

YOUNG MARINERS FOUNDATION, INC.
151 HARVARD AVENUE
STAMFORD, CT 06902

SOUNDWATERS, INC.
1281 COVE ROAD
STAMFORD, CT 06902

January 13th, 2016

Christopher J. Dellaselva, Esq.
Assistant Corporation Counsel
Office of Legal Affairs
City of Stamford
888 Washington Boulevard, 9th Floor
Stamford, CT 06901

Re: Lease Between Young Mariners Foundation, Inc., as Successor to Stamford Sailing Foundation, Inc., and the City of Stamford Dated December 1, 2005

Dear Mr. Dellaselva:

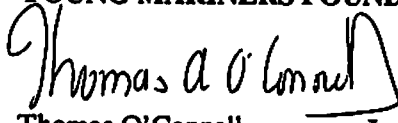
As we discussed at our recent meeting, we have advised the City of Stamford that Young Mariners Foundation, Inc. f/k/a Stamford Sailing Foundation, Inc. ("YMF"), intends to merger (the "Merger") with and into SoundWaters, Inc. ("SW"). YMF and the City of Stamford (the "City") are parties to that that certain Lease and Assignment of Rights of a Portion of the Premises Known as Southfield Beach Park, dated December 1, 2005 (the "Lease"). A copy of the Lease is attached.

The City, by signing below, acknowledges and agrees that the Merger does not require the City's consent under the terms of the Lease, and the Lease will remain in full force and effect following the Merger with SW (as the surviving entity under the Merger) as the "Lessee" thereunder. As requested, SW will provide written confirmation from the Connecticut Secretary of State of its acceptance of the Certificate of Merger effectuating the Merger promptly upon receipt.

Please indicate your acceptance of this by signing your name in the space indicated below.

Very truly yours,

YOUNG MARINERS FOUNDATION, INC.



Thomas O'Connell
Chairman

SOUNDWATERS, INC.



Leigh W. Shemitz, Ph.D
President

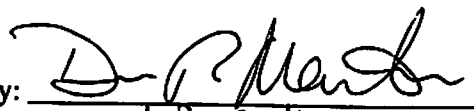
Approved as to form
Corporation Counsel

By 

Date Feb 18, 2016

AGREED TO AND ACCEPTED:

THE CITY OF STAMFORD

By: 
Name: David R. Martin
Its: Mayor

2/25/16
Date



CITY OF STAMFORD, CONNECTICUT
INTER-OFFICE CORRESPONDENCE

February 18, 2016

To: Mayor David R. Martin

From: Chris Dellaselva
Assistant Corporation Counsel

Re: Merger of Soundwaters & Young Mariners

Dear Mayor Martin,

As you know, Soundwaters has merged with Young Mariners Foundation. I have attached copies of the CT Secretary of State filings effectuating that merger. The name of the new organization is SoundWaters, Inc. The name Young Mariners Foundation has been terminated.

As you also know, the City is a party to a December 1, 2005, lease and assignment of rights with Young Mariners Foundation f/k/a Stamford Sailing Foundation for a certain portion of John J. Boccuzzi Park f/k/a Southfield Beach Park. The principals of both Soundwaters and Young Mariners previously sought my opinion as to whether or not that lease and assignment of rights would need to be formally assigned to the new organization before, during or after the merger. I opined that it did not.

The new organization is now asking that you acknowledge and agree that the merger does not require the City's consent per the terms of its lease and assignment of rights with Young Mariners Foundation and that said lease shall remain in full force and effect with the new organization as the City's tenant. If you so acknowledge and agree, please sign the attached letter where indicated and have it returned to my attention.

Thank you in advance for your prompt attention to this matter. You may, of course, contact me at your convenience if I may be of any further assistance to you.

Sincerely,

A handwritten signature in black ink, appearing to read "Chris Dellaselva", written over a horizontal line.

Chris Dellaselva
Assistant Corporation Counsel

SECRETARY OF THE STATE
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

JANUARY 29, 2016

DAVID O'MEARA
ROBINSON & COLE
280 TRUMBULL STREET
HARTFORD, CT 06103

RE: Acceptance of Business Filing

This letter is to confirm the acceptance of a filing for the following business:

SOUNDWATERS, INC.

Work Order Number: 2016029282-001
Business Filing Number: 0005476866
Type of Request: CERTIFICATE OF MERGER
File Date/Time: JAN 29 2016 11:00 AM
Effective Date/Time: JAN 29 2016 11:00 AM
Work Order Payment Received: 70.00
Payment Received: 70.00
Credit on Account: 4424.00
Customer Id: 000000414
Business Id: 0226268

PATRICIA SHANAHAN
Commercial Recording Division
860-509-6003
WWW.CONCORD.SOTS.CT.GOV

BUSINESS FILING REPORT

WORK ORDER NUMBER: 2016029282-001
BUSINESS FILING NUMBER: 0005476866

SURVIVING BUSINESS NAME:
SOUNDWATERS, INC.

BUSINESS LOCATION:
1281 COVE ROAD
1281 COVE ROAD
1281 COVE ROAD
STAMFORD, CT 06902

MAILING ADDRESS:
1281 COVE ROAD

STAMFORD, CT 06902

TERMINATING BUSINESS NAMES:

YOUNG MARINERS FOUNDATION, INC.

**** END OF REPORT ****

**CERTIFICATE OF MERGER
OF
YOUNG MARINERS FOUNDATION, INC.
WITH AND INTO
SOUNDWATERS, INC.**

**(Under Connecticut General Statutes Section 33-1157
of the Connecticut Revised Nonstock Corporation Act)**

Each of the parties to the merger hereby certifies that:

1. The names of the parties to the merger are as follows:
 - (a) Young Mariners Foundation, Inc., a Connecticut nonstock corporation;
and
 - (b) SoundWaters, Inc., a Connecticut nonstock corporation.
2. The name of the corporation that will survive the merger is SoundWaters, Inc. (the "Surviving Corporation").
3. The date on which the merger is to be effective is the date this certificate of merger is filed with the Secretary of State of the State of Connecticut.
4. The plan of merger did not require the approval of any members of Young Mariners Foundation, Inc. or SoundWaters, Inc.
5. The Board of Directors of Young Mariners Foundation, Inc. approved the plan of merger at a meeting held on December 10, 2015, in the manner required by Sections 33-1000 to 33-1290, inclusive, of the Connecticut Revised Nonstock Corporation Act (the "Act") and the certificate of incorporation of the corporation, and the Board of Directors of SoundWaters, Inc. approved the plan of merger at a meeting held on December 10, 2015, in the manner required by Sections 33-1000 to 33-1290, inclusive, of the Act, and the certificate of incorporation of the corporation.

[THE NEXT PAGE IS THE SIGNATURE PAGE]

IN WITNESS WHEREOF, the parties hereto have caused this Certificate of Merger to be executed by their respective duly authorized officers as of this 29th day of January, 2016.

YOUNG MARINERS FOUNDATION, INC.

By: Thomas A. O'Connell
Name: THOMAS A O'CONNELL
Title: CHAIRMAN YOUNG MARINERS FOUNDATION, INC.

SOUNDWATERS, INC.

By: Scott Mitchell
Name: Scott Mitchell
Title: Chairman - Soundwaters, Inc.

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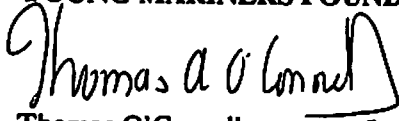
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Very truly yours,

YOUNG MARINERS FOUNDATION, INC.



Thomas O'Connell
Chairman

SOUNDWATERS, INC.



Leigh W. Shemitz, Ph.D
President

Approved as to form
Corporation Counsel

By 

Date Feb 18, 2016

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By: _____
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Its: Mayor

Date