

P18000094688

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

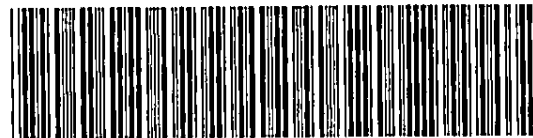
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500321163575

11/29/18--01018--017 **78.75

2018 NOV 29 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 07 2018
C McNAIR

COVER LETTER

2018 NOV 29 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Amendment Section
Division of Corporations

SUBJECT: PELICAN BOULEVARD, 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:

George Mantzidis, Esq.

Contact Person

George Mantzidis, Attorney at Law, PLLC

Firm/Company

1185 Immoaklee Road, Ste. 110

Address

Naples, FL 34110

City/State and Zip Code

george@gmanlaw.com

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

For further information concerning this matter, please call:

George Mantzidis, Esq.

A1 (239) 438-4609

Name of Contact Person

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)

2016 NOV 29 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, 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)
PELICAN BOULEVARD, INC.	FLORIDA	P18000094688

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
TOMLINSON DEVELOPMENT, INC.	SOUTH CAROLINA	

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 11/15/18.

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 11/15/18.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Pelican Boulevard, Inc.

Kar Wen Van Ea
Kar Dan Van Ea

Nan Davis Van Every, Director

Tomlinson Development, Inc.

Nan Davis Van Every, Authorized Shareholder

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>
PELICAN BOULEVARD, INC.	FLORIDA
_____	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
TOMLINSON DEVELOPMENT, INC.	SOUTH CAROLINA
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

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

See enclosed "Plan of Merger"

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:

(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:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER

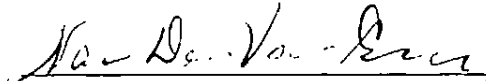
The following Plan of Merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the surviving corporation is: PELICAN BOULEVARD, INC., a Florida Corporation.
2. The name the merging corporation is: TOMLINSON DEVELOPMENT, INC.
3. The terms and conditions of the merger are as follows:
 - a. The Shareholders of TOMLINSON DEVELOPMENT, INC. adopt a resolution approving this plan of merger.
 - b. The Shareholders of PELICAN BOULEVARD, INC. adopt a resolution approving this plan of merger.
4. Articles of Merger must be executed by TOMLINSON DEVELOPMENT, INC., and by PELICAN BOULEVARD, INC., and filed with the Florida Department of State, Division of Corporations.
5. TOMLINSON DEVELOPMENT, INC. shall merge into PELICAN BOULEVARD, INC. and, reasonably thereafter, TOMLINSON DEVELOPMENT, INC., shall undertake any and all actions in order to cease to exist.
6. Title to all property, and assets, of whatever nature, tangible and intangible, owned by TOMLINSON DEVELOPMENT, INC., is assigned to and shall vest in PELICAN BOULEVARD, INC. without reversion or impairment.
7. PELICAN BOULEVARD INC. shall become responsible for all liabilities of TOMLINSON DEVELOPMENT, INC.
8. Any claim or action against TOMLINSON DEVELOPMENT, INC. continues against PELICAN BOULEVARD INC.
9. Creditors of TOMLINSON DEVELOPMENT, INC. shall become creditors of PELICAN BOULEVARD, INC.
10. A statement of any changes in the Articles of Incorporation of the surviving corporation, PELICAN BOULEVARD, INC., to be effected by the merger is as follows: NONE.
11. On the effective date of the merger, (1) all shares of Stock of TOMLINSON DEVELOPMENT, INC. owned by PELICAN BOULEVARD, INC. shall be cancelled and all rights in respect thereof shall cease, and (2) treasury shares, and un-issued shares

if any, owned by TOMLINSON DEVELOPMENT, INC., shall be cancelled on the effective date of the merger.

12. PELICAN BOULEVARD, INC. shall maintain a bank account at a financial institution located in the State of Florida to account for any and all financial aspects of the Corporation.

AS TO TOMLINSON DEVELOPMENT, INC.:


Nan Davis Van Every, Sole Shareholder of
TOMLINSON DEVELOPMENT, INC.

Date: 11/15/18

Nan Davis Van Every
Print Name

AS TO PELICAN BOULEVARD, INC.:


NAN DAVIS VAN EVERY, Sole Director and
Sole Shareholder

Date: 11/15/18

Nan Davis Van Every
Print Name

**UNANIMOUS CONSENT OF BOARD OF DIRECTORS
AND SHAREHOLDERS OF PELICAN BOULEVARD, INC.
(APPROVING MERGER WITH TOMLINSON DEVELOPMENT, INC.)**

The undersigned, being the sole Director and Shareholder of PELICAN BOULEVARD, INC., a Florida Corporation (the "Corporation"), does hereby consent to the adoption of the following resolutions pursuant to the provisions of Chapter 607 of the Florida Statutes:

RESOLVED,

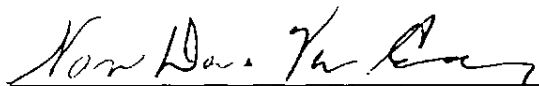
That the sole Director and Shareholder of PELICAN BOULEVARD, INC., approves of the enclosed and attached Articles of Merger (attached hereto as **Exhibit "A"**) with a South Carolina Corporation, TOMLINSON DEVELOPMENT, INC. pursuant to section 607.1105 of the Florida Statutes, when two or more for profit corporations merge; and be it further

RESOLVED,

The sole Director and Shareholder of the Corporation, PELICAN BOULEVARD, INC., has determined that it is advisable, fair to and in the best interests of the Corporation and its sole Shareholder to effect a merger upon the terms and subject to the conditions set forth in the Plan of Merger Agreement pursuant to which TOMLINSON DEVELOPMENT, INC., will merge with and into PELICAN BOULEVARD, INC., and PELICAN BOULEVARD, INC., shall continue as the surviving corporation (the "Merger"), upon the terms and subject to the conditions of the Agreement and Plan of Merger by Tomlinson Development, Inc., and Pelican Boulevard, Inc., dated 11/15, 2018 (the "Plan of Merger Agreement") attached hereto as **Exhibit "B"**.

Execution of this Consent by the undersigned, being all of the Directors and Shareholders, pursuant to Section 607.0704 of the Act, waives any requirement of a formal meeting to conduct the business referred to herein.

NOW, THEREFORE, the undersigned has executed this consent as of the 15th day of November, 2018.



NAN DAVIS VAN EVERY, Sole Director and
Sole Shareholder

**ACTIONS TAKEN BY WRITTEN CONSENT OF THE SOLE SHAREHOLDER OF
TOMLINSON DEVELOPMENT, INC., WITHOUT MEETING
(APPROVING MERGER WITH FLORIDA CORPORATION, PELICAN BOULEVARD,
INC.)**

The undersigned, being the sole Shareholder of TOMLINSON DEVELOPMENT, INC., a South Carolina Corporation (hereinafter, the "Corporation") hereby certifies for the records of the Corporation, pursuant to South Carolina Code Ann., Section 33-7-104, that the sole Shareholder consents to and adopts the following actions in lieu of a meeting:

RESOLVED,

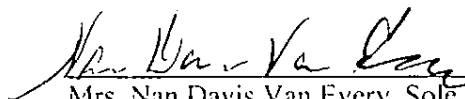
That the sole Shareholder of TOMLINSON DEVELOPMENT, INC., approves of the enclosed and attached Articles of Merger (attached hereto as **Exhibit "A"**) with a Florida Corporation, PELICAN BOULEVARD, INC. pursuant to section 607.1105 of the Florida Statutes, when two or more for profit corporations merge; and be it further

RESOLVED,

That the sole Shareholder of the Corporation, TOMLINSON DEVELOPMENT, INC., has determined that it is advisable, fair to and in the best interests of the Corporation and its sole Shareholder to effect a merger upon the terms and subject to the conditions set forth in the Merger Agreement pursuant to which TOMLINSON DEVELOPMENT, INC., will merge with and into PELICAN BOULEVARD, INC., and PELICAN BOULEVARD, INC. shall continue as the surviving corporation (the "Merger"), upon the terms and subject to the conditions of the Agreement and Plan of Merger by TOMLINSON DEVELOPMENT, INC., and PELICAN BOULEVARD, INC., dated 11/15, 2018 (the "Plan of Merger Agreement") attached hereto as **Exhibit "B"**.

The undersigned, by signing this action taken in lieu of a meeting, evidence the ratification and adoption of the above-listed resolutions.

Dated November 15th, 2018



Mrs. Nan Davis Van Every, Sole Shareholder of
TOMLINSON DEVELOPMENT, INC.

Nan Davis Van Every

Print Name