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(Requestor's Name)

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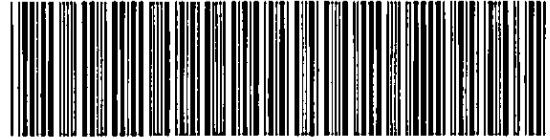
(Business Entity Name)

(Document Number)

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SECTION OF STATE
TALLAHASSEE, FL

2022 OCT -5 PM 5:41

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11/9/2023

KEABLE & BROWN, PA

109 Laurens Road, Bldg. 2, Ste A.

Greenville, SC 29607

Office: (864) 250-4000 Fax: (864) 250-4004

Email: Kim@keablelaw.com Website: www.keablelaw.com

Kimberly W. Keable

P. Ryan Brown

Amendment Section
Division of Corporations
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

SUBJECT: Waterfront Capital Inc.

The enclosed Articles of Merger and fee are submitted for filing. Please return all correspondence concerning this matter to following:

Kimberly W. Keable, Esq.
Keable & Brown, PA
109 Laurens Rd. Ste 2A
Greenville, SC 29607
chrishoward@waterfrontcapital.com

For further information concerning this matter, please call: Chris Howard 954-629-7240

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
Waterfront Capital Inc.	South Carolina	

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
Waterfront Capital Inc.	Florida	P96000099615

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 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 10/4/2022.

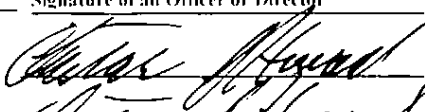
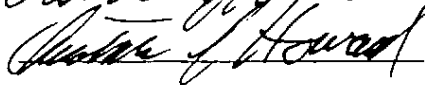
The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

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 10/4/2022.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Waterfront Capital Inc., FL Corp		Christopher J. Howard, President
Waterfront Capital Inc., SC Statutory Close Corp		Christopher J. Howard, President

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SECRETARY OF STATE
TALLAHASSEE, FL

STATE OF SOUTH CAROLINA)
) **UNANIMOUS CONSENT OF SHAREHOLDERS**
COUNTY OF GREENVILLE)

WHEREAS, the undersigned hereby certifies that he is the Sole Shareholder of Waterfront Capital Inc., a South Carolina Statutory Close Corporation (the "Corporation");

WHEREAS, the Sole Shareholder desires to merge the Corporation with Waterfront Capital Inc., a Florida Corporation, for the purpose of continued business in South Carolina;

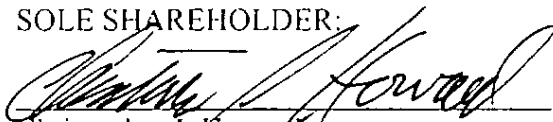
NOW THEREFORE, the undersigned hereby consent to the adoption of the following resolutions:

RESOLVED, that the Corporation shall be merged with Waterfront Capital Inc., a Florida Corporation, pursuant to the terms of the Agreement and Plan of Merger dated October 4, 2022, attached hereto as EXHIBIT A. RATIFIED AND APPROVED.

RESOLVED, that the surviving corporation shall be Waterfront Capital Inc., a South Carolina Statutory Close Corporation and the principal place of business for the resulting Corporation shall be 25 Paddington Avenue, Greenville, SC 29609.

WITNESS the hands and seals of the undersigned this 4th day of October, 2022.

SOLE SHAREHOLDER:



Christopher J. Howard

AGREEMENT AND PLAN OF MERGER

This is Agreement and Plan of Merger between Waterfront Capital Inc., a South Carolina statutory close corporation, having its principal place of business at 25 Paddington Avenue, Greenville, SC 29609 (the "Surviving Corporation") and Waterfront Capital Inc., a Florida corporation, having its principal place of business at 1617 South Ocean Drive Fort Lauderdale, FL 33316 (the "Merging Corporation").

WITNESSETH

WHEREAS, the Surviving Corporation is a statutory close corporation duly organized and existing under the laws of the State of South Carolina and is authorized to issue 1000 shares of Common Stock and 1,000 shares of Common Stock are issued and outstanding;

WHEREAS, the Merging Corporation is a corporation duly organized and existing under the laws of the State of Florida and is authorized to issue 10,000 shares of Common Stock and 100 shares of Common Stock are issued and outstanding;

WHEREAS, the Merging Corporation and the Surviving Corporation desire to merge;

WHEREAS, the Merging Corporation and the Surviving Corporation are owned by the same Sole Shareholder, Christopher J. Howard, who has adopted resolutions for both the Merging Corporation and the Surviving Corporation approving this Agreement and Plan of Merger;

NOW THEREFORE, in consideration of the mutual agreements contained herein and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Merger. The Merging Corporation shall be merged into the Surviving Corporation and the Surviving Corporation shall continue to be governed under the laws of the State of South Carolina and have a principal place of business at 25 Paddington Avenue, Greenville, SC 29609. The separate existence of the Merging Corporation shall cease upon the Effective Date as defined below. The merger of the Merging Corporation and the Surviving Corporation hereinafter referred to as the "Merger."

2. Merger Approval. As soon as practical after the execution of this Agreement and Plan of Merger, the Merging Corporation and the Surviving Corporation shall submit this Agreement and Plan of Merger to their respective shareholders for approval.

3. Effective Date. The Merging Corporation and the Surviving Corporation shall file articles of merger with the Florida Secretary of State and the South Carolina Secretary of State with respect to the Merger and the Merger shall become effective upon the filing of such articles of merger (the "Effective Date") in accordance with the applicable law.

4. Common Stock of the Merging Corporation. On the Effective Date, by virtue of the Merger and without any further action, each share of Common Stock of the Merging Corporation shall cease to exist and shall be changed and converted to Common Stock in the Surviving Corporation representing the equivalent percentage of ownership as held in the Merging Corporation.

5. Terms of Merger. The terms and conditions of the Merger are as follows:

- a. As of the Effective Date, the name of the Surviving Corporation shall be and remain "Waterfront Capital Inc., a South Carolina statutory close corporation."
- b. As of the Effective Date, the Articles of Incorporation of Waterfront Capital Inc., a South Carolina statutory close corporation, shall be and remain the Articles of the Surviving Corporation.
- c. As of the Effective Date, the Shareholder Agreement of Waterfront Capital Inc., a South Carolina statutory close corporation, shall be and remain the Shareholder Agreement of the Surviving Corporation.
- d. As of the Effective Date, the officers of the Surviving Corporation shall be the officers of Waterfront Capital Inc., a South Carolina statutory close corporation, holding office immediately prior to the Effective Date, who shall hold office in accordance with the Shareholder's Agreement for the Surviving Corporation.
- e. As of the Effective Date, there will be no board of directors.
- f. From and after the Effective Date, the Surviving Corporation shall succeed to all rights, privileges, debts, liabilities, powers and property in the Merging Corporation. Upon the Effective Date, all property, real, personal and mixed, including but not limited to franchises, privileges, patents, trademarks, licenses, registrations, and other assets of every kind and description of the Merging Corporation shall be transferred to and vested in the Surviving Corporation without further act or deed and all property, rights and every other interest of the Merging Corporation and the Surviving Corporation shall be as effectively the property of the Surviving Corporation as they were of the Merging Corporation and the Surviving Corporation, respectively. All rights of creditors of the Merging Corporation and all liens upon any property of the Merging Corporation shall be preserved, unimpaired, and all debts, liabilities and duties of the Merging Corporation shall attach to the Surviving Corporation and may be enforced against the Surviving Corporation.
- g. Notwithstanding anything herein to the contrary, this Agreement of Plan and Merger may be abandoned or amended by mutual consent of the Merging

Corporation and the Surviving Corporation, as evidenced by appropriate resolutions of their respective shareholders, at any time prior to the filing of the articles of merger.

- h. This Agreement and Plan of Merger shall in all respects be governed by, and construed in accordance with, the substantive federal laws of the United States and the laws of the State of South Carolina. The Merging Corporation and the Surviving Corporation hereby irrevocably submit to the jurisdiction of any court of competent jurisdiction located in Greenville County, South Carolina in any action or proceeding arising out of or relating to this Agreement and hereby irrevocably agree that all claims in respect of such action or proceeding shall be heard and determined in by a court of competent jurisdiction located in Greenville County, South Carolina. This provision shall survive the Merger contemplated by this Agreement.
- i. This Agreement and Plan of Merger may be executed in counterparts, and all such executed counterparts shall constitute the same agreement. It shall be necessary to account for only one such counterpart in proving this Agreement.

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement and Plan of Merger is executed this 4th day of October, 2022.

WATERFRONT CAPITAL INC., a South Carolina statutory close corporation

By: 
Christopher J. Howard, President

WATERFRONT CAPITAL INC., a Florida Corporation

By: 
Christopher J. Howard, President