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June 26, 2006

Reply To:
Fort Myers Office
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Division of Corporation
Attn: Merger Department
409 East Gaines Street
Tallahassee, Florida 32399

**Re: Articles of Merger / Plan of Merger: Gardens at Beachwalk
Condominium Association, Inc. and Gardens at Beachwalk Property
Owners Corporation, Inc.**

To whom it may concern:

Enclosed herewith please find Articles of Merger and Plan of Merger for the above-referenced Associations. Also enclosed is check number 1812 in the amount of \$70.00, which represents the filing fee for same. Once the Articles of Merger and Plan of Merger are filed, please return a stamped copy of same in the envelope provided.

Additionally, please find the Articles of Amended and Restated Articles of Incorporation for the above-reference Associations, as well as check number 1813 in the amount of \$35.00 to cover the cost of filing these Articles. Please return a date stamped copy in the envelope provided herein for your convenience.

Should you have any questions, please contact me.

Very truly yours,


Joseph E. Adams
For the Firm

Enclosures (as stated)

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ARTICLES OF MERGER

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GARDENS AT BEACHWALK CONDOMINIUM ASSOCIATION, INC.
GARDENS AT BEACHWALK PROPERTY OWNERS CORPORATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1105 to 617.1106, Florida Statutes (2005), the undersigned corporations affirm and adopt the following:

1. The Plan of Merger of Gardens at Beachwalk Condominium Association, Inc., and Gardens at Beachwalk Property Owners Corporation, Inc., both Florida corporations not-for-profit, has been duly approved, as follows:

(a) By approval of the Board of Directors of Gardens at Beachwalk Condominium Association, Inc. at a meeting held March 27, 2006, and by the membership of that Association at a special membership meeting held on April 13, 2006 and adjourned to June 1, 2006.

(b) By approval of the Board of Directors of Gardens at Beachwalk Property Owners Corporation, Inc., at a meeting held March 27, 2006, and by the membership of that Corporation at a membership meeting held on April 13, 2006 and adjourned to June 1, 2006.

2. The surviving corporation shall be Gardens at Beachwalk Condominium Association, Inc., a Florida corporation not-for-profit.

3. The merging corporation shall be Gardens at Beachwalk Property Owners Corporation, Inc., a Florida not for profit corporation.

4. As to Gardens at Beachwalk Condominium Association, Inc. (surviving corporation), the Plan of Merger was adopted by at vote of 224 members in favor and 7 opposed at the membership meeting of the surviving corporation held on April 13, 2006 and adjourned to June 1, 2006.

5. As to Gardens at Beachwalk Property Owners Corporation, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 224 members in favor and 7 members opposed at a meeting of the merging corporation held on April 13, 2006 and adjourned to June 1, 2006.

6. The Plan of Merger adopted by the corporations is attached herewith to these Articles of Merger.

7. The Articles of Incorporation of the surviving corporation are the Amended and Restated Articles of Incorporation, attached hereto.

8. The merger shall become effective upon filing with the Division of Corporations.

GARDENS AT BEACHWALK CONDOMINIUM
ASSOCIATION, INC.

By: 
Vito Barbuto, President

Date: June 8, 2006

(CORPORATE SEAL)

GARDENS AT BEACHWALK PROPERTY
OWNERS CORPORATION, INC.

By: 
Vito Barbuto, President

Date: June 8, 2006

(CORPORATE SEAL)

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PLAN OF MERGER

GARDENS AT BEACHWALK PROPERTY OWNERS CORPORATION, INC. GARDENS AT BEACHWALK CONDOMINIUM ASSOCIATION, INC.

WHEREAS, Gardens at Beachwalk Property Owners Corporation, Inc., a Florida Corporation not for profit, is the corporate entity responsible for the operation, management and maintenance of certain recreational and other common facilities and landscaped areas serving the Gardens at Beachwalk Community, as more particularly described in the Declaration of Covenants, Restrictions and Easements thereof, recorded at O.R. Book 4183, Pages 3841 *et seq.* of the Public Records of Lee County, Florida, and as amended; and

WHEREAS, Gardens at Beachwalk Condominium Association, Inc., a Florida Corporation not for profit, is the corporate entity responsible for the operation and management of Gardens at Beachwalk, A Condominium as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 4183, Pages 3927 *et seq.* of the Public Records of Lee County, Florida, and as amended; and

WHEREAS, the Boards of Directors of the two above-named corporations have met and determined that simplicity and economy of operation of the Condominium and the Community will be enhanced by the merger of the aforementioned corporations into a single operating entity.

THEREFORE BE IT RESOLVED that pursuant to Section 617.1101 to 617.1103, Florida Statutes (2005), the following plan of merger is hereby adopted.

1. Gardens at Beachwalk Property Owners Corporation, Inc., a Florida not for profit corporation, shall be the merging corporation, and Gardens at Beachwalk Condominium Association, Inc., a Florida not for profit corporation, shall be the surviving corporation.
2. Subsequent to the merger, Gardens at Beachwalk Property Owners Corporation, Inc. will be subject to the Articles of Incorporation and By-Laws of Gardens at Beachwalk Condominium Association, Inc.
3. Gardens at Beachwalk Condominium Association, Inc. shall, upon the merger, assume all the powers, rights, duties, assets and liabilities of Gardens at Beachwalk Property Owners Corporation, Inc.
4. This Plan of Merger shall become effective after due approval of the proposed amendments attached to this Plan of Merger and recording the appropriate instruments with the Florida Division of Corporations and the Lee County Clerk of Courts.

GARDENS AT BEACHWALK CONDOMINIUM
ASSOCIATION, INC.

By: 
Vito Barbuto, President

Date: June 8, 2006

(CORPORATE SEAL)

GARDENS AT BEACHWALK PROPERTY OWNERS
CORPORATION, INC.

By: 
Vito Barbuto, President

Date: June 8, 2006

(CORPORATE SEAL)

NAP_DB: 31472_1

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

GARDENS AT BEACHWALK CONDOMINIUM ASSOCIATION, INC.

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION –
SEE CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT**

These are the Amended and Restated Articles of Incorporation for Gardens at Beachwalk Condominium Association, Inc. originally filed with the Florida Department of State the 8th day of January 2004, under Charter Number N04000000306. Matters of only historical interest have been omitted. Amendments included have been added pursuant to F.S. 617.

1. NAME. The name of the corporation shall be GARDENS AT BEACHWALK CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", The Declaration of Condominium as "Declaration", these Articles of Incorporation as the "Articles", and the Bylaws of the Association as the "Bylaws".

2. PURPOSE. The purpose for which the Condominium Association is organized is to manage, operate and maintain Gardens at Beachwalk, a Condominium and Gardens at Beachwalk and certain Association Property, including recreational facilities. Said Condominium shall be operated on a not-for-profit basis for the mutual use, benefit, enjoyment and advantage of the individual residents of said Condominium; to make such improvements, additions and alterations to said Condominium as may be necessary or desirable from time to time as authorized by the respective Declaration of said Condominium and the By-Laws of the Association; to purchase and own real or personal property; and to conduct and transact all business necessary and proper in the management, operation and maintenance of said Condominium; all as agents of the Owners of the Condominium Parcels of the said Condominium.

3. DEFINITIONS. The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium and Declaration of Covenants, Restrictions and Easements recorded in the Public Records of Lee County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

4. POWERS. The powers of the Association shall include and be governed by the following:

4.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles or of the Act.

4.2 Enumeration. The Association shall have all the powers and duties set forth in the Act and as it may be amended from time to time, except as limited by the Declaration of Condominium and Declaration of Covenants, Restrictions and Easements, as it may be amended from time to time, these Articles and as they may be amended from time to time, the Bylaws and as they may be amended from time to time, including but not limited to the following:

4.2.1 To make and collect assessments and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

4.2.2 To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Condominium or Association Property.

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property, Association Property, Common Area or any other property acquired or leased by the Association for use by Unit Owners.

4.2.4 To purchase insurance upon the Condominium Property, Association Property, Condominium Property and insurance for the protection of the Association, its Officers, Directors, and members as Unit Owners.

4.2.5 To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property, Association Property and Common Area, the health, comfort, safety and welfare of the Unit Owners, and for the administration of the Association.

4.2.6 To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of units as may be provided by the Declaration.

4.2.7 To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Condominium Property, Association Property and Common Area.

4.2.8 To contract for the management of the Condominium and Association Property, Common Area and any facilities used by the Unit Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific approval of the Board of Directors or the membership of the Association.

4.2.9 To employ personnel to perform the services required for proper operation of the Condominium and the Association.

4.2.10 Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.

4.3 Condominium Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

4.4 Distribution of Income. The Association shall make no distribution of income to its members, directors or officers.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

5. MEMBERS. The members of the Association shall consist of all of the record owners of units in the Condominium, and after termination of the Condominium shall consist of those who were members at the time of the termination and their successors and assigns.

5.1 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.2 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one unit shall be entitled to one vote for each Unit owned, subject to the procedure contained in the Condominium Documents.

5.3 Meetings. The Bylaws shall provide for an annual meeting of members, and shall make provision for regular and special meetings of members other than the annual meeting.

6. TERM OF EXISTENCE. The Association shall have perpetual existence.

7. OFFICERS. The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers.

8. DIRECTORS.

8.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than five (5) Directors.

8.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.

8.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

9. BYLAWS. The Bylaws of this Corporation may be altered, amended or repealed in the manner provided in the Bylaws.

10. AMENDMENTS. Except as elsewhere specifically provided herein to the contrary, amendments to these Articles of Incorporation may be effected as follows:

10.1 Initiation of Amendments; Approval. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors of the Association or by not less than 25% of the voting interests of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing. Approval of proposed amendments must be by affirmative vote of 66 2/3% of the voting interests of the Association present, in person or by proxy, and voting at a duly noticed meeting of the Association at which a quorum is present. Amendments correcting errors or omissions in these Articles may be adopted by the Board.

10.2 Execution and Recording. Approval of a duly-adopted amendment, shall be evidenced by a certificate of the Association which shall include recording data identifying the Declaration or Declarations and shall be executed in the form required for the execution of a Deed. An amendment of these Articles of Incorporation are effective when properly recorded in the Public Records of Lee County and filed with the Florida Secretary of State, Division of Corporations.

10.3 Procedure. No provision of these Articles of Incorporation shall be revised or amended by reference to its title or number only. Proposals to amend existing provisions of these Articles of Incorporation shall contain the full text of the provision to be amended; new words shall be inserted in the text underlined; and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and

hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER FOR PRESENT TEXT." Nonmaterial errors or omissions in the amendment process shall not invalidate an otherwise properly promulgated or approved amendment.

10.4 Proviso. Unless otherwise provided specifically to the contrary in this Declaration, no amendment shall change the configuration or size of any Unit in any material fashion, materially alter or modify the appurtenances to any Unit, or change the percentage by which the Owner of a Unit shares the Common Expenses and owns the Common Elements and Common Surplus, unless the record Owner(s) thereof and all record owners of mortgages or other liens thereon shall join in the execution of the amendment.

11. REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT. The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

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