

5/15/2020

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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MERGER OR SHARE EXCHANGE
SOUTH SEAS HOTEL CORP.

Certificate of Status	0
Certified Copy	0
Page Count	11
Estimated Charge	\$70.00

2020 MAY 15 AM 9:40
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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MAY 21 2020

ARTICLES OF MERGER

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
South Seas Hotel Corp.	FL	Corporation	

SECOND: The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
The National Hotel Corp.	FL	Corporation	
793-54757			

THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

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ALL INFORMATION
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FOURTH: Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☐ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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.

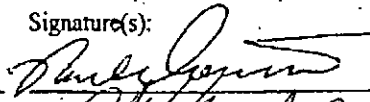
NINTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

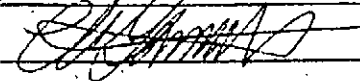
Typed or Printed
Name of Individual:

The National Hotel Corp.



Paul Doucette

South Seas Hotel Corp.



Thomas C. Glassie

Corporations:

General partnerships:

Florida Limited Partnerships:

Non-Florida Limited Partnerships:

Limited Liability Companies:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

Signature of a general partner or authorized person

Signatures of all general partners

Signature of a general partner

Signature of an authorized person

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Exhibit A

Plan of Merger

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

PLAN OF MERGER

This PLAN OF MERGER is made and entered into on this 13th day of May, 2020, by and between The National Hotel Corp., a Florida corporation ("Parent"), and South Seas Hotel Corp., a Florida corporation ("Subsidiary"). Parent and Subsidiary hereinafter are sometimes referred to as the "Constituent Entities."

WHEREAS, Parent is the owner of 90% of the outstanding capital stock of Subsidiary;

WHEREAS, Section 607.1104 of the Florida Business Corporation Act (the "Act") authorizes a parent corporation owning at least 80% of the shares of a corporation or corporations to merge itself with such corporation:

WHEREAS, Parent and Subsidiary desire to effect a merger of Parent with and into Subsidiary, with Subsidiary surviving such merger, in a manner which conforms to Section 607.1104 of the Act:

WHEREAS, the Board of Directors and shareholders of Parent have each approved the provisions of this Plan of Merger and the consummation of the Merger; and

WHEREAS, the Board of Directors and shareholders of Subsidiary have each approved the provisions of this Plan of Merger and the consummation of the Merger.

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree as follows:

1. The Merger. Subject to the terms and conditions of this Plan of Merger, at the Effective Time (as defined in Section 2 of this Plan of Merger), Parent shall merge with and into Subsidiary in accordance with Section 607.1104 of the Act (the "Merger"). The separate corporate existence of Parent shall thereupon cease and Subsidiary shall be the surviving corporation of the Merger (the "Surviving Corporation").

2. Effective Time. The Merger shall become effective on the date and time that the filing of the Articles of Merger is accepted by the Florida Department of State (the "Effective Time").

3. Effect of the Merger. Upon the Effective Time: (i) Parent and the Subsidiary shall become a single corporation and the separate existence of Parent shall cease; (ii) the Surviving Corporation shall succeed to and possess all of the rights, privileges, powers and immunities of Parent which, together with all of the assets, properties, business, patents, trademarks, and goodwill of Parent, of every type and description wherever located, real, personal or mixed, whether tangible or intangible, including without limitation, all accounts receivable, banking accounts, cash and securities, claims and rights under contracts, and all books and records relating to Parent shall vest in the Surviving Corporation without further act or deed and the title to any real property or other property vested by deed or otherwise in Parent shall not revert or in any way be impaired by reason of the Merger; (iii) all rights of creditors and all liens upon any property of

the Constituent Entities shall be unimpaired; (iv) the Surviving Corporation shall be subject to all the contractual restrictions, disabilities and duties of the Constituent Entities and all debts, liabilities and obligations of the respective Constituent Entities shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and obligations had been incurred or contracted by it; provided, however, that nothing herein is intended to or shall extend or enlarge any obligation or the lien of any indenture, agreement or other instrument executed or assumed by the Constituent Entities; and (v) without limitation of the foregoing provisions of this Section 3, all corporate acts, plans, policies, contracts, approvals and authorizations of the Constituent Entities, their respective Boards of Directors, committees elected or appointed by the Boards of Directors, officers and agents, which were valid and effective and which did not have terms expressly requiring termination by virtue of the Merger, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation as they were with respect to the Constituent Entities.

4. Articles of Incorporation, By-Laws and Directors and Officers.

(a) On and after the Effective Time, the Articles of Incorporation of the Subsidiary, as in effect immediately prior to the Effective Time, shall not be amended in any respect by reason of the Merger and said Articles shall be the Articles of Subsidiary as the Surviving Corporation, until altered, amended, or repealed in accordance with the laws of the State of Florida.

(b) On and after the Effective Time, the By-laws of the Subsidiary, as in effect immediately prior to the Effective Time, shall be the By-laws of the Subsidiary, as the Surviving Corporation, until altered, amended, or repealed in accordance with the By-laws and the laws of the State of Florida.

(c) On and after the Effective Time, until changed in accordance with the Articles of Incorporation and By-laws of the Surviving Corporation, (i) the directors of Subsidiary immediately prior to the Effective Time shall be the directors of the Surviving Corporation and (ii) the officers of Subsidiary immediately prior to the Effective Time shall be the officers of the Surviving Corporation.

5. Manner and Basis of Converting Shares. At the Effective Time, the shares of capital stock of Parent will be treated as follows:

(a) Each share of common stock of Parent issued and outstanding immediately prior to the Effective Time will, automatically and without further act of Parent, the Surviving Corporation, or any holder thereof, be converted into the right to receive that number of shares of the Surviving Corporation indicated below, which represents such holder's pro rata portion of the shares of common stock of the Subsidiary held by Parent immediately prior to the Effective Time:

<u>Parent Shareholder</u>	<u>Number of Parent Shares Prior to the Merger</u>	<u>Number of Surviving Corporation Shares to be Received in Merger</u>
Elizabeth Doucette	50	28.125 shares
Paul Doucette	50	28.125 shares
Thomas C. Glassie	60	33.75 shares

(b) Each share of common stock of Subsidiary held by Parent immediately prior to the Effective Time will, automatically and without further act of Subsidiary or the Surviving Corporation, be cancelled and cease to exist;

(c) Any shares of capital stock of Parent held by Parent in the treasury immediately prior to the Effective Time will, automatically and without further act of Parent, Subsidiary or the Surviving Corporation, be cancelled and cease to exist;

(d) Each person who, as a result of the Merger, holds one or more certificates representing one or more shares of common stock of Parent may surrender any such certificate to the Surviving Corporation; and

(e) At the Effective Time, all of the shares of capital stock of the Surviving Corporation issued or outstanding immediately before the Effective Time will continue to be issued and outstanding, other than the shares held by Parent which shall be cancelled pursuant to Section 5(b).

6. Appraisal Rights. The shareholders of Subsidiary who, except for the applicability of Section 607.1104 of the Act, would be entitled to vote and who dissent from the Merger in accordance with Section 607.1321 of the Act, may be entitled, if they comply with the provisions of the Act regarding appraisal rights, to be paid the fair value of their shares of Common Stock of the Subsidiary.

7. Miscellaneous.

(a) Entire Agreement. This Plan of Merger contains the entire agreement between the parties with respect to the Merger, and supersedes all prior agreements, written or oral, with respect thereto.

(b) Termination and Amendments. Anything in this Plan of Merger or elsewhere to the contrary notwithstanding, this Plan of Merger and the Merger contemplated hereby may be abandoned by the parties by an appropriate act of a duly authorized representative thereof, at any time prior to the Effective Time. This Plan of Merger may be amended in any respect by the mutual agreement of Parent and Subsidiary without the approval of their respective shareholders unless the Act requires that such amendment be approved by such shareholders.

(c) Governing Law. This Plan of Merger shall be governed and construed in accordance with the laws of the State of Florida without regard to its conflicts of law provisions.

(d) Headings. The headings in this Plan of Merger are for reference purposes only and shall not in any way affect the meaning or interpretation of this Plan of Merger.

(e) Severability of Provisions. The invalidity or unenforceability of any term, phrase, clause, paragraph, restriction, covenant, agreement or other provision of this Plan of Merger shall in no way affect the validity or enforcement of any other provision or any part thereof.

(f) Further Assurances. Each party further agrees to use its reasonable best efforts to ensure that the purposes of this Plan of Merger (and any related documents and agreements referred to herein) are realized and to take such further actions or steps, and execute and deliver (and, as appropriate, file) such further documents, certificates, instruments and agreements, as are reasonably necessary to implement the provisions of this Plan of Merger.

(g) Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document.

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RECORDED & FILED
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first above written.

THE NATIONAL HOTEL CORP.,
a Florida corporation

By: 

Paul Doucette, Treasurer

SOUTH SEAS HOTEL CORP.,
a Florida corporation

By: _____

Thomas C. Glassie, President

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IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first above written.

THE NATIONAL HOTEL CORP.,
a Florida corporation

By: _____
Paul Doucette, Treasurer

SOUTH SEAS HOTEL CORP.,
a Florida corporation

By: 
Thomas C. Glassie, President

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