

P98UW047137

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(Business Entity Name)

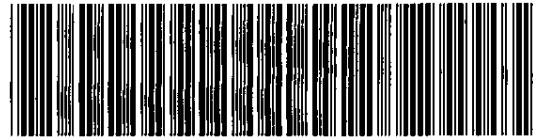
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EFFECTIVE DATE
11-12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 DEC 21 PM 1:31

FILED

Meza
12-21-11

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Southern Exposure Associates, 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:

John J. Wolfe
Contact Person

John J. Wolfe, P.A.
Firm/Company

2955 Overseas Highway
Address

Marathon, FL 33050
City/State and Zip Code

bruce@marathonboatyard.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John Wolfe At (305) 743-9858
Name of Contact Person 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

ARTICLES OF MERGER
(Profit Corporations)

EFFECTIVE DATE
1-1-12

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>
<u>Southern Exposure Associates, Inc.</u>	<u>Florida</u>	<u>P98000047137</u>

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
<u>Marathon Boat Yard, Inc.</u>	<u>Florida</u>	<u>P99000039412</u>
<u>Marathon Boat Yard Diesel, Inc.</u>	<u>Florida</u>	<u>P99000065113</u>
<u>Key Largo PYM, Inc.</u>	<u>Florida</u>	<u>P05000071788</u>

THIRD: The Plan of Merger is attached.

FOURTH: The effective date of the merger is January 1, 2012.

FIFTH: Adoption of Merger by surviving corporation – The Plan of Merger was adopted by the sole shareholder of the surviving corporation on December 19, 2011

SIXTH: Adoption of Merger by merging corporations – The Plan of Merger was adopted by the sole shareholder of Marathon Boat Yard, Inc., the sole shareholder of Key Largo PYM, Inc., and by the shareholders of Marathon Boat Yard Diesel, Inc. on December 19, 2011

SEVENTH: Signature(s) for Each Corporation:

Name of Corporation:

Signature and name/title of Officer:

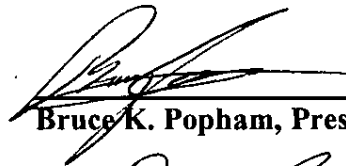
Southern Exposure Associates, Inc.


Bruce K. Popham, President

Marathon Boat Yard, Inc.

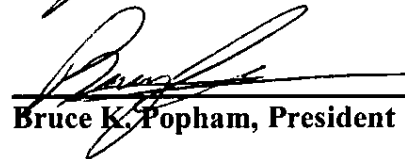

Bruce K. Popham, President

Marathon Boat Yard Diesel, Inc.



Bruce K. Popham, President

Key Largo PYM, Inc.



Bruce K. Popham, President

PLAN OF MERGER

(Non Subsidiaries)

The following Plan of Merger is submitted in compliance with Section 607.1101, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Southern Exposure Associates, Inc.</u>	<u>Florida</u>

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Marathon Boat Yard, Inc.</u>	<u>Florida</u>
<u>Marathon Boat Yard Diesel, Inc.</u>	<u>Florida</u>
<u>Key Largo PYM, Inc.</u>	<u>Florida</u>

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

Marathon Boat Yard, Inc., Marathon Boat Yard Diesel, Inc., and Key Largo PYM, Inc. shall be merged into Southern Exposure Associates, Inc. effective January 1, 2012. The last day of business for Marathon Boat Yard, Inc., Marathon Boat Yard Diesel, Inc., and Key Largo PYM, Inc. as separate corporations shall be December 31, 2011. The officers and directors of Southern Exposure Associates, Inc. will be the officers and directors after the merger.

FOURTH:

The manner and basis of converting the shares of each corporation into the shares of the surviving corporation are as follows:

All shares of stock held by the shareholders of Marathon Boat Yard, Inc., Marathon Boat Yard Diesel, Inc., and Key Largo, PYM, Inc. on the effective date of the merger will be cancelled and each such shareholder will be issued shares of stock of the surviving corporation in proportion to the value that each such shareholders interest in the merging corporations prior to the merger bears to the value of the surviving corporation after the merger. No other rights or obligations to be converted exist.