

PO8000022660

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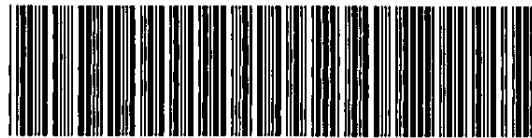
(Business Entity Name)

(Document Number)

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*effective date 5/31/17*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
17 MAY 19 PM 12:21

*Merger*

MAY 24 2017

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** WESTBURY NAPLES, INC.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Michael D. Gentzle, Esq.

Contact Person

Coleman, Yovanovich & Koester, P.A.

Firm/Company

4001 Tamiami Trail North, Suite 300

Address

Naples, FL 34103

City/State and Zip Code

jadkins@westbury.bm

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael D. Gentzle, Esq.

Name of Contact Person

At ( 239 )

435-3535

Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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## **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)
WESTBURY NAPLES, INC.	FLORIDA	P08000022660

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
WESTBURY RUM ROW TWO, INC.	FLORIDA	P10000100023

**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** 05 / 31 / 2017 (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.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 May 15, 2017.

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 May 15, 2017.

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

(Attach additional sheets if necessary)

**PLAN OF MERGER**  
**OF**  
**WESTBURY RUM ROW TWO, INC.**  
**WITH AND INTO**  
**WESTBURY NAPLES, INC.**

This Plan of Merger of WESTBURY RUM ROW TWO, INC. (the "Merging Corporation") with and into WESTBURY NAPLES, INC. (the "Surviving Corporation") is made pursuant to Section 607.1101 of the Florida Statutes and Section 368(a)(1)(A) of the Internal Revenue Code and is adopted as follows:

1. The name of each corporation planning to merge is: (i) WESTBURY RUM ROW TWO, INC., a Florida corporation; and (ii) WESTBURY NAPLES, INC., a Florida corporation.
2. As to each corporation, the designation and number of authorized and outstanding shares of each class and series and the voting rights thereof are as follows:


Name of Corporation	Authorized Shares	Class & Par Value	Outstanding Shares
Westbury Rum Row Two, Inc.	1,000	Voting Common, \$0.01 par value	100
Westbury Naples, Inc.	86,010,000	Voting Common, \$1.00 par value	86,010,000

3. Upon the effective date of the merger, all of the issued and outstanding shares of the Merging Corporation shall be cancelled without consideration. The shares of the Surviving Corporation will not issue new shares as a result of the merger, because the sole Shareholder of both the Merging Corporation and the Surviving Corporation are the same.
4. The effective date of the merger shall be May 31, 2017.
5. This Plan of Merger was duly and unanimously adopted by: (i) the Directors and sole Shareholder of the Merging Corporation by written consent in lieu of a Special Meeting on March 15, 2017, and (ii) the Directors and sole Shareholder of the Surviving Corporation by written consent in lieu of special Meeting on May 31, 2017.

IN WITNESS WHEREOF, this Plan of Merger was executed as of the 15<sup>th</sup> day of March, 2017.


MERGING CORPORATION:

WESTBURY RUM ROW TWO, INC.

By:   
David N. Sexton, President

SURVIVING CORPORATION:

WESTBURY NAPLES, INC.

By:   
David N. Sexton, President

10/10/2014

Typed or Printed Name of Individual & Title

**David N. Sexton, President**

**David N. Sexton, President**