

P97 00000 6031

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

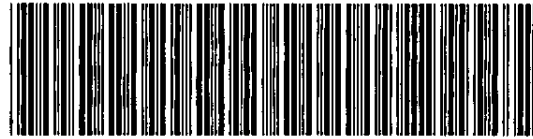
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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21 NOV -3 AM 5:00
1-10-16-1000A

NOV 07 2016

C. CARROTHERS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: T.O.M.S. ENTERPRISES OF NORTH FLORIDA, INC.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Thomas F. Vogt

Contact Person

STS Group

Firm/Company

3565 Cardinal Point Drive

Address

Jacksonville, FL 32257

City, State and Zip Code

tom@stsgroup.com

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

For further information concerning this matter, please call:

Tom Vogt

at (904)

448-8816

Name of Contact Person

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

RECEIVED
CLERK OF STATE
TALLAHASSEE, FLORIDA
2016 NOV - 3 AM 9:00

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|----------------------------------|---------------------|--|
| Total Ocean Marine Services Inc. | FL | Corporation 6642-75 |
| Cardinal Point Investments LLC | FL | Limited Liability Company 214 11316 |
| | | |
| | | |

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|---|---------------------|-----------------------------|
| T.O.M.S. Enterprises of North Florida, Inc. | FL | Corporation 797 6031 |

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the 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:

December 31, 2016

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.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

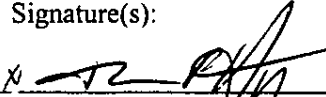
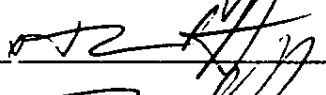
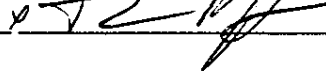
N/A

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s): | Typed or Printed Name of Individual: |
|---|--|---|
| Total Ocean Marine Services Inc. |  | Thomas F. Vogt |
| Cardinal Point Investments LLC |  | Thomas F. Vogt |
| T.O.M.S. Enterprises of North Florida, Inc. |  | Thomas F. Vogt |
| | | |

| | |
|-----------------------------------|--|
| Corporations: | Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i> |
| General Partnerships: | Signature of a general partner or authorized person |
| Florida Limited Partnerships: | Signatures of all general partners |
| Non-Florida Limited Partnerships: | Signature of a general partner |
| Limited Liability Companies: | Signature of a member or authorized representative |

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|----------------------------------|---------------------|---------------------------|
| Total Ocean Marine Services Inc. | FL | Corporation |
| Cardinal Point Investments LLC | FL | Limited Liability Company |
| | | |
| | | |

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|---|---------------------|-------------------------|
| T.O.M.S. Enterprises of North Florida, Inc. | FL | Corporation |

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

Upon the Effective Date of December 31, 2016 at 11:59pm, the merger shall be effective.

Total Ocean Marine Services Inc. and Cardinal Point Investments LLC (the "Merging Entities") shall be merged with T.O.M.S. Enterprises of North Florida, Inc. (the "Surviving Entity") and the identity, existence, rights, privileges, powers, franchises, properties and assets of the Surviving Entity shall continue unaffected and unimpaired by the Merger and shall be vested in the Surviving Entity. The identity and separate existence of the Merging Entities shall cease, and all of the rights, privileges, powers, franchises, properties and assets owned by them shall be vested in the Surviving Entity.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

All interest, shares, obligations or securities of the Merging Entities are solely vested in Thomas F. Vogt

and shall become interest, shares, obligations or securities of the Surviving Entity and shall also

be vested solely in Thomas F. Vogt.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The Merging Entities and Surviving Entity are solely owned by Thomas F. Vogt and no right of acquisition exists in any other party.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

N/A

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

N/A

(Attach additional sheet if necessary)