

P21000046172

Florida Department of State
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**MERGER OR SHARE EXCHANGE
WEST MARINE PRODUCTS - FLORIDA, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	09
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78.75
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**ARTICLES OF MERGER
OF
WEST MARINE PRODUCTS, INC.,
a California corporation
WITH AND INTO
WEST MARINE PRODUCTS - FLORIDA, INC.,
a Florida corporation**

WEST MARINE PRODUCTS, INC., a California corporation (the "Merging Corporation"), and WEST MARINE PRODUCTS - FLORIDA, INC., a Florida corporation (the "Surviving Corporation"), hereby adopt the following Articles of Merger for the purpose of merging the Merging Corporation into the Surviving Corporation (the "Merger").

- FIRST: The name and jurisdiction of the Surviving Corporation is WEST MARINE PRODUCTS - FLORIDA, INC., a Florida corporation.
- SECOND: The name and jurisdiction of the Merging Corporation is WEST MARINE PRODUCTS, INC., a California corporation.
- THIRD: The Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit A.
- FOURTH: The merger shall become effective on the earlier of (i) 12:01 a.m. Eastern Time on June 2, 2021 and (ii) 12:01 a.m. Eastern Time on the date of filing of these Articles of Merger (the "Effective Time").
- FIFTH: The Plan of Merger was adopted by the board of directors and sole shareholder of the Surviving Corporation as June 2, 2021
- SIXTH: The Plan of Merger was adopted by the board of directors and the sole shareholder of the Merging Corporation as of June 2, 2021.

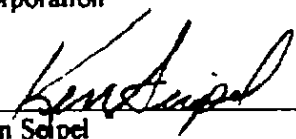
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7/1/21
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03

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the parties in accordance with the requirements of Section 607.1109, *Florida Statutes*, and Chapter 11 of the California Corporation Code as of the 2nd day of June, 2021.

MERGING CORPORATION:

WEST MARINE PRODUCTS, INC.,
a California corporation

By: 
Name: Ken Seipel
Title: President

WEST MARINE PRODUCTS - FLORIDA,
INC., a Florida corporation

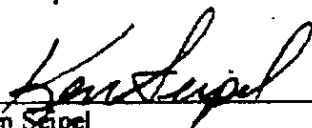
By: 
Name: Ken Seipel
Title: President

EXHIBIT A

PLAN OF MERGER

See attached.

PLAN OF MERGER
OF
WEST MARINE PRODUCTS, INC.,
a California corporation
INTO
WEST MARINE PRODUCTS - FLORIDA, INC.,
a Florida corporation

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act (the "FBCA") and Chapter 11 of the California Corporation Code (the "CCC"), WEST MARINE PRODUCTS, INC., a California corporation (the "Merging Corporation"), and WEST MARINE PRODUCTS - FLORIDA, INC., a Florida corporation (the "Surviving Corporation"), approve and submit the following Plan of Merger to effectuate a merger of the Merging Corporation into the Surviving Corporation (the "Merger"):

ARTICLE I
PLAN OF MERGER

The Plan of Merger of the Merging Corporation into the Surviving Corporation is as follows:

1.1 Parties to the Merger. The name and jurisdiction of formation of each of the constituent entities to the Merger are as follows:

Constituent Entity	Jurisdiction of Formation	Document No./Entity No.
West Marine Products, Inc.	California	C0803061
West Marine Products - Florida, Inc.	Florida	P21000046172

1.2 Surviving Corporation and Name Change. The Merging Corporation shall be merged into the Surviving Corporation, with the Surviving Corporation being the corporation that survives the Merger Corporation.

1.3 Effective Time. The Merger shall become effective at 12:01 a.m. Eastern Time on the Effective Date, as defined below (the "Effective Time").

1.4 Effect of the Merger. At the Effective Time:

(a) The separate corporate existence of the Merging Corporation shall cease and the corporate existence of the Surviving Corporation shall continue as the corporation that survives the Merger.

(b) The Merger will have the effects as to the Surviving Corporation and the Merging Corporation as set forth in the FBCA and CCC, respectively. The title to all real estate and other property, or any interest therein, owned by the Merging Corporation or the Surviving Corporation will be vested in the Surviving Corporation without reversion or impairment.

(c) The Surviving Corporation shall be responsible and liable for all the liabilities and obligations of each of the Merging Corporation and the Surviving Corporation.

(d) Any claim existing or action or proceeding pending by or against the Surviving Corporation may be continued as if the Merger did not occur.

(e) The Surviving Corporation may be substituted in any claim existing, or action or proceeding pending, by or against the Merging Corporation.

(f) Neither the rights of creditors nor any liens upon the property of the Merging Corporation or the Surviving Corporation shall be impaired by the Merger.

(g) No amendment or changes in the Articles of Incorporation of the Surviving Corporation are desired to be affected by this Merger. The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the effectiveness of the Merger shall be the Articles of Incorporation of the Surviving Corporation after the Merger. The Bylaws of the Merging Corporation in effect immediately prior to the effectiveness of the Merger shall be the Bylaws of the Surviving Corporation after the Merger.

(h) The shares (and the rights to acquire shares, obligations, or other securities) of each corporation party to the Merger that are to be converted into shares, rights, obligations, or other securities of the Surviving Corporation or any other corporation or into cash or other property, are converted, and the former holders of the shares are entitled only to the rights provided in Section 1.5 of this Plan of Merger or to their rights under Section 607.1302 of the FBCA or under Chapter 13 of the CCC.

1.5 Effect on Equity.

(a) Each share of the capital stock of the Merging Corporation (the "Merging Corporation Stock") that is issued and outstanding immediately prior to the Effective Time shall no longer be outstanding, shall be canceled and retired, and shall cease to exist, and each holder of Merging Corporation Stock shall cease to have any rights with respect thereto. From and after the Effective Time, each certificate previously evidencing ownership of Merging Corporation Stock shall be null and void.

(b) The shares of capital stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding, shall be unaffected by the Merger and shall continue to be owned by the persons holding such shares immediately prior to the Effective Time.

1.6 Tax Consequences. The sole shareholder of the Merging Corporation and the Surviving Corporation is West Marine, Inc. This Plan of Merger is intended to serve as a Plan of Reorganization for purposes of federal and state tax laws. The parties intend that the Merger qualify as a reorganization pursuant to Section 368(a)(1)(F) of the Code, and this Agreement is the “plan of reorganization” with respect thereto within the meaning of the Treasury Regulations promulgated under Section 368 of the Code.

ARTICLE II EFFECTIVE DATE OF THE MERGER

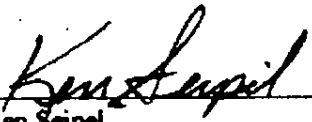
The effective date of the Merger shall be on the earlier of (i) 12:01 a.m. Eastern Time on June 2, 2021 and (ii) 12: 01 a.m. Eastern Time on the date of filing of these Articles of Merger.

ARTICLE III SHAREHOLDER AND BOARD APPROVAL

In accordance with the provisions of the FBCA and the CCC, the Plan of Merger was unanimously approved as of June 2, 2021 by West Marine, Inc., the shareholder of the Merging Corporation and the Surviving Corporation and the board of directors of each of the Merging Corporation and the Surviving Corporation.

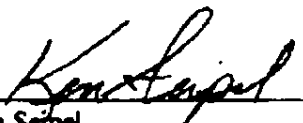
IN WITNESS WHEREOF, this Plan of Merger has been executed in accordance with the requirements of the FBCA and the CCC by the parties as of the 2nd day of June, 2021.

WEST MARINE PRODUCTS, INC.,
a California corporation

By: 
Name: Ken Seipel
Title: President

By: _____
Name: Shane Jones
Title: Secretary

WEST MARINE PRODUCTS - FLORIDA, INC.,
a Florida corporation

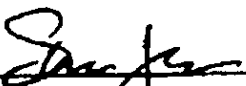
By: 
Name: Ken Seipel
Title: President

By: _____
Name: Shane Jones
Title: Secretary

IN WITNESS WHEREOF, this Plan of Merger has been executed in accordance with the requirements of the FBCA and the CCC by the parties as of the 2nd day of June, 2021.


WEST MARINE PRODUCTS, INC.,
a California corporation

By: _____
Name: Ken Seipel
Title: President

By:  _____
Name: Shane Jones
Title: Secretary

WEST MARINE PRODUCTS - FLORIDA, INC.,
a Florida corporation

By: _____
Name: Ken Seipel
Title: President

By:  _____
Name: Shane Jones
Title: Secretary