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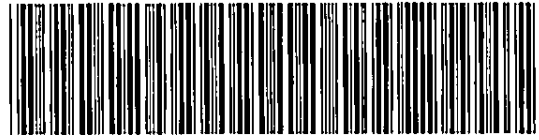
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2018 SEP 14 PM 4:14  
SECRETARY OF STATE  
TALLAHASSEE, FL

C. GOLDEN  
SEP 17 2018

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Pinellas Suncoast Association of Realtors, Inc. dba Pinellas Realtor Organization  
\_\_\_\_\_  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

David B. Bennett

\_\_\_\_\_  
(Contact Person)

Pinellas Realtor Organization

\_\_\_\_\_  
(Firm/Company)

4590 Ulmerton Road

\_\_\_\_\_  
(Address)

Clearwater, FL 33762

\_\_\_\_\_  
(City/State and Zip Code)

For further information concerning this matter, please call:

David B. Bennett

\_\_\_\_\_  
(Name of Contact Person)

At ( <sup>727</sup> ) 216-3002

\_\_\_\_\_  
(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

**FILED**

**ARTICLES OF MERGER**  
(Not for Profit Corporations)

2018 SEP 14 PM 4:14

SECRETARY OF STATE  
TALLAHASSEE, FL

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Pinellas Suncoast Association of Realtors, Inc.	State of Florida, Pinellas County	N01000003619

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Central Pasco Board of Realtors, Inc.	State of Florida, Pasco County	734425

**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).

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

*(Attach additional sheets if necessary)*

**Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the surviving corporation on September 6, 2018.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:  
340 FOR 53 AGAINST

**SECTION II**

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on \_\_\_\_\_. The number of directors in office was \_\_\_\_\_. The vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

**Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the merging corporation(s) on September 6, 2018. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 128 FOR 75 AGAINST

**SECTION II**

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on \_\_\_\_\_. The number of directors in office was \_\_\_\_\_. The vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST



## PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

<u>Name</u>	<u>Jurisdiction</u>
Pinellas Suncoast Association of Realtors, Inc.	State of Florida, Pinellas County

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

<u>Name</u>	<u>Jurisdiction</u>
Central Pasco Board of Realtors, Inc.	State of Florida, Pasco County
_____	_____
_____	_____
_____	_____
_____	_____

The terms and conditions of the merger are as follows:

Contained in the Plan of Merger adopted by the Membership of each organization on September 6, 2018 (Attached)

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

N/A

Other provisions relating to the merger are as follows:

N/A

# PLAN OF MERGER

This PLAN OF MERGER (the "Plan") is by and between the PINELLAS SUNCOAST ASSOCIATION OF REALTORS®, INC. d/b/a PINELLAS REALTOR® ORGANIZATION ("PRO"), a Florida not-for-profit corporation, and CENTRAL PASCO BOARD OF REALTORS®, INC. ("CPAR"), a Florida not-for-profit corporation.

**WHEREAS**, PRO is a Florida not-for-profit corporation qualifying under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended ("Code"), organized and operated to provide professional services to its members in all matters pertaining to real estate, to promote the interests of the real estate industry and real estate professionals, and to promote the standards of conduct of the National Association of Realtors® ("NAR"); and

**WHEREAS**, CPAR is a Florida not-for-profit corporation qualifying under Section 501(c)(6) of the Code, organized and operated to provide professional services to its members in all matters pertaining to real estate, to promote the interests of the real estate industry and real estate professionals, and to promote the standards of conduct of NAR; and

**WHEREAS**, the Board of Directors of PRO and the Board of Directors of CPAR have determined that it is in the best business interests of PRO and CPAR, respectively, and their respective members, and that the purposes and missions of both PRO and CPAR can be accomplished more efficiently and more effectively, if the businesses of each of PRO and CPAR are combined into and operated from one corporation; and

**WHEREAS**, in furtherance of such combination, the Boards of Directors of PRO and CPAR have each adopted this Plan and approved the merger in accordance with the terms and conditions set forth herein and in accordance with Chapter 617, Florida Statutes ("Merger"), with PRO being the surviving corporation ("Surviving Corporation"); and

**WHEREAS**, as a result of the Merger, PRO Biz, Inc. the subsidiary of PRO will be a wholly-owned subsidiary of the Surviving Corporation.

**WHEREAS**, the Surviving Corporation will continue to be organized and operated to provide professional services to its members in all matters pertaining to real estate, and to promote the interests of the real estate industry and real estate professionals, and to promote the standards of conduct of National Association of Realtors (NAR), with an increased membership within the combined geographical areas of PRO and CPAR.

**NOW, THEREFORE**, in consideration of the mutual covenants and subject to the terms and conditions set forth below, the parties hereto agree as follows:

- I. **Merger:** At the Effective Date (as defined below), Central Pasco Board of Realtors, Inc. (CPAR) shall be merged with and into the Pinellas Suncoast Association of Realtors, Inc. d/b/a Pinellas Realtor Organization (PRO). The wholly owned subsidiary, PRO Biz, Inc., shall remain a subsidiary of the Surviving Corporation. As soon as practicable after satisfaction or waiver of the conditions to obligations of the parties to consummate the Merger, including the approval by the members of PRO, CPAR and by NAR, PRO shall file articles of merger ("Articles of Merger") in accordance with Chapter 617, Florida Statutes, and make all other filings or recordings and take all other action required by applicable law and this Plan in connection with the Merger.
  
- II. **Terms and Conditions of Proposed Merger**
  - a. **APPROVALS:** The Plan shall be duly approved and adopted by the Boards of Directors of PRO and CPAR and will be submitted to the membership of PRO and CPAR for their approval and adoption at a date to be determined. No further member action will be required with respect to any future corporate action involving the Surviving Corporation.
  - b. **DUE DILIGENCE REVIEWS:** It is contemplated that due diligence and document preparation shall have been accomplished and satisfied within 30 days of membership approval of the Plan or as soon thereafter as is reasonably practicable. On such date, each corporation shall sign Articles of Merger outlining the terms and conditions of the Merger.
  - c. **CLOSING; EFFECTIVE DATE:** The Merger shall be effective at such time as the Articles of Merger are duly filed with the Florida Department of State in accordance with Chapter 617, Florida Statutes ("Effective Date").
  - d. **NAME:** Subject to NAR approval, it is intended that as soon as is administratively possible (concurrently with or following the Effective Date), the Surviving Corporation's name will remain the Pinellas Suncoast Association of Realtors, Inc. d/b/a Pinellas Realtor Organization. CPAR will be a Chapter of the Surviving Corporation and will maintain its unique branding.
  - e. **FISCAL YEAR:** The fiscal year of the Surviving Corporation will continue to be a December 31 year end.
  
- III. **Statement of Changes in the Articles of Incorporation of the Surviving Corporation:**
  - a. **TERRITORY:** The Articles of Incorporation and the Bylaws of the Surviving Corporation shall be amended as of the Effective Date to restate the territorial



jurisdiction of the Surviving Corporation as a member of NAR, along with any other changes deemed advisable for the combination of the Associations.

- b. **MEMBERSHIP:** As of the Effective Date, all of the active members in good standing of CPAR shall become members of the Surviving Corporation by virtue of the Merger and without any action on the part of the members thereof and at the same membership classification that they currently hold. All members of PRO shall remain as members of the Surviving Corporation and at the same membership classification that they currently hold.
- c. **GOVERNING BOARDS:** Prior to the Effective Date, the officers and directors of the respective parties shall continue to serve in their respective capacities. As of the Effective Date, the officers and directors of the Surviving Corporation shall be as set forth on Exhibit A to this Plan.
- d. **CHAPTER STATUS OF MERGED CORPORATION:** Immediately upon the Effective Date of the Merger, CPAR shall reconstitute itself as the Central Pasco Chapter of the Pinellas Suncoast Association of Realtors, Inc. (the "Chapter"). The Chapter shall maintain a presence and visibility in Pasco County, and will continue to advocate for home ownership. The Chapter shall be governed by and act in a manner consistent with the policies and procedures set forth in the Bylaws of PRO. The Chapter will conduct its business in the following manner:
  - i. The Chapter acknowledges that it will be an "unincorporated" association and a chapter of PRO.
  - ii. The initial Board of Directors of the Surviving Corporation shall form a Chapter Committee for the further organization of the Chapter to facilitate serving the needs of the public in the merged corporation's geographical area.
  - iii. On any such further organization of the Chapter, the Chapter acknowledges and agrees that it shall provide notification of any and all Chapter events and activities to PRO.
  - iv. The Chapter shall abide by the policies and procedures set forth by PRO.

- IV. **Covenants:** Subsequent to the approval and execution of this Plan by the Corporation and until and including the Effective Date, PRO and CPAR agree that:
- a. The business of the Corporation will be conducted in the ordinary and usual course;
  - b. The Corporation shall not: (i) amend their Articles of Incorporation; or (ii) change, combine or reclassify the memberships of members of their respective Corporation inconsistent with its Bylaws in existence at the time of signing this Plan.
  - c. No party to this Plan shall: declare, set aside or make undisclosed distribution of any property without first disclosing such action to the other party and unless agreed to by the parties in writing.
  - d. Each party shall use its best efforts to preserve intact the business organization (to keep available the services of its current officers and key employees), and to preserve the goodwill of those having business relationships with them.

- e. Each party agrees to promptly notify the other party at any time prior to the Effective Date a representation or warranty, if any, provided to the other party in writing becomes materially inaccurate or no longer true.

**V. Abandonment of Merger:** This Plan may be terminated, and the Merger abandoned at any time before the Effective Date upon the majority vote of the Board of Directors of either Corporation.

**VI. Costs and Expenses:** Each Corporation shall bear its own costs and expenses (including accounting, legal and other professional fees and expenses) incurred in connection with this Plan and the transactions contemplated hereby.

**VII. Wholly Owned Profit Subsidiary**

- a. The Surviving Corporation will retain its wholly Owned Profit Subsidiary, PRO Biz, Inc., and request that the Board of Directors considers renaming the organization to reflect the expanded community and add one (1) CPAR broker or broker associate.
- b. The members of the Surviving Subsidiary Corporation Board of Directors will be selected by the Board of Directors of the Pinellas Suncoast Association of Realtors, Inc.
- c. The initial Board of Directors upon the Effective Date shall consist of up to nine (9) Members, who are broker principals, partners, corporate officers, managing brokers, and a maximum of two (2) broker associates who are non-owners or managers and the Chief Executive Officer.

**VIII. Public Foundation**

- a. The Surviving Corporation will retain its public foundation, Pinellas Realtor Foundation, Inc., and request that the Board of Trustees considers renaming the organization to reflect the expanded community.
- b. The initial Board of Trustees shall remain the same upon the effective date and add the CPAR Past Presidents willing and able to serve to its Board of Trustees. The Chief Executive Officer of the foundation will remain the President and CEO of the Surviving Corporation.

**IX. Committees**

- a. Committees of both PRO and CPAR will continue for the balance of the year and will be evaluated by the Board of Directors for future years.
- b. The 2018 and 2019 Officers, Directors, Chapter Chairman and Chapter Director will be stated in Exhibit A.

**X. Political Action Committee & Advocacy Fund (PAC)**

- a. The surviving Association will retain its Political Action Committee (PAC) as organized under Section 527 of the Internal Revenue Code.
- b. The current PAC assessment will be evaluated upon merger by the 2019 Board of Directors.

- b. Joe Farrell, the current Director of Public Policy for PRO will be retained under his existing contract.
- c. The current CPAR facilities lease will be assumed by the Surviving Corporation and re-evaluated in the future.
- d. Contracts may be terminated or continued by the Surviving Corporation (or by PRO for the benefit of the Surviving Corporation), in consultation with legal counsel. Contracts may also be re-negotiated
- e. Assets of each of PRO and CPAR become the property of the Surviving Corporation.

**XVII. Staffing**

- a. Staff will be evaluated by the President & CEO, upon the Effective Date and the organizations staffing needs will be determined.
- b. A revised employee policy manual will be presented to the 2019 Board of Directors for ratification.

**XVIII. Member Dues and Fees**

- a. Member dues and MLS fees will not change for the current year.
- b. CPAR local Realtor Member dues will be \$120 for 2019. Affiliate Member dues will be \$250 for 2019.
- c. CPAR MLS Local Service Center Fees will be \$86 for 2019.
- d. All members will pay equal dues, PAC and MLS Fees in 2020 and beyond.

**XIX. Office Locations & Hours**

- a. The Surviving Corporation headquarters will be located at 4590 Ulmerton Road Clearwater, FL 33762
- b. The Central Pasco Chapter office shall be located at 2009 Osprey Lane, Lutz, FL 33549
- c. The office hours of both locations shall be 8:30 am to 5:00 p.m.

**XX. Effect of Merger** When the Articles of Merger have been approved by the Florida Department of State as provided for under Florida Statute 617, Corporations not for Profit, the separate existence of Central Pasco Board of Realtors, Inc. shall cease, and said corporation shall be merged in accordance with this Plan of Merger, into the Pinellas Suncoast Association of Realtors, Inc. PRO shall continue in existence and shall without other transfer, succeed to the ownership and possession of all of the rights, privileges, immunities, and powers of each of the constituent corporations. All the property and assets, real and personal, tangible and intangible, including operating, and capital and other funds and all rights which either constituent corporation enjoyed as a beneficiary of any trust or similar arrangement, and all causes of action, and every other asset of each of the constituent corporations, shall vest in such Surviving Corporation without further act or deed. The Surviving Corporation shall assume and be liable for all the liabilities, obligations, and penalties of each of the constituent corporations. Notwithstanding the foregoing, if any act is required that would be helpful by a constituent corporation in order to transfer any such property, assets, or rights, each such constituent corporation will perform any

and all such acts. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any member, officer, or director thereof, shall be released or impaired by such Merger. No action of proceeding, civil or criminal, then pending by or against either constituent corporation, or any member, officer, or director thereof, shall abate or be discontinued by such Merger, but may be enforced, prosecuted, settled or compromised as if such Merger had not occurred, or the Surviving Corporation may be substituted in such action in place of either constituent corporation.

XXI. Adoption of Plan of Merger

- a. The foregoing plan has been duly approved and adopted by the Board of Directors of the Pinellas Suncoast Association of Realtors, Inc., August 17<sup>th</sup>, 2018, and by the Pinellas Suncoast Association of Realtors, Inc. membership on September 6<sup>th</sup>, 2018.
- b. The foregoing plan has been duly approved and adopted by the Board of Directors of the Central Pasco Board of Realtors, Inc., August 14<sup>th</sup>, 2018, and by the Central Pasco Board of Realtors, Inc. membership on September 6<sup>th</sup>, 2018.
- c. The foregoing plan has been duly approved by NAR on September 12<sup>th</sup>, 2018.

Dated:

August 17, 2018

August 17, 2018

PINELLAS SUNCOAST ASSOCIATION OF REALTORS, INC

By: [Signature]  
Paul Hendrix, Chairman of the Board

Attest:

By: [Signature]  
Kevin Bardoff, Chair-Elect

Dated:

August 17, 2018

August 17, 2018

CENTRAL PASCO BOARD OF REALTORS, INC

By: [Signature]  
Lars Kier, President

Attest:

By: [Signature]  
Ronald Zerkow, Director Name & Title

## EXHIBIT A

### Governance & Leadership

The initial Board of Directors (BOD) upon the effective date shall consist of 15 Members and the non-voting President & CEO.

#### Officers:

Chairman of the Board - Paul Hendriks  
Chair-Elect - Kevin Batdorf  
Secretary - Glen Richardson  
Treasurer - Cyndee Haydon  
Past Chairman - Tom Shelly  
President & CEO, David B. Bennett, CMLX<sup>1</sup>, RCE, CAE

#### Directors:

Xina Rim (2017/2018)  
Vanessa Bustamante (2017/2018)  
Manuela Hendrickson (2017/2018)  
Tom Steck (2018/2019)  
Jill Long (2018/2019)  
Mindy Rovillo (2018/2019)

#### Chapter Directors:

Chapter Chairman - Lars Kier  
Chapter Director - \_\_\_\_\_

#### Appointed Directors:

Fred Hintenberger (one year)  
Marsha Gordon (one year)

- a. The 2018 Chair-Elect, Kevin Batdorf will be the 2019 Chairman of the Board.
- b. The 2018 Chairman of the Board, Paul Hendriks will become the 2019 Past Chairman.
- c. A Chapter Chair will be an additional appointed or elected position to the Board of Director starting in 2020, based on an application criteria process.
- d. The initial Chapter Chair will be Lars Kier and he shall serve through the end of 2019.
- e. A Chapter Director will be an additional appointed or elected position to the Board of Directors through the end of 2019 and then that additional Director will be eliminated.
- f. The Chapter Committee will be comprised of five (5) members and the Chapter Chair for 2018 and 2019, thereafter the Board of Directors will determine an appointment or election process starting in 2020.

- g. The 2019 Board of Directors shall consist of 15 Members and the non-voting President & CEO.
- h. In 2020, open officer and director seats will go through the Nomination process.
- i. A Nominating Committee will be appointed by the Chairman of the Board. The Nominating Committee shall consist of CPAR and PRO Immediate Past Chairman/Past Presidents, or if unable to serve, a Past Chairman/Past Presidents willing to serve; the Chairman of the Board, two Past Chairman/Past Presidents and five (5) Association members in good standing. No member of the Nominating Committee shall be eligible for nomination for any position. The Nominating Committee shall select one candidate for each open position.