

P98000008103

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

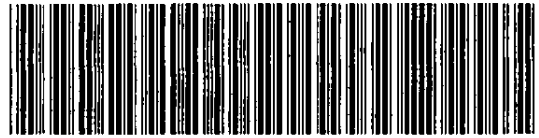
(Document Number)

Certified Copies _____

Certificates of Status _____

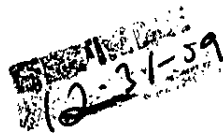
Special Instructions to Filing Officer:

Office Use Only



700163879987

12/28/09 --01032-- 022 **70.00



Morgan

FILED
09 DEC 28 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Roberts DEC 31 2009

Roberts DEC 31 2009

CHRISTOPHER B. WALDERA, P.A.

ATTORNEY AT LAW
11300 OVERSEAS HIGHWAY, SUITE ONE
MARATHON, FLORIDA 33050
TELEPHONE (305) 289-2223
FACSIMILE (305) 289-2249
email cwaldera@aol.com

December 23, 2009

SENT VIA COURIER

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

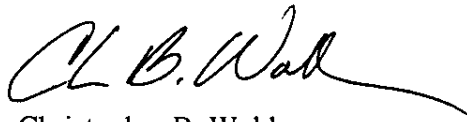
Gentlemen:

Re: Ocean Landing, Inc. Articles of Merger

Enclosed is an original Articles of Merger of Wm. Murphy Demolition and Salvage, Inc., a Michigan corporation, with and into Ocean Landing, Inc., a Florida corporation. Also enclosed is a check made payable to the Florida Department of State in the amount of \$70.00 to cover the applicable filing fees.

Please process the enclosed Articles of Merger and stamp the enclosed copy and return it to the undersigned in the enclosed envelope. If you have any questions, or require anything further with respect to the foregoing, please call me.

Very truly yours,



Christopher B. Waldera

CBW/MSA

Encs.

62-31-09

ARTICLES OF MERGER
OF WM. MURPHY DEMOLITION AND SALVAGE CO.
WITH AND INTO
OCEAN LANDING, INC.

In accordance with section 607.1107, Florida Statutes and section 450.1735, Michigan Compiled Laws, OCEAN LANDING, INC., a Florida corporation ("Acquiring Corporation") and WM. MURPHY DEMOLITION AND SALVAGE CO., an Michigan corporation ("Target Company"), jointly referred to hereinafter as the merging entities, hereby adopt the following Articles of Merger:

ARTICLE I

The exact name, street address of its principal office, jurisdiction and entity type for merging party are as follows:

| | <u>Name and Street Address</u> | <u>Jursidiction</u> | <u>Entity Type</u> |
|----|---|---------------------|--------------------|
| 1. | WM. MURPHY DEMOLITION AND SALVAGE CO. 1169 Peregrine Way Weston, Florida 33327 | Michigan | Corporation |

Michigan Document/Registration Number: 363214

| | | | |
|----|--|---------|-------------|
| 2. | OCEAN LANDING, INC. 400 6 TH Street Key Colony Beach, Florida 33051 | Florida | Corporation |
|----|--|---------|-------------|

Florida Document/Registration Number: P98000008103

ARTICLE II

The exact name, street address of its principal office, jurisdiction and entity type of the surviving party is as follows:

FILED
09 DEC 28 AM 9:14
CLERK OF STATE
TALLAHASSEE, FLORIDA

| <u>Name and Street Address</u> | <u>Jursidiction</u> | <u>Entity Type</u> |
|--|---------------------|--------------------|
| OCEAN LANDING, INC. 400 6 TH Street Key Colony Beach, Florida 33051 | Florida | Corporation |

Florida Document/Registration Number: P98000008103

ARTICLE III

The attached Plan of Merger meets the requirements of section 607.1107, Florida Statutes, and was approved by each Florida domestic corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes. The Plan of Merger was adopted by the shareholders of the surviving corporation on December 23, 2009.

The attached Plan of Merger meets the requirements of section 450.1735, Michigan Compiled Laws, and was approved by each Michigan domestic corporation that is a party to the merger in accordance with the Michigan Business Corporation Act. The Plan of Merger was adopted by the shareholders of the merging corporation on December 23, 2009.

ARTICLE IV

Each Corporation that is a party to the merger has the following number of shares outstanding, shares entitled to vote and the number of shares voted for and against the merger:

| <u>Entity</u> | <u>No. Shares Outstanding & Entitled to Vote</u> | <u>Shares Voted for Merger</u> | <u>Shares Voted Against Merger</u> |
|--|--|------------------------------------|--|
| WM. MURPHY DEMOLITION AND SALVAGE CO. | 9,235 | 9,235 | 0 |
| OCEAN LANDING, INC. | 100 | 100 | 0 |

ARTICLE V

If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each Florida

domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

If not incorporated, organized or otherwise formed under the laws of the State of Michigan, the surviving entity hereby appoints the Michigan Commissioner of Commerce, Community and Economic Development as its agent to accept service of process pursuant to Section 10.06.175, Michigan Statutes, in any proceeding to enforce any obligation of each Michigan domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger and to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each Michigan domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

ARTICLE VI

If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity agrees to 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 section 607.1302, Florida Statutes.

If not incorporated, organized or otherwise formed under the laws of the State of Michigan, the surviving entity 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 the Michigan Corporations Code.

ARTICLE VII

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

ARTICLE VIII

The merger shall become effective as of December 31, 2009.

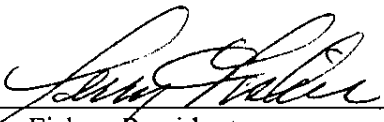
ARTICLE IX

The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

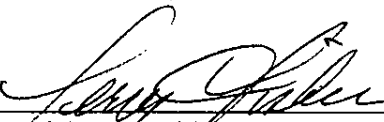
ARTICLE XI

Signatures for each party:

WM. MURPHY DEMOLITION AND
SALVAGE CO.

By 
Terry Fisher, President

OCEAN LANDING, INC.

By 
Terry Fisher, President

PLAN OF MERGER
OF WM. MURPHY DEMOLITION AND SALVAGE CO.
WITH AND INTO
OCEAN LANDING, INC.

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with section 607.1107 and is being submitted in accordance with section 607.1107, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> |
|--|---------------------|
| WM. MURPHY DEMOLITION AND SALVAGE CO. | Michigan |
| OCEAN LANDING, INC. | Florida |

SECOND: The exact name and jurisdiction of the surviving party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> |
|---------------------|---------------------|
| OCEAN LANDING, INC. | Florida |

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

A. On the effective date of the Merger, WM. MURPHY DEMOLITION AND SALVAGE CO. shall be merged with and into OCEAN LANDING, INC. After such Merger, OCEAN LANDING, INC. will be the surviving party and the separate existence and identity of WM. MURPHY DEMOLITION AND SALVAGE CO. shall cease to exist.

B. At the Effective Date of the Merger:

1. The OCEAN LANDING, INC. (the "Surviving Party") shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of WM. MURPHY DEMOLITION AND SALVAGE CO. (the "Target Entity");

2. All and singular, the rights, privileges, powers, and franchises of Target Entity, and all property, real, personal, and mixed, and all debts due to Target Entity on whatever account, as well for stock subscriptions and all other things in action or belonging to Target Entity, shall be vested in the Surviving Party without further act or deed;

3. All property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Party as they were of Target Entity, and the title to any real estate vested by deed or otherwise, under the laws of the State of Florida or any other jurisdiction, in Target Entity, shall not revert or be in any way impaired;

4. All rights of creditors and all liens upon any property of Target Entity shall be preserved unimpaired, and all debts, liabilities, and duties of Target Entity shall thenceforth attach to the Surviving Party and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it.

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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

1. At the Effective Date of the Merger, each share of the Target Entity on the Effective Date and all rights in respect thereof shall, by virtue of the Merger and without any action on the part of the Shareholders, be converted into one (1) share of the presently authorized and unissued shares of the common stock of the Surviving Party (the "Surviving Party Common Stock"); provided that no fractional share of Surviving Party Common Stock shall be issued or exchanged for interests of the Target Entity. Notwithstanding the foregoing, each interest of Target Entity held by the Surviving Party shall, by virtue of the Merger and without any action on the part of the Surviving Party, be canceled simultaneously with the effectiveness of the Merger.

2. The Articles of Incorporation of the Surviving Party as in effect on the Effective Date shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Party until changed or amended as provided by law.

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

N/A

FIFTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any relating to the merger:

The "Effective Date" of the Merger shall be December 31, 2009.