity is a party to the merger is formed, organized, or incorporated are as follows:

1. Gulfstream Marine Group, Inc. shall deliver to the Secretary of State, State of North Carolina, for filing a copy of the foregoing Articles of Merger.
2. Gulfstream Marine Group, Inc. hereby shall notify the Secretary of State, State of North Carolina by a statement of any change from its mailing address reflected in the foregoing Articles of Merger.

3. The surviving entity, Gulfstream Marine Group, Inc. hereby agrees that it may be served with process in the State of North Carolina in any proceeding for enforcement of any obligation of Gulfstream Marine Group of North Carolina, Inc.; of the rights of dissenting shareholders of Gulfstream Marine Group of North Carolina, Inc. under Article 12 of Chapter 55 of the North Carolina General Statutes; and any obligation of Gulfstream Marine Group, Inc., a Florida corporation arising from this merger. Furthermore, Gulfstream Marine Group, Inc. hereby appoints the Secretary of State, State of North Carolina as its agent for service of process in any proceeding for enforcement of the obligations described in this Plan of merger.