

821 000101189

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H23000421424 3)))



H230004214243ABCW

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : HILL WARD HENDERSON
Account Number : 072100000520
Phone : (813)221-3900
Fax Number : (813)200-5995

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

2023 DEC 11 AM 11:03:59

2023 DEC 11 AM 10:42

FILED

MERGER OR SHARE EXCHANGE
Florida Community Water Systems, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

((H23000421424 3)))

**ARTICLES OF MERGER
OF
MERRITT ISLAND UTILITY COMPANY, INC.
WITH AND INTO
FLORIDA COMMUNITY WATER SYSTEMS, INC.**

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 is FLORIDA COMMUNITY WATER SYSTEMS, INC., a Florida corporation, Document Number P21000101189.
- SECOND: The name and jurisdiction of the Merging Corporation is MERRITT ISLAND UTILITY COMPANY, INC., a Florida corporation, Document Number P16000094483.
- THIRD: The Agreement and Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit A.
- FOURTH: The merger shall become effective as 12:01 a.m. on January 1, 2024 (the "Effective Time").
- FIFTH: The Plan of Merger was adopted by the Board of Directors and Shareholders of the Surviving Corporation by written consent effective December 8, 2023 as required by Florida law and its Articles of Incorporation.
- SIXTH: The Plan of Merger was approved and adopted by the Board of Directors and Shareholders of the Merging Corporation by written consent effective December 8, 2023 as required by Florida law and its Articles of Incorporation.

FILED
2023 DEC 11 AM 10:48
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF DALLAS
STATE OF TEXAS

((H23000421424 3)))

((H23000421424 3)))

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the parties in accordance with the requirements of Section 607.1105, *Florida Statutes*, as of December 11, 2023.

**FLORIDA COMMUNITY WATER
SYSTEM, INC.**, a Florida corporation

By: _____
Gary A. Deremer, President

**MERRITT ISLAND UTILITY
COMPANY, INC.**, a Florida corporation

By: _____
Gary A. Deremer, President

FILED

2023 DEC 11 AM 10:43

CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF PALM BEACH, FLORIDA

((H23000421424 3)))

Exhibit A

Plan of Merger

FILED
2023 DEC 11 AM 10:43
CLERK OF COURT
JANUARY 11, 2024

((H23000421424 3)))

((H23000421424 3)))

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER ("Agreement") is entered into effective December 11, 2023, by and between FLORIDA COMMUNITY WATER SYSTEMS, INC., a Florida corporation (the "Surviving Corporation"), and MERRITT ISLAND UTILITY COMPANY, INC, a Florida corporation (the "Merging Corporation").

BACKGROUND

The Merging Corporation and Surviving Corporation desire enter into this Agreement pursuant to which the Merging Corporation will merge with and into the Surviving Corporation pursuant to the terms and subject to the conditions hereof (the "Merger"). After the consummation of the Merger, the parties intend that the separate existence of the Merging Corporation will cease, and the Surviving Corporation will survive and will succeed to and own all of the rights and property and be subject to all of the liabilities of the Merging Corporation. This Agreement is the "plan of merger" as referenced and provided for in Section 607.1101 et seq. of the Florida Business Corporation Act (Chapter 607, *Florida Statutes*)(the "Act").

OPERATIVE TERMS

Parties to the Merger. The name, the jurisdiction, the entity type and the document number of each party to the Merger are as follows:

Name	Jurisdiction	Entity Type	Document No.
Florida Community Water Systems, Inc.	Florida	Corporation	P21000101189
Merritt Island Utility Company, Inc.	Florida	Corporation	P16000094483

2. Merger. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the Act, at the Effective Time (as defined in Section 3 below), the Merging Corporation shall be merged with and into the Surviving Corporation.

3. Effective Date and Time. The parties will cause Articles of Merger complying with the Act (the "Articles of Merger") to be executed and delivered to the Florida Department of State pursuant to the Act, and the Merger shall become effective at such date and time as are set forth in the Articles of Merger (the "Effective Date").

4. Effect of the Merger. As of the Effective Date, as a result of the Merger and without any action on the part of either of the Surviving Corporation or the Merging Corporation:

(a) The separate existence of the Merging Corporation shall cease and the Surviving Corporation shall continue as the surviving entity in the Merger.

((H23000421424 3)))

((H23000421424 3)))

(b) The Merger will have the effects set forth in Section 607.1106 of the Act, and all property, rights, and privileges of each of the parties shall vest in the Surviving Corporation and all debts, liabilities and duties of each of the parties shall become the debts, liabilities and duties of the Surviving Corporation.

(c) The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the effectiveness of the Merger shall continue to serve as the Articles of Incorporation of the Surviving Corporation after the Merger, until thereafter duly amended as provided therein and by applicable law, and the bylaws of the Surviving Corporation, as in effect immediately prior to the effectiveness of the Merger shall continue to serve as the bylaws of the Surviving Corporation after the Merger, until thereafter duly amended as provided therein.

(d) The effect of the Merger on shares of the capital stock (and any rights to acquire such shares, obligations, or other securities) of each party to the Merger is set forth in Section 5 below.

5. Effect on Shares. On the Effective Date, the Merger shall have the following effect on the outstanding shares of the Surviving Corporation and the Merging Corporation, without any action by the holders thereof:

(a) Each share of the capital stock, regardless of par value or class of the Merging Corporation issued and outstanding immediately prior to the Effective Date ("Merging Corporation Stock") will be cancelled and retired and cease to exist.

(b) Any holder of a certificate representing the Merging Corporation Stock, or each person listed on the transfer books of Merging Corporation as owning any such Merging Corporation Stock, will cease to have any rights with respect to such cancelled and retired Merging Corporation Stock.

(c) The Surviving Corporation shall issue to the shareholder of the Merging Corporation the number of shares of the single class of common stock of the Surviving Corporation as is set forth on Exhibit A attached hereto. No fractional shares shall be issued and the shareholder shall receive cash in lieu of any fractional shares of stock. The Merging Corporation hereby acknowledges and agrees that the resulting ownership of the Surviving Corporation from the Merger has been determined by determining the fair value of the Merging Corporation and, by reference to the ownership percentage of the shareholder in the Merging Corporation, calculating the resulting relative ownership percentage of such shareholder in the Surviving Corporation.

6. Governing Law. This Agreement shall be deemed to be made in and in all respect shall be interpreted, construed and governed by and in accordance with the laws of the State of Florida, without regard to the conflict of law principles thereof.

((H23000421424 3)))

FILED
DEC 11 2023
AM 10:53
CLERK OF COURT
JACKSONVILLE, FLORIDA

((H23000421424 3)))

7. Entire Agreement; No Third-Party Beneficiaries. This Agreement (including the documents and instruments referred to herein) (a) constitutes the entire agreement, and supersedes all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter of this Agreement and (b) is not intended to confer upon any person other than the parties any rights or remedies.

8. Further Assurances. The parties shall execute and deliver such further instruments and documents and do such further acts and things as may be required to carry out the intent and purposes of this Agreement.

[Signature page immediately follows]

FILED
2023 DEC 11 AM 10:43
FIDELITY & SECURITY

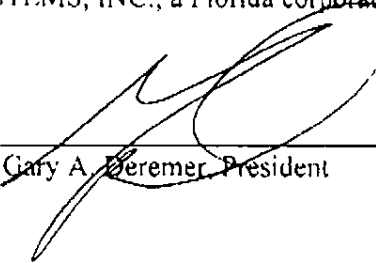
((H23000421424 3)))

((H23000421424 3)))

IN WITNESS WHEREOF, each of the undersigned has caused this Agreement and Plan of Merger to be executed on its behalf by its respective officers thereunto duly authorized, as of the date set forth above.

SURVIVING CORPORATION:

FLORIDA COMMUNITY WATER
SYSTEMS, INC., a Florida corporation

By: 

Gary A. Deremer, President

MERGING CORPORATION:

MERRITT ISLAND UTILITY COMPANY,
INC., a Florida corporation

By: 

Gary A. Deremer, President

FILED
2023 DEC 11 AM 10:43
TALLAHASSEE, FL

((H23000421424 3)))

((H23000421424 3)))

Exhibit A
Issuance of Shares

Shareholder	New Shares Issued
Gary A. Deremer	1,264

FILED
2023 DEC 11 AM 10:43
TALLAHASSEE, FL

((H23000421424 3)))