

Division of Corporations

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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Division of Corporations
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2nd RE-submission with
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From:

Account Name : MACFARLANE FERGUSON & MCMULLEN
Account Number : 076077001654
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PLEASE KEEP ORIGINAL FILE DATE AND NOTE EFFECTIVE DATE 2/1/15
(1/30/15)

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MERGER OR SHARE EXCHANGE
HENDRY MARINE INDUSTRIES, INC.

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$118.75

16 Pgs.

15 JAN 30 AM 10:39

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February 2, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

HENDRY MARINE INDUSTRIES, INC.
1800 GRANT STREET
TAMPA, FL 33605

SUBJECT: HENDRY MARINE INDUSTRIES, INC.
REF: P15000008515

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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.

Rebekah White
Regulatory Specialist II

FAX Aud. #: H15000024819
Letter Number: 315A00002020

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TAMPA, FL 33605

P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF MERGER
OF
HENDRY MARINE INDUSTRIES, LLC
INTO
HENDRY MARINE INDUSTRIES, INC.**

FILED
15 JAN 30 AM 10:39
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida limited liability company and corporation in accordance with the filing requirements of Sections 605.1025 and 607.1109, Florida Statutes.

FIRST: The exact name, jurisdiction and entity type for each merging entity that is not the surviving entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Hendry Marine Industries, LLC	Florida	Limited Liability Company

SECOND: The exact name, jurisdiction and entity type of the surviving entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Hendry Marine Industries, Inc.	Florida	Corporation

THIRD: The Agreement and Plan of Merger (the "Plan of Merger"), attached hereto and incorporated herewith as Exhibit A, was adopted by the shareholders of Hendry Marine Industries, Inc. in accordance with Section 607.1103, Florida Statutes, on January 30, 2015.

FOURTH: The Plan of Merger was adopted by the members of Hendry Marine Industries, LLC in accordance with the Sections 605.1021-605.1026, Florida Statutes, on January 30, 2015.

FIFTH: The surviving entity exists before the merger and is a domestic filing entity.

SIXTH: The surviving entity agrees to pay any members and shareholders with appraisal rights the amount to which such members and shareholders are entitled under Sections 605.1006, 605.1061-605.1072 and 607.1302, Florida Statutes, as applicable.

SEVENTH: The effective date of the merger shall be February 1, 2015.

[Signature Page Follows]

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IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be signed by each of their respective authorized representative this 30th day of January, 2015.

MERGING ENTITY:

HENDRY MARINE INDUSTRIES, LLC,
a Florida limited liability company

By: 
AARON W. HENDRY, President

SURVIVING ENTITY:

HENDRY MARINE INDUSTRIES, INC.,
a Florida corporation

By: 
AARON W. HENDRY, President

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

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**AGREEMENT AND PLAN OF MERGER
OF
HENDRY MARINE INDUSTRIES, LLC
INTO
HENDRY MARINE INDUSTRIES, INC.**

This Agreement and Plan of Merger (the "Agreement") is entered into this 30th day of January, 2015, by and between **HENDRY MARINE INDUSTRIES, LLC**, a Florida limited liability company ("HMI, LLC"), and **HENDRY MARINE INDUSTRIES, INC.**, a Florida corporation ("HMI, INC."), pursuant to Chapters 607 and 605, Florida Statutes.

WITNESSETH:

WHEREAS, the sole member of HMI, LLC and the sole shareholder of HMI, INC. deem it advisable that HMI, LLC merge into HMI, INC. as hereinafter specified; and

WHEREAS, HMI, LLC filed its Articles of Organization in the office of the Secretary of State of Florida and was duly formed on January 15, 2010. HMI, LLC's membership interests are as follows:

Hendry Holdings, LLC	100%
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WHEREAS, HMI, INC. filed its Articles of Incorporation in the office of the Secretary of State of Florida and was duly formed on January 28, 2015. HMI, INC.'s shareholder interests are as follows:

Hendry Marine Industries, LLC	100%
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NOW, THEREFORE, HMI, LLC and HMI, INC., by and among their respective members and shareholders, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

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FIRST: The name and jurisdiction of the surviving corporation is:

HENDRY MARINE INDUSTRIES, INC., a Florida corporation.

SECOND: The name and jurisdiction of each merging entity that is not the surviving entity is:

HENDRY MARINE INDUSTRIES, LLC, a Florida limited liability company.

THIRD: The Articles of Incorporation of HMI, INC., as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect.

FOURTH: Hendry Holdings, LLC ("HENDRY HOLDINGS") is currently the sole owner of HMI, LLC; therefore, upon the effect of this merger, the value of such ownership interest will be applied to HENDRY HOLDINGS' ownership interest in HMI, INC. All ownership interest of HMI, LLC that has been issued prior to this merger shall be cancelled and retired and all rights in respect thereof shall cease to exist without any conversion thereof or payment therefore and the shareholder interests of HMI, INC. shall be as follows:

Hendry Holdings, LLC	100%
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FIFTH: This merger shall become effective as of the 1st day of February, 2015.

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IN WITNESS WHEREOF, the parties to this Agreement, pursuant to authority duly given by their respective members and shareholders, have caused this Agreement and Plan of Merger to be executed as of the date first written above.

HENDRY MARINE INDUSTRIES, LLC
a Florida limited liability company

By: 
AARON W. HENDRY, President

HENDRY MARINE INDUSTRIES, INC.
a Florida corporation

By: 
AARON W. HENDRY, President

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