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EFFECTIVE DATE

9-1-12

12 AUG 24 PM 2:29

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Merger

AUG 28 2012

T. BROWN

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CAPE CORAL DREAM BOATS, 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:

Darrin R. Schutt, Esq.
Contact Person

Schutt Law Firm, P.A.
Firm/Company

1322 SE 46th Lane, Suite 202
Address

Cape Coral, Florida 33904
City/State and Zip Code

info@exclusive-villas.de
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Darrin R. Schutt
Name of Contact Person

At (239) 540-7007
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

ARTICLES OF MERGER
(Profit Corporations)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 AUG 24 PM 2:29

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> <small>(If known/ applicable)</small>	EFFECTIVE DATE
<u>Cape Coral Dream Boats, Inc.</u>	<u>Florida</u>	<u>P09000025748</u>	<u>9-1-12</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/ applicable)</small>
<u>Exclusive Tropical Villas, Inc.</u>	<u>Florida</u>	<u>P09000025743</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 9 / 1 / 2012 (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 August 21, 2012.

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 August 21, 2012.

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)

Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Cape Coral Dream

H. Hofmann

Herbert Hofmann, President

Boats, Inc.

Exclusive Tropical

H. Hofmann

Herbert Hofmann, President

Villas, Inc.

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

CAPE CORAL DREAM BOATS, INC.

Florida

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

Name

Jurisdiction

EXCLUSIVE TROPICAL VILLAS, INC.

Florida

Third: The terms and conditions of the merger are as follows:

The surviving corporation shall issue one share of stock in exchange each share of stock of the merging corporation. Any and all assets of the merging corporation shall be re-titled and transferred to the surviving corporation. The Board of Directors and the offices of the surviving corporation shall remain in office.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The surviving corporation shall issue one share of stock to the shareholders of the merging corporation in exchange for each share of the merging corporation the shareholder owns.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

ARTICLE IV: The number of shares the corporation is authorized to issue is: 2000.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

All assets and properties owned by the merging corporation shall be titled in and transferred to the surviving corporation.