

198000072569

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

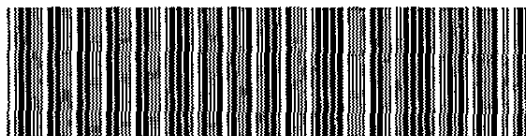
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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08/31/06--01012--002 **113.75

06 AUG 31 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Ps 9/6/06
Mejor

OK PORG

GENERAL CIVIL PRACTICE

WITH EMPHASIS ON:

COMMERCIAL LITIGATION

SECURED TRANSACTIONS

CREDITORS' RIGHTS

BANKRUPTCY

BUSINESS LAW

REAL ESTATE



August 28, 2006

Amendment Section
Division of Corporations for the State of Florida
P.O. Box 6327
Tallahassee, FL 32314

Re: Douglas Beach Golf Course Design, Inc.

Dear Sir or Madam:

Enclosed for filing please find my client's Cover Letter and Articles of Merger concerning the above entity. Please also find my client's check payable to the Florida Department of State in the amount of \$113.75 covering the fees due your office.

Kindly return the letter of acknowledgement and the Certified Copy to this office. Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read "T. Benneche", is written over the typed name.

Thomas G. Benneche

TGB/tim
Enclosures

SIMSBURY
PROFESSIONAL
CENTER

885 HOPMEADOW STREET

SIMSBURY, CT 06070

(860) 658-4800 PHONE

(860) 658-4818 FAX

(860) 305-2500
CELLULAR

TOM@BENNECHE.COM

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Douglas Beach, 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:

Douglas Beach

(Contact Person)

(Firm/Company)

138 Terry's Plain Road

(Address)

Simsbury CT 06070

(City/State and Zip Code)

For further information concerning this matter, please call:

Douglas Beach

(Name of Contact Person)

At (860) 658-0644

(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)

FILED
06 AUG 31 PM 2:59
CLERK OF STATE
TALLAHASSEE, FLORIDA

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> (If known/ applicable)
<u>Douglas Beach, Inc.</u>	<u>Connecticut</u>	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Douglas Beach, Inc.</u>	<u>Connecticut</u>	_____
<u>Douglas Beach Golf Course Design, Inc.</u>	<u>Florida</u>	<u>P98000072569</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 8/28/06.

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 8/28/06.

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

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Douglas Beach, Inc.

Wyle K. Beach

Douglas Beach, President

Douglas Beach Golf Course
Design, Inc.

Wyle K. Beach

Douglas Beach, President

PLAN OF MERGER FOR DOUGLAS BEACH, INC. AND DOUGLAS BEACH GOLF COURSE DESIGN, INC. – AUGUST 28, 2006

WHEREAS, Douglas Beach, Inc. and Douglas Beach Golf Course Design, Inc. (collectively the "Merging Corporations"), pursuant to the applicable state statutory provisions governing the procedures for approval of a Plan of Merger, hereby propose the following Plan of Merger for the purposes of merging the Merging Corporations Douglas Beach, Inc. ("DBI" or "Surviving Corporation"), an organization incorporated as a Connecticut stock corporation, which corporation shall be the sole surviving corporation after the merger.

NOW THEREFORE, the parties by approving the Plan of Merger agree that:

1. The Merging Corporations desire to merge into DBI to constitute a single corporation to transact any and all lawful business for which corporations may be incorporated under the Connecticut Business Corporation Act. The Surviving Corporation is organized and operated as a stock corporation.
2. *The merger will be conducted according to the requirements of the Connecticut state statute. After proper notice is provided to the Board Members of the Merging Corporations, pursuant to the applicable statutory requirements, each merging Corporation shall convene Board meeting with a quorum of Directors present. A resolution to approve the Plan of Merger will be presented to the Board of Directors of each Merging Corporation. The Board of Directors for each Merging Corporation must approve the Plan of Merger by a majority of the Directors. The merger then will be presented to the shareholders of the Merging Corporations who must approve the Plan of Merger by a majority vote.*
3. *Upon approval of the Plan of Merger according to the statutory requirements and as soon as reasonably and practicably possible thereafter, the Merging Corporations will merge into DBI as of a date certain to be determined by the Merging Corporations.*
4. The Surviving Corporation once incorporated shall possess all of the rights, privileges, and immunities of a public and private nature of the Merging Corporations. All property, real, personal, and intangible, and all debts and obligations due on whatever account, and every other interest, of or belonging to or due to the Merging Corporations shall be taken and deemed to be transferred and assigned to or vested in the Surviving Corporation without further action or deed required.
5. The Surviving Corporation shall be responsible and liable for all liabilities and obligations of the Merging Corporations. Any claim existing or action or proceeding pending by or against any of the Merging Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in the place of such Merging Corporation as a

successor in interest. Neither the rights nor any liens upon the property of any Merging Corporation shall be impaired by reason of the merger.

6. *The Certificate of Incorporation DBI shall not be amended as a result of the merger.*

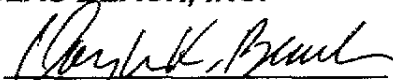
7. A Board of Directors of DBI ("Board") shall manage the affairs of the Surviving Corporation consistent with applicable law and the Bylaws and Certificate of Incorporation of the Surviving Corporation.

8. The plan and performance of its terms by Douglas Beach Golf Course Design, Inc. shall be duly authorized by all actions required by the State of Florida and by its certificate of incorporation and organizational documents.

IN WITNESS WHEREOF, the undersigned parties have executed this Agreement as of the date set forth above.

DOUGLAS BEACH, INC.

By:


Douglas Beach President

DOULAS BEACH GOLF COURSE DESIGN, INC.

By:


Douglas Beach President