

P9500080114

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

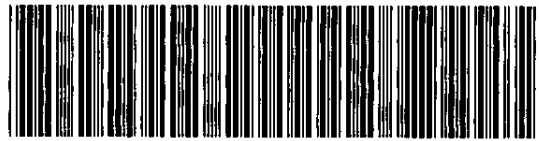
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12/03/09--01017--026 **70.00

EFFECTIVE DATE
12/3/09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 DEC 18 PM 4:30

FILED

Mirger

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Palm Beach Yachts International, 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:

Donna MacPhail

Contact Person

Palm Beach Yachts International, Inc.

Firm/Company

4220 Broadway

Address

West Palm Beach, Florida 33407

City/State and Zip Code

donna@pbyintl.com

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

For further information concerning this matter, please call:

Donna MacPhail

Name of Contact Person

At (561)

863-0082

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 9, 2009

DONNA MACPHAIL
PALM BEACH YACHTS INTERNATIONAL, INC.
4220 BROADWAY
WEST PALM BEACH, FL 33407

SUBJECT: PALM BEACH YACHTS INTERNATIONAL, INC.
Ref. Number: P95000080114

We have received your document for PALM BEACH YACHTS INTERNATIONAL, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The merger should include 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.

✱ PLEASE BE MORE SPECIFIC ON THE TERMS AND CONDITIONS OF THE MERGER.

See Terms & Conditions on Plan of Merger

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) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

Letter Number: 909A00037542

RECEIVED

DEC 18 AM 8:00

TARY-DEPT OF STATE
ASSET FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

EFFECTIVE DATE
12-31-09

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)
<u>Palm Beach Yachts International, Inc.</u>	<u>Florida</u>	<u>P95000080114</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Atlantic Building Maintenance Group, Inc.</u>	<u>Florida</u>	<u>P03000043786</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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2009 DEC 18 PM 4:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 12 / 31 / 2009 (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.)

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 12/1/2009.

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 12/1/2009.

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)

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:

Name

Jurisdiction

Palm Beach Yachts International, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Atlantic Building Maintenance Group, Inc.

Florida

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

On December 31, 2009 Atlantic Building Maintenance Group, Inc. will be merged into Palm Beach Yachts International, Inc. Palm Beach Yachts International, Inc. will be the surviving entity.

* All of the outstanding shares of Atlantic Building Maintenance Group Inc. which total 100 shares are to be exchanged for one Common share in Palm Beach Yachts International, Inc.
(1)

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:

The shareholders of Atlantic Building Maintenance Group, Inc. will receive no consideration as a result of the merger.

(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:

Not Applicable

OR

Restated articles are attached:

Not Applicable

Other provisions relating to the merger are as follows:

Not Applicable

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Palm Beach Yachts

International, Inc.

Donna M. MacPhail

Donna M. MacPhail, President

Atlantic Building Maintenance

Group, Inc.

[Signature]

Duane C. MacPhail, President