

P 94000034158

(Requestor's Name)

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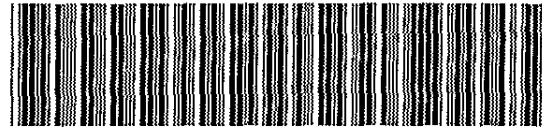
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03 MAR 19 AM 10:28
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TALLAHASSEE, FLORIDA

P94000034158
Mergers NonQual
8P8 3-19-03 AM
*Cert Copy

ReedSmith

Carol A. Soltes • 412.288.3316 • CSoltes@reedsmith.com

March 17, 2003

Florida Secretary of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Palm Beach Yacht Builders, Inc.

Dear Sir:

Enclosed for filing is the original and one copy of Articles of Merger merging Palm Beach Yacht Builders, Inc., a Florida corporation, into Palm Beach Yacht Builders, Inc., a Delaware corporation, along with our check in the amount of \$43.75. Please certify the extra copy of the Articles of Merger and return to my attention.

Very truly yours,



Carol A. Soltes
Senior Paralegal

CAS:djb

Enclosures

435 Sixth Avenue
Pittsburgh, PA 15219
412.288.3131
Fax 412.288.3063

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WESTLAKE VILLAGE

ARTICLES OF MERGER
Merger Sheet

MERGING:

PALM BEACH YACHT BUILDERS, INC., a Florida entity, #P94000034158

INTO

PALM BEACH YACHT BUILDERS, INC., a Delaware entity not qualified in
Florida

File date: March 19, 2003

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Palm Beach Yacht Builders, Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Palm Beach Yacht Builders, Inc.	Florida	P940000034158

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 in the future.)

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 March 12, 2003.

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 March 12, 2003.

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)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Typed or Printed Name of Individual & Title

Builders, Inc. (DE corp.)

J. Ferd Convery III, President

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Palm Beach Yacht Builders, Inc.

Delaware

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Palm Beach Yacht Builders, Inc.

Florida

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TALLAHASSEE, FLORIDA

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

See Exhibit A attached.

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:

See Exhibit A attached.

(Attach additional sheets if necessary)

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

Palm Beach Yacht Builders, Inc., a Florida corporation ("Palm Beach Florida"), will merge into Palm Beach Yacht Builders, Inc., a Delaware corporation ("Palm Beach Delaware"). The Certificate of Incorporation and Bylaws of Palm Beach Delaware will be the Certificate of Incorporation and Bylaws of the surviving corporation. The Board of Directors of the surviving corporation shall consist of those persons who were directors of Palm Beach Delaware immediately prior to the merger, and the officers of the surviving corporation shall be the persons who were officers of Palm Beach Delaware immediately prior to the merger.

Upon the effective date of the merger, all the property, rights, privileges, licenses, registrations and other assets of every kind and description of Palm Beach Florida shall be transferred to and vested in Palm Beach Delaware without further act or deed. Palm Beach Florida will execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as may be necessary or desirable in order to vest in and transfer to Palm Beach Delaware title to and possession of any property of Palm Beach Florida acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof.

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:

Upon the effective date of the merger (a) the shares of capital stock of Palm Beach Delaware issued and outstanding immediately prior to the merger shall remain outstanding, without change therein by reason of the merger; (b) each share of capital stock of Palm Beach Florida issued and outstanding immediately prior to the merger shall, by virtue of the merger and without any action on the part of the holder thereof, be deemed retired and cancelled without necessity of further action.