

P99000023686

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

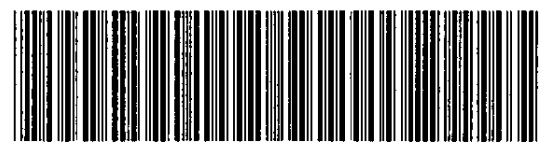
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 JUN 11 AM 6:56

T. Roberts JUN 15 2009

**GORMAN & ASSOCIATES, P.A.**  
**ATTORNEYS AT LAW**  
13925 Ballantyne Corporate Place, Suite 200  
Charlotte, North Carolina 28277  
(704) 544-2500 (telephone)  
(704) 544-2596 (facsimile)  
[www.gormlaw.com](http://www.gormlaw.com)

Thomas J. Gorman  
Mary Lee E. Mrochek  
Adam Altman  
Michelle E. Pearles

June 9, 2009

***VIA FEDERAL EXPRESS***

Florida Department of State  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301  
(Tel. 850-245-6050)

*Re: Articles of Merger for Glenn Underwater Services, Inc.*

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Merger for Glenn Underwater Services, Inc. along with our check for \$78.75 to cover the cost of filing and a certified copy. Please file the Articles and return a certified copy to me at the address listed above.

Please let me know if you have any questions.

Sincerely,



Adam Altman

Enclosures

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Glenn Underwater Services, 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:

Adam Altman  
(Contact Person)

Gorman & Associates, P.A.  
(Firm/Company)

13925 Ballantyne Corporate Place, Suite 200  
(Address)

Charlotte, NC 28277  
(City/State and Zip Code)

For further information concerning this matter, please call:

Adam Altman At ( 704 ) 544-2500  
(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)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

09 JUN 11 AM 6:56

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)
Glenn Underwater Services, Inc.	North Carolina	

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Glenn Underwater Services Inc.	Florida	P99000023686

**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 April 9, 2009.

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 April 9, 2009.

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)

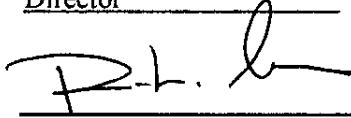
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

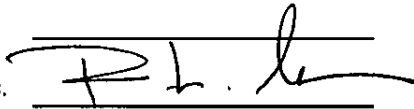
Glenn Underwater Services, Inc.



Richard L. Glenn, President and Director

(a North Carolina corporation)

Glenn Underwater Services Inc.



Richard L. Glenn, President and Director

(a Florida corporation)

## **PLAN OF MERGER**

**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Glenn Underwater Services, Inc.

North Carolina

**Second:** The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Glenn Underwater Services Inc.

Florida

**Third:** The terms and conditions of the merger are as follows:

Glenn Underwater Services Inc. (the "merging corporation"), a corporation organized under the laws of Florida, will merge into Glenn Underwater Services, Inc. (the "surviving corporation"), a corporation organized under the laws of North Carolina. After the merger, the surviving corporation will have the name "Glenn Underwater Services, Inc." Upon the merger's becoming effective, the existence of the merging corporation will cease, and the existence of the surviving corporation will continue.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The outstanding shares of the surviving corporation will not be converted, exchanged or altered in any manner as a result of the merger and will remain outstanding as interests of the surviving corporation. Each outstanding share of the merging corporation will be converted and exchanged for one share in the surviving corporation.

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

See attached Exhibit A.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

## Exhibit A

The articles of incorporation of the surviving corporation are hereby amended as follows:

5. INITIAL DIRECTORS. The number of directors of the Corporation may be fixed in the Bylaws. The number of persons constituting the initial Board of Directors shall be two (2). The names and addresses of the persons who are to serve as the initial directors until their successors are elected and qualified are:

NAME

ADDRESS

Richard Lee Glenn

17920 Meadow Bottom Road  
Charlotte, North Carolina 28277

Ana Hernandez Glenn

17920 Meadow Bottom Road  
Charlotte, North Carolina 28277