

Division of Corporations

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# 708704

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

BUILDERS ASSOCIATION OF GREATER TAMPA, INC.

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ARTICLES OF MERGER  
Merger Sheet

MERGING:

CONTRACTORS & BUILDERS ASSOCIATION OF PINELLAS COUNTY, INC., a  
Florida corporation, document number 709554

INTO

BUILDERS ASSOCIATION OF GREATER TAMPA, INC. which changed its  
name to

**TAMPA BAY BUILDERS ASSOCIATION, INC.**, a Florida entity, 708704.

File date: January 23, 2003

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to Section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

*Builders Association of Greater Tampa, Inc.*, a Florida corporation, corporate number 708704.

Second: The name and jurisdiction of the merging corporation:

*Contractors & Builders Association of Pinellas County, Inc.*, a Florida corporation, corporate number 709554.

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.

Fifth: Adoption of merger by surviving corporation

The plan of merger was adopted by the members of the surviving corporation on December 17, 2002. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:

153 FOR

0 AGAINST

Sixth: Adoption of merger by merging corporation

The plan of merger was adopted by the members of the merging corporation on December 17, 2002. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:

101 FOR

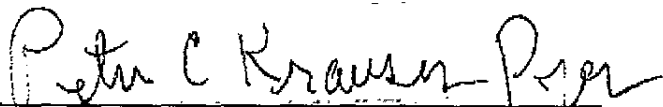
0 AGAINST

Daniel L. Molloy  
Molloy & James  
325 S. Blvd., Tampa, FL 33606  
(813) 254-7157 FL Bar #260932

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Seventh: Signatures for each corporation

Contractors & Builders Association of Pinellas County, Inc., by



Peter Krauser, President

Builders Association of Greater Tampa, Inc., by



W. Don Whyte, President

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**PLAN OF MERGER**

The following plan of merger is submitted in compliance with Section 617.1101, Florida Statutes.

**I.** The name and jurisdiction of the surviving corporation is Builders Association of Greater Tampa, Inc., a Florida corporation.

**II.** The name and jurisdiction of the merging corporation is Contractors & Builders Association of Pinellas County, Inc., a Florida corporation.

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

**Assets and Finances** - All assets, liabilities and reserves will transfer to or remain with the surviving corporation.

**Life Directors, Past Presidents, etc.** - The merger will combine and recognize all local life directors, past presidents, past associate vice presidents from each HBA. The Articles shall allow that board members will be eligible for local Life Director after five years of service on the Board. Life Directors shall be eligible to vote only if they attend six of the last 12 Board of Directors meetings. Six months of attendance credits will be automatically awarded to Life Directors with the start of the Transition Board.

**Transition Board** - The merger will create a transition board for a period of two years. The transition board will be comprised of 20 members, 10 from each association, plus the members of the executive committee of each association. Of the 20 board members, 13 will be builders and seven will be associates. Initially (for 2003), 10 board members (five from each association) will be appointed for one-year terms and 10 (five from each association) will be appointed for two-year terms for the first two years. For 2004, elections will be held for the 10 board positions that will expire, electing five from each association.

**Permanent Board** - For 2005 and thereafter, annual elections will be held at-large for 10 board members as terms expire. Terms of office will be staggered with 10 positions expiring each year.

**Officers and Executive Committee** - The Executive Committee for the first two years will be comprised of the members of the executive committee of both associations. The officers of the two associations will be woven on an alternating basis so that the previously

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elected officers who have an interest, will have an opportunity to advance and complete their terms of office. Officers are to include a President, President-Elect, First Vice President (associate), Treasurer, Secretary (associate), Executive Vice President (appointed). Immediate Past President and Immediate Past Associate Vice President would be members of the executive committee.

State/National Directors - State and National Directors shall be elected consistent with the FHBA and NAHB Bylaws.

Locations of HQ - The offices shall be located at 2918 West Kennedy Boulevard, Tampa, Florida 33609 until deemed otherwise by the Board of Directors. Any satellite offices will be established based on a determination by the Board of Directors. The space currently leased by the CBA will be maintained until the lease expires, or the space can be sub-leased, or the lease can be terminated.

Meetings - Meetings of the membership will be held as determined by the Board of Directors.

Subsidiaries and Related Organizations - The CBA has a foundation, the CBA Institute, Inc. It is classified as a 501 (c) (3) under the IRS Code and also as a foundation under sections 509 (a) (1) and 170(b) (1) (A) (vi). This organization will continue as long as there is a purpose and need.

Both associations have committees of continuous existence, and both will be maintained.

Dues and Membership - The membership dues shall be \$550.00 per year for a builder member and \$450.00 for an associate member, or as otherwise determined by the Board of Directors.

Name of the Organization - The name of the Association shall be the Tampa Bay Builders Association, Inc.

Approval - The merger has been approved by the Florida Home Builders Association and the National Association of Home Builders at their respective meetings in July and September, 2002.

Effective Date - The effective date of the new association will be after January 1, 2003.

IV. A statement of any changes in the articles of incorporation to be effected by the merger is as follows:

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Article I of the Articles of Reincorporation is amended to provide as follows:

**Article I.  
NAME**

The name of the corporation , which is hereinafter referred to as the "Association," shall be Tampa Bay Builders Association, Inc.

Article II of the Articles of Reincorporation is amended to provide as follows:

**Article II.  
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 2918 West Kennedy Boulevard, Suite 201, Tampa, Florida 33609, or such other address as may be designated by the Board of Directors of the Association.

Article III of the Articles of Reincorporation is amended to provide as follows:

**Article III.  
PURPOSE**

The purpose for which the corporation is organized is to:

(A) Associate home builders and related enterprises within the area served by the Association for the purpose of mutual advantage and cooperation.

(B) Function as a local affiliate association of the National Association of Homebuilders.

(C) Provide for and encourage the dissemination of knowledge regarding the homebuilding industry and products to Association members and the public.

(D) Advance the minimizing of governmental regulation which unreasonably inflates the cost of houses to the consumer.

(E) Promote and protect home ownership among the public.

(F) Advocate and encourage the improvement of homebuilding techniques and practices.

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(G) Cooperate with other trade associations with similar objectives and interests.

(H) Operate as a nonprofit organization in which no Association income shall inure to the benefit of any Member.

Article IV of the Articles of Reincorporation is amended to provide as follows:

Article IV.  
TERM OF EXISTENCE

The Association shall have perpetual existence.

Article VI of the Articles of Reincorporation is amended to provide as follows:

Article VI.  
MEMBERS

Membership in the Association shall be as follows:

Section 1. The Association shall have two classes of Members. *Builder Members* shall be persons or business entities engaged in the business of constructing housing or lots for housing within the territorial area of the Association. *Associate Members* shall be any other person or business entity making application to the Association.

Section 2. Members shall be all persons or business entities who have 1) made application to the Association in one of the above classes, 2) have been accepted by the Board of Directors after the application of any additional Member criteria specified in the Bylaws or otherwise applied by the Board of Directors in its absolute discretion, and 3) who have paid the applicable yearly Members fee specified by the Board of Directors.

Section 3. Meetings of the Members shall be held as specified in the Bylaws. A quorum for any meeting of the Members shall be ten percent of each class of Member.

Article VII of the Articles of Reincorporation is amended to provide as follows:

Article VII.

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**DIRECTORS AND OFFICERS**

The affairs of the Association shall be managed by its Board of Directors.

Section 1. There shall be four classes of Directors: *Builder Directors, Associate Directors, Life Directors, and Officers.* Initially after this Amendment, the Directors shall be all persons elected as directors of the surviving and merging corporations, all persons qualified as life directors of the surviving and merging corporations, in the manner specified in the Plan of Merger, and all Officers as specified in the Plan of Merger.

Section 2. *Builder Directors* shall be thirteen *Builder Members* elected by the Members at annual meetings of the Members. Each *Builder Director* shall be elected for a term of two years, with six elected in the first and each alternate year and seven in the next and each alternate year.

Section 3. *Associate Directors* shall be seven *Associate Members* elected by the Members at annual meetings of the Members. Each *Associate Director* shall be elected for a term of two years, with four elected in the first and each alternate year and three in the next and each alternate year.

Section 4. *Life Directors* shall be 1) all *Life Directors* already qualified as such by the surviving corporation or the merging corporation, and 2) all *Directors* who have served for five continuous years on the Board of Directors of the Association, surviving corporation or merging corporation, in any continuous combination. However, beginning twelve months after the date of this amendment, in order to vote as a *Director*, a *Life Director* must have attended or be excused by the Board from at least six of the last twelve Board meetings of the Association

Section 5. *Officers* shall hold office for a term of one year, and shall consist of the following. *President* shall be a *Builder Member* elected by the Members at the annual meeting. *President-elect* shall be a *Builder Member* elected by the Members at the annual meeting. *First Vice President* shall be an *Associate Member* elected by the Members at the annual meeting. *Executive Vice President* shall be appointed by and serve at the discretion of the Board of Directors. *Treasurer* shall be a *Builder Member* elected by the Members at the annual meeting. *Secretary* shall be an *Associate Member* elected by the Members at the annual meeting. *General*

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Counsel shall be a Member appointed by the other Officers. Immediate Past President shall be a Member who was the prior year's President. Immediate Past First Vice President shall be a Member who was the prior year's First Vice President. The duties of the Officers shall be specified in the Bylaws.

Section 6. Any vacancy in office of a Director or Officer shall be filled by the Board of Directors for the remainder of the term.

Section 7. A quorum for any meeting of the Board of Directors shall consist of one-half of the Directors presently entitled to vote as Directors.

Article VIII of the Articles of Reincorporation is amended to provide as follows:

Article VIII.  
BYLAWS

Bylaws may be adopted, repealed or amended by a two-thirds vote of the Board of Directors.

Article IX of the Articles of Reincorporation is amended to provide as follows:

Article IX.  
QUORUM

At any meeting of the Membership, a quorum shall be deemed to exist if at least one tenth of the Members of the Association in good standing are present in person or by proxy. At any meeting of the Board of Directors, a quorum shall be deemed to exist if at least one fourth of the members of the Board are present.

Article X of the Articles of Reincorporation is amended to provide as follows:

Article X.  
AMENDMENT

These Articles may be amended by a three-fourths vote of the Board of Directors, at two consecutive meetings held at least

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thirty days apart, provided that such amendment is communicated to each Member of the Association within ten days of the first vote.

Article XI of the Articles of Reincorporation is repealed and deleted therefrom.

V. There are no other provisions relating to the merger.

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ARTICLES OF DISSOLUTION

Pursuant to Section 617.1401, Florida Statutes, this Florida Not For Profit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is *Tampa Bay Builders Association, Inc.*

SECOND: The articles of incorporation were filed on June 26, 2002, document number N02000004892.

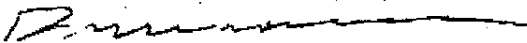
THIRD: The corporation has not commenced to conduct its affairs.

FOURTH: No debts of the corporation remain unpaid.

FIFTH: Adoption of Dissolution. The dissolution was authorized by a majority of the directors.

SIXTH: The corporation hereby assigns any rights it may have to the name *Tampa Bay Builders Association, Inc.*, or the registration and use of the name *Tampa Bay Builders Association, Inc.*, pursuant to Chapters 607 or 617, Florida Statutes, or the rules of the Florida Department of State, or otherwise, to *Builders Association of Greater Tampa, Inc.*, a Florida corporation, corporate number 708704.

Signed this seventeenth day of January, 2003.

  
Daniel L. Molloy,  
Chairman, Board of Directors  
Tampa Bay Builders Association, Inc.

Daniel L. Molloy  
Molloy & James  
325 S. Blvd., Tampa, FL 33606  
(813) 254-7157 FL Bar #260932