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From: 7188897420 1.718.889.7420 To: Apr 10 14:00:29 2018 MDT Page 1 of 5

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE  
DYNASTY TOURS & CHARTERS, INC**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

*Merger*

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TALLAHASSEE, FLORIDA

## **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)
DYNASTY TOURS & CHARTERS, INC	MA	001321067

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
DYNASTY TOURS & CHARTERS, INC	FL	P12000030347
DYNASTY TOURS & CHARTERS, INC	MA	

**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** \_\_\_\_/\_\_\_\_/\_\_\_\_ (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 03/27/18.

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 03/27/18.

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**  
**(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:

<u>Name</u>	<u>Jurisdiction</u>
DYNASTY TOURS & CHARTERS, INC	MA
_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>
DYNASTY TOURS & CHARTERS, INC	FL
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

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

SEE ATTACHED RIDER A

**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:

See Attached Rider A

### **Rider A**

- First: DYNASTY TOURS & CHARTERS, INC., a corporation organized under the laws of the Commonwealth of Massachusetts (hereinafter called "Surviving corporation") shall merge with and assume the liabilities and obligations of the following corporation (hereinafter called "Merging corporation") DYNASTY TOURS & CHARTERS, INC., a Florida corporation.
- Second: On the effective date of the merger all of the issued and outstanding shares of the above-referenced Merging corporation shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange thereof.
- Third: The Articles of Incorporation of the Surviving corporation shall be the Articles of Incorporation of the corporation surviving the merger.
- Fourth: The bylaws of the Surviving corporation shall be the bylaws of the corporation surviving the merger.
- Fifth: The directors and officers of the Surviving corporation shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.
- Sixth: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary proper to effect merger.
- Seventh: That this plan/agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Florida and Massachusetts Commonwealth business corporation law.
- Eighth: That the executed plan/agreement of merger is on file at an office of the surviving corporation and the address is: 19 ST. ANNES LANE FALMOUTH, MA 02536
- Ninth: That a copy of the plan/agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.