

P12000102282

(Requestor's Name)

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☐ PICK-UP

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(Business Entity Name)

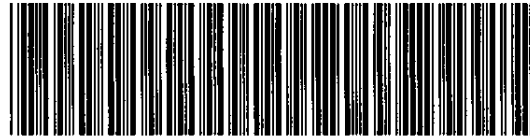
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FILED  
13 JAN 15 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAN 16 2013

T. ROBERTS

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** SHORECO FLORIDA KEYS, 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:

JOE A. CATARINEAU, ESQ.

Contact Person

JOE A. CATARINEAU, PA

Firm/Company

91750 OVERSEAS HIGHWAY

Address

TAVERNIER, FL 33070

City/State and Zip Code

JOE@TAXCATCPA.COM

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

For further information concerning this matter, please call:

JOE A. CATARINEAU

Name of Contact Person

At ( 305 )

852-4833

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 2, 2013

JOE A. CATARINEAU, ESQ.  
JOE A. CATARINEAU, PA  
91750 OVERSEAS HWY  
TAVERNIER, FL 33070

SUBJECT: SHORECO FLORIDA KEYS, INC.  
Ref. Number: P12000102282

We have received your document for SHORECO FLORIDA KEYS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

~~There is a balance due of \$35.00.~~

~~Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.~~

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tina Roberts  
Regulatory Specialist II

Letter Number: 813A00000040

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

13 JAN 15 AM 7:57

**ARTICLES OF MERGER**  
(Profit Corporations)

FILED  
13 JAN 15 AM 9:28

SECRETARY OF STATE  
TREASURER, FLORIDA

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)
<u>SHORECO FLORIDA KEYS, INC.</u>	<u>FLORIDA</u>	<u>P12000102282</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>SHORECO, INC.</u>	<u>RHODE ISLAND</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** 12 / 31 / 12 (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 12/31/12.

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 12/31/12.

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

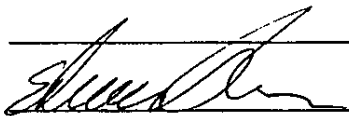
SHORECO FLORIDA



EDWARD SHORE, PRESIDENT

KEYS, INC.

SHORECO, INC.



EDWARD SHORE, PRESIDENT

## **AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger is made and entered into as of the 31st day of December, 2012, by and between **SHORECO, INC.**, a Rhode Island corporation ("Shoreco-RI"), and **SHORECO FLORIDA KEYS, INC.**, a Florida corporation ("Shoreco-FL").

### **W I T N E S S E T H:**

**WHEREAS**, Shoreco-RI and Shoreco-FL desire to merge upon the terms and subject to the conditions of this Agreement; and

**WHEREAS**, the sole shareholder of Shoreco-RI and Shoreco-FL is Edward L. Shore of Key Largo, Florida.

## **ARTICLE I**

### **THE TERMS OF THE MERGER; EFFECTIVE DATE.**

1.1 The Terms and Conditions of the Merger. Shoreco-RI and Shoreco-FL, as the constituent corporations, shall merge and are hereby merged together into a single corporation, with Shoreco-FL as the surviving corporation, and the separate corporate existence of Shoreco-RI shall thereupon cease.

1.2 Effective Date. The parties shall cause Articles of Merger meeting the requirements of law to be properly executed and filed in the State of Rhode Island and State of Florida. The Merger shall become effective on December 31, 2012 (the "Effective Date").

## **ARTICLE II**

### **ARTICLES OF INCORPORATION; BY-LAWS OF SHORECO-FL AS THE SURVIVING CORPORATION.**

2.1 Articles of Incorporation. The Articles of Incorporation of Shoreco-FL as they exist on the Effective Date shall be the Articles of Incorporation of Shoreco-FL as the surviving corporation following the Effective Date, until and unless duly amended in accordance with its terms and applicable law.

2.2 By-Laws. The By-Laws of Shoreco-FL, as they exist on the Effective Date, shall be the By-Laws of Shoreco-FL as the surviving corporation following the Effective Date, until and unless duly amended in accordance with its terms and applicable law.

2.3 Authorized Capital. The authorized capital stock of Shoreco-FL, as it exists on the Effective Date, shall be the authorized capital stock of Shoreco-FL as the surviving corporation following the Effective Date.

### ARTICLE III

#### CONVERSION OF SHARES IN THE MERGER.

The stock of Shoreco-RI as it existed immediately prior to the Effective Date shall be canceled, retired, and shall cease to exist. The sole shareholder of Shoreco-FL shall own one hundred (100%) percent of the stock of the merged and surviving corporation.

### ARTICLE IV

#### ASSETS AND LIABILITIES.

At and after the Effective Date, Shoreco-FL shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal, and mixed, of Shoreco-RI; all debts due to Shoreco-RI shall be vested in Shoreco-FL; all claims, demands, property, rights, privileges, powers and franchises and every other interest of Shoreco-RI shall be as effectively the property of Shoreco-FL; the title to any real estate vested by deed or otherwise in Shoreco-RI shall not revert or be in any way impaired by reason of the Merger, but shall be vested in Shoreco-FL; all rights of creditors and all liens upon any property of either of the parties hereto shall be preserved unimpaired, limited in lien to the property affected by such lien at the Effective Date; all debts, liabilities, and duties of the respective parties hereto shall thenceforth attach to Shoreco-FL and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it. No deed shall be required to vest any real property of Shoreco-RI in Shoreco-FL. This Plan of Merger shall fully vest the rights to any said real property in Shoreco-FL without any further or additional action on the part of Shoreco-RI and/or Shoreco-FL.

### ARTICLE V

#### MISCELLANEOUS

This Agreement and Plan of Merger constitutes a Plan of Reorganization intended to qualify under Internal Revenue Code Section 368(a)(1)(A) to be carried out in the manner, on the terms and subject to the conditions herein set forth.

**IN WITNESS WHEREOF**, this Agreement and Plan of Merger has been duly executed and delivered by or on behalf of each of the parties hereto as of the date first above written.

**SHORECO, INC.**  
a Rhode Island corporation

By: 

Name: Edward L. Shore

Title: President

**SHORECO FLORIDA KEYS, INC.**  
a Florida corporation

By: 

Name: Edward L. Shore

Title: President