



708888

ATTORNEYS AT LAW.

SCOTT, ROYCE, HARRIS, BRYAN, BARRA & JORGENSEN, P.A.

September 22, 1998

FILED
98 OCT -1 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

800002646968--6
-09/23/98--01041--014
***122.50 ***122.50

Re: Realtors Association of the Palm Beaches, Inc.
Articles of Merger - File No. 30716

Dear Sir or Madam:

Enclosed herein you will find proposed Articles of Merger for Realtors Association of the Palm Beaches, Inc., together with an extra copy for certification and return. Please file these Articles of Merger and return the certified copy to the undersigned by regular mail.

I am including a check in the amount of \$122.50 to cover the following expenses:

Filing Fee	\$70.00
Certified Copy	\$52.50
TOTAL:	\$122.50

If you should have any questions, please feel free to contact me. Your cooperation in this matter is appreciated.

Sincerely,

Cindy T. Hartman

Cindy T. Hartman,
Assistant to Richard K. Barra

VS OCT 7 1998

Enclosures

K:\FILES\JRH\30716\DOS.LTR.frm

Merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

REALTOR ASSOCIATION OF SOUTH PALM BEACH COUNTY, INC., a Florida
corporation, 709011

INTO

REALTORS ASSOCIATION OF THE PALM BEACHES, INC., a Florida
corporation, 708888

File date: October 1, 1998

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 1, 1998

CINDY T. HARTMAN
SCOTT, ROYCE, ET AL
4400 PGA BLVD., STE. 800
PALM BEACH GARDENS, FL 33410

SUBJECT: REALTORS ASSOCIATION OF THE PALM BEACHES, INC.
Ref. Number: 708888

We have received your document for REALTORS ASSOCIATION OF THE PALM BEACHES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The correct name of the merging corporation is incorrect in your documents. Please see the attached print out with the correct name and correct your document accordingly where ever this name may appear. Your document refers to the officers and/or directors, fiscal year, address etc. number 4 through 4-q all being amended or will stay the same for the merging corporation however this cannot be as the merging corporation will merge out of existance and will no longer be an active corporation please correct your document accordingly. On number 3 of your document you listed the same corporation to be merged as you did for the surviving corporation, please correct.

Please contact the undersigned before making corrections or returning your document to this office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 698A00049040

Rec'd 10/6



ATTORNEYS AT LAW

SCOTT, ROYCE, HARRIS, BRYAN, BARRA & JORGENSEN, P.A.

October 5, 1998

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Attention: Ms. Velma Shepard, Corporate Specialist

Re: Realtors Association of the Palm Beaches, Inc.
Articles of Merger - File No. 30716

Dear Ms. Shepard:

Pursuant to your letter of October 1, 1998, I am enclosing corrected Articles of Merger relative to the above-referenced matter.

Should you have any questions, please do not hesitate to contact us.

Sincerely,

Cindy T. Hartman,
Assistant to Richard K. Barra

Enclosures

K:\FILES\VRH\30716\DOS.LTR.fm

**ARTICLES OF MERGER
OF TWO FLORIDA CORPORATIONS
INTO
REALTORS ASSOCIATION OF THE
PALM BEACHES, INC.**

FILED
98 OCT -1 PM 12: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.1105 of the Florida-Not-For-Profit Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

I. Plan of Merger. The following Plan of Merger was adopted by the members of each of the undersigned corporations in the manner prescribed in Section 617.1103 of the Florida Not-For-Profit Corporation Act:

PLAN OF MERGER

Pursuant to the provisions of Section 617.1105 of the Florida Statutes, this document is a plan of merger by which Realtors Association of the Palm Beaches, Inc., a Florida corporation not-for-profit ("Palm Beaches") and Realtor Association of South Palm Beach County, Inc., a Florida corporation not-for-profit ("South Palm Beach") will be merged into a single corporation. (Palm Beaches and South Palm Beach will sometimes be referred to herein collectively as the Surviving Association, or individually as an Association). The Plan of Merger is as follows:

1. Name of each corporation proposing to merge:

Realtors Association of the Palm Beaches, Inc., a Florida corporation not-for-profit and Realtor Association of South Palm Beach County, Inc., a Florida corporation not-for-profit.

2. Name of the Surviving Corporation:

Realtors Association of the Palm Beaches, Inc.

3. Name of the Merged Association:

Realtor Association of South Palm Beach County, Inc.

4. Terms and Conditions of the proposed merger are as follows:

(a) The Plan of Merger will be presented to a vote of the members of each Association simultaneously on September 8, 1998 at 9:00 a.m. and such meeting will be adjourned at 1:00 p.m.

(b) If the membership of one of the Associations fails to approve this Plan of Merger, the merger will not be completed.

(c) The conclusion of the merger in accordance with this Plan of Merger after approval by the Associations shall be subject to and conditioned upon the Florida Association of REALTORS and the National Association of REALTORS approving a change in the jurisdiction of Palm Beaches as the surviving corporation to include all the jurisdictions of Palm Beaches and South Palm Beach as of the date of this Plan of Merger.

(d) Upon approval and adoption of the Plan of Merger, the merger shall become effective as of October 1, 1998.

(e) The office of the Surviving Association will be 701 North point Parkway, Suite 110, West Palm beach, FL 33407.

(f) The fiscal year of the Surviving Association will be October 1 through September 30, and the elective year for which all officers and members of the Board of Directors of the Surviving Association will be the same as the fiscal year.

(g) The officers of the Surviving Association will be a President, President Elect, Vice President, Secretary, and Treasurer.

(h) The officers and directors of the Surviving Association who will serve the first fiscal year of the Surviving Association will number a total of twenty (20) and will be selected as follows: two (2) will be the presidents of Palm Beaches and South Palm Beach as of the date of this Plan; two (2) will be the presidents elect of Palm Beaches and South Palm Beach as of the date of this Plan; one (1) will be a member of South Palm as of the date of this Plan and appointed by the Board of Directors of Realtors Commercial Society of Palm Beach County as established by the By-laws of South Palm Beach; eight (8) will be members of Palm Beaches and appointed by the Board of Directors of Palm Beaches; and seven (7) will be members of South Palm Beach and appointed by the Board of Directors of South Palm Beach;

(i) The officers to serve for the first fiscal year of the Surviving Association will be selected at a meeting of the twenty individuals designated in accordance with section (h) above which will be held on September 15, 1998, at the offices of Palm Beaches in accordance with the following procedure: (1) the individual appointed by the Board of Directors of Realtors Commercial Society of Palm Beach County will not be elected as an officer but will be entitled to vote on all other matters coming before the meeting; (2) the two presidents elect of the Associations as of the date of this Plan will serve as the President and President-elect of the Surviving Association and the determination as to which of the two presidents elect will serve as President

of the Surviving Association will be made by coin toss with the winner of the coin toss serving as President and the loser serving as President Elect; the President so selected will chair the remainder of the meeting; (3) nominations will then be taken from the floor for the balance of the three officers and ballots will be cast for the purpose of electing the remaining three officers; provided, however, that the three officers so elected must be two from one of the Associations and one from the other Association;

(j) After election of officers in accordance with paragraph (i) above the remaining fifteen of the twenty individuals designated in accordance with section (h) above will serve as the Board of Directors of the Surviving Association for the first fiscal year of the Surviving Association and their terms will be determined as follows: (1) the individual appointed by the Board of Directors of Realtors Commercial Society of Palm Beach County will serve for one (1) year; (2) the Board of Directors of Palm Beaches will designate three (3) of its members who will serve on the Board of Directors for the first fiscal year to serve for a two (2) year term and the remaining of its members who will serve on the Board of Directors for the first fiscal year will serve for a one (1) year term; (3) the Board of Directors of South Palm Beach will designate three (3) of its members who will serve on the Board of Directors for the first fiscal year to serve for a two (2) year term and the remaining of its members who will serve on the Board of Directors for the first fiscal year will serve for a one (1) year term;

(k) For the second fiscal year of the Surviving Association the officers will be elected in accordance with the Surviving Association's By-Laws, and each officer so elected will be a member of the Board of Directors. The number of directors serving on the Board of Directors for the second fiscal year of the Surviving Association will be nineteen (19) who will be the five (5) officers elected for such fiscal year; the immediate past president of the Surviving Association; an individual appointed by the Board of Directors of Realtors Commercial Society of Palm Beach County; the six (6) individuals serving on the Board of Directors for the first fiscal year designated to have two (2) year terms; and six (6) individuals each elected to serve a two (2) year term who are elected in accordance with procedures set forth in the By-Laws of the Surviving Association, provided that three (3) of the elected Directors will be individuals who were on the date of this Plan members of Palm Beaches and three (3) of the elected Directors will be individuals who were on the date of this Plan members of South Palm Beach;

(l) Officers and directors of the Surviving Association after the second fiscal year will be elected in accordance with the By-Laws of the Surviving Association;

(m) The By-Laws of the Surviving Association will be the By-Laws of Palm Beaches as the surviving corporation provided that the By-Laws will be amended as provided in (q) hereof to include provisions of the By-Laws of South Palm Beach which establish the Realtors Commercial Society of Palm Beach County. Any additional amendments to the By-Laws required to meet the requirements of this Plan of Merger, or as may otherwise be required by the National Association of REALTORS, and any amendments to the By-Laws deemed appropriate will be made by the By-Laws Committee appointed in accordance with this Plan and approved as set forth herein.

(n) The central office of the Surviving Association will be the current office of Palm Beaches located at 701 North point Parkway, Suite 110, West Palm Beach, FL 33407, and will remain the central office of the Surviving Association until at least December 31, 1999, when the Board of Directors of the Surviving Association will determine whether to terminate the lease of such facility in accordance with the "buy out" provisions of such lease or continue such lease, or make such other decisions concerning the central office of the Surviving Association as the Board of Directors determines in the exercise of its judgment. The Surviving Association will provide member services at the other following locations: an office located in Boca Raton, Florida, at or proximate to the current central office of South Palm Beach; an office located in North Palm Beach, Florida, at a location to be determined; an office located in the western communities of the Surviving Association's jurisdiction at a location to be determined; and an office shared with Regional Multiple Listing Service, Inc., located at Hypoluxo Road and Congress Avenue in Boynton Beach, Florida. South Palm intends to sell its second floor condominium units located in the condominium office building in which its current central office is located. The Board of Directors of the Surviving Association will make all other determinations concerning the sale of any other assets or the location of other sites to supply member services in the exercise of its judgment.

(o) The staff of the Surviving Association shall be one Executive Officer and such other staff positions as is determined by the Board of Directors of the Surviving Association and the Executive Officer. To the extent possible, the Surviving Association will incorporate existing staff employed by the Associations; however, the ultimate decision as to the staff members of the Surviving Association will be made by the Executive Officer of the Surviving Association with the approval of the Board of Directors of the Surviving Association. Upon approval of the Plan of Merger, a Search Committee comprised of an equal number of members appointed by the President of each of the Associations will begin the search for an Executive Officer to be hired by the Surviving Association. The Board of Directors of the Surviving Association as selected in accordance with this Plan of Merger will make the final determination as to the hiring of the Executive Officer.

(p) The Surviving Association will assume all outstanding obligations of the Associations including any obligation or agreement of the Associations as to severance pay and other severance benefits to be paid to the Executive Officer or other employees of any of the Associations existing as of the date the Plan of Merger is effective.

(q) The Articles of Incorporation of the Surviving Association, and the By-Laws of the Association will be amended as necessary to be consistent with the terms and provisions of this Plan of Merger. The President of each Association will appoint one member to a By-Laws committee who will propose By-Laws to be adopted as the By-Laws of the Surviving Association. The By-Laws so proposed will be submitted for approval to the Boards of Directors of each Association. The By-Laws approved by the Boards of Directors of each Association will be the By-Laws of the Surviving Association.

(r) Prior to the date the merger becomes effective, unless the parties hereto shall otherwise agree in writing or is otherwise contemplated by this plan: (1) the business of the parties will be conducted in the ordinary and usual course; (2) the surviving corporation shall not: (i) amend its Articles of Incorporation or By-Laws, (ii) change, combine, or reclassify the memberships of members of a party inconsistent with its By-Laws in existence on the date of this Plan; (3) no party to this agreement will: (i) declare, set aside or make distribution of any property with respect to a party, or (ii) enter any new contracts or hire any new employees; (4) each party shall use its best efforts to preserve intact its business organization (to keep available the services of its current officers and current employees) , and to preserve the good will of those having business relationships with them.

6. The Board of Directors of each Association may agree to future amendments to this Plan of Merger provided that no such amendment will materially, substantially , or adversely affect the rights of any member of any Association.

II. Member Approval.

(a) The above Plan of Merger was duly approved by the members of the Realtor Association of the Palm Beaches, Inc. at a duly called meeting on September 8, 1998 at which a quorum was present and at which a majority of the votes were cast in favor of such merger (which is a sufficient number for approval). The number of votes cast for approval of the merger was 523; the number of votes cast against the merger was 116.

(b) The above Plan of Merger was duly approved by the members of the Realtor Association of the South Palm Beach County, Inc. at a duly called meeting on September 8, 1998 at which a quorum was present and at which a majority of the

votes were cast in favor of such merger (which is a sufficient number for approval). The number of votes cast for approval of the merger was 391; the number of votes cast against the merger was 236.

III. Effective Date. The effective date of the merger is October 1, 1998.


DATED: September 15, 1998

REALTORS ASSOCIATION OF THE PALM BEACHES, INC., a Florida not-for-profit corporation

By: 
MARJORIE POTTER, President

(CORPORATE SEAL)

REALTOR ASSOCIATION OF SOUTH PALM BEACH COUNTY, INC., a Florida not-for-profit corporation

By: 
JEROME LEHMAN, President

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15th day of September, 1998, by MARJORIE POTTER, as President of REALTORS ASSOCIATION OF THE PALM BEACHES, INC., a Florida not-for-profit corporation, on behalf of the corporation.

NOTARY PUBLIC

J. Paul Harris

(SEAL)

J. Richard Harris

(Print Name)

My commission expires: _____

Commission No. _____

Personally Known OR Produced Identification _____
Type of identification Produced _____



J. Richard Harris
MY COMMISSION # CC562110 EXPIRES
July 15, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15th day of September, 1998, by JEROME LEHMAN, as President of REALTOR ASSOCIATION OF SOUTH PALM BEACH COUNTY, INC., a Florida not-for-profit corporation, on behalf of the corporation.

NOTARY PUBLIC

J. Paul Harris

(SEAL)

J. Richard Harris

(Print Name)

My commission expires: _____

Commission No. _____

Personally Known OR Produced Identification _____
Type of identification Produced _____

K:\FILES\VRH\30716\articles of merger.wpd



J. Richard Harris
MY COMMISSION # CC562310 EXPIRES
July 15, 2000
BONDED THRU TROY FAIR INSURANCE, INC.