

N94000000291

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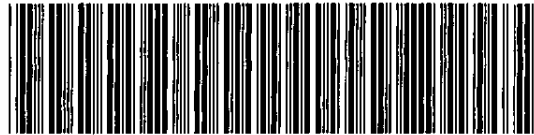
(Business Entity Name)

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 14, 2011

RICHARD D. DEBOEST, II, ESQ.
2030 MCGREGOR BLVD.
FORT MYERS, FL 33901

SUBJECT: SOUTHBRIDGE LANDING PROPERTY OWNERS ASSOCIATION,
INC.
Ref. Number: N94000000291

We have received your document for SOUTHBRIDGE LANDING PROPERTY OWNERS ASSOCIATION, INC. and your check(s) totaling \$323.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

A balance of \$35.00 is due for the Merger.

In order to file your document, the subject entity must first be reinstated.

The total amount due to reinstate is \$297.50.

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) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 711A00003742



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 1, 2011

RCUD MAR 4 2011

RICHARD D. DEBOEST, II, ESQ.
2030 MCGREGOR BLVD.
FORT MYERS, FL 33901

SUBJECT: SOUTHBRIDGE LANDING PROPERTY OWNERS ASSOCIATION, INC.

Ref. Number: N94000000291

We have received your document for SOUTHBRIDGE LANDING PROPERTY OWNERS ASSOCIATION, INC. and your check(s) totaling \$323.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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A balance of \$35.00 is due for the Merger.

In order to file your document, the subject entity must first be reinstated.

The total amount due to reinstate is \$297.50.

The above listed entity was administratively dissolved, or its certificate of authority was revoked, for failure to file its 2010 annual report in a timely manner.

* To reinstate the entity, you must file the reinstatement, and pay the appropriate fees, online at the Division of Corporations' website, www.sunbiz.org. Please look for Reinstatement filing in the "E-Filing Services" or "Electronic Filing" menu. There may also be a "blue box" on the Sunbiz homepage entitled "File A Reinstatement Here". You will have the option to pay by credit/debit card; or by check or money order.

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) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 711A00003742

PLAN OF MERGER

OF

**SOUTHBRIDGE CONDOMINIUM NO. 1 ASSOCIATION, INC.
SOUTHBRIDGE CONDOMINIUM NO. 2 ASSOCIATION, INC.
SOUTHBRIDGE CONDOMINIUM NO. 3 ASSOCIATION, INC.
SOUTHBRIDGE CONDOMINIUM NO. 4 ASSOCIATION, INC.
SOUTHBRIDGE CONDOMINIUM NO. 5 ASSOCIATION, INC.
SOUTHBRIDGE CONDOMINIUM NO. 6 ASSOCIATION, INC.
SOUTHBRIDGE CONDOMINIUM NO. 7 ASSOCIATION, INC.
SOUTHBRIDGE CONDOMINIUM NO. 8 ASSOCIATION, INC.**

WITH AND INTO

SOUTHBRIDGE LANDING PROPERTY OWNERS ASSOCIATION, INC.

September 1, 2010

FILED
11 MAR 17 AM 9:27
TALLAHASSEE, FLORIDA

Merger between Southbridge Condominium No. 1 Association, Inc., Southbridge Condominium No. 2 Association, Inc., Southbridge Condominium No. 3 Association, Inc., Southbridge Condominium No. 4 Association, Inc., Southbridge Condominium No. 5 Association, Inc., Southbridge Condominium No. 6 Association, Inc., Southbridge Condominium No. 7 Association, Inc., and Southbridge Condominium No. 8 Association, Inc., known as the "Merging Corps." and Southbridge Landing Property Owners Association, Inc., which shall be known as the "Surviving Corp." (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Section 617.1101 et seq. of the Florida Not-for-Profit Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date, with the following changes, shall be the Articles of Incorporation of the Surviving Corp. until further amended as provided by law. The changes to Surviving Corp.'s Articles of Incorporation, which shall take effect on the Effective Date are as follows:

SEE EXHIBIT "A" ATTACHED

2. Effect of Merger. On the Effective Date, the separate existence of Merging Corp. shall cease, and shall be fully vested in Surviving Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 617.1106 of the Act.

The foregoing notwithstanding, after the merger all of the pre-existing financial obligations, including but not limited to accounts receivable, accounts payable and other liabilities and benefits (hereinafter "pre-existing obligations") of the merging corps., shall remain the sole

and exclusive obligation/benefit of the owners of the Units in the respective merging corps., until such time as all outstanding pre-existing obligations are fulfilled.

3. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Merging Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

4. Filing with the Florida Secretary of State and Effective Date. Upon receiving the requisite approvals from the membership and Boards of Directors of Surviving Corp. and Merging Corp. for this Plan of Merger, Merging Corp. and Surviving Corp. shall cause their respective President (or Vice President) to execute Articles of Merger and this Plan of Merger shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with Section 617.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be January 1, 2011 irrespective of the actual filing date of the Articles of Merger.

5. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of all Constituent Corporations, notwithstanding favorable action by the members of the respective Constituent Corporations.

**AMENDMENTS
TO
ARTICLES OF INCORPORATION
OF**

SOUTHBIDGE LANDING PROPERTY OWNERS ASSOCIATION, INC.

Words ~~stricken~~ are deletions;

Words underlined are additions.

Article VII

Board of Directors

The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of eight (8) members consisting of the former Presidents of Southbridge Condominium Association No. 1, Inc., Southbridge Condominium Association No. 2, Inc., Southbridge Condominium Association No. 3, Inc., Southbridge Condominium Association No. 4, Inc., Southbridge Condominium Association No. 5, Inc., Southbridge Condominium Association No. 6 Inc., Southbridge Condominium Association No. 7, Inc., and Southbridge Condominium Association No. 8, Inc., until the annual meeting in January 2011. At the annual meeting in January 2011, all directors terms shall expire and the number of director seats on the Board shall be reduced to five (5). At the January 2011 annual meeting five (5) directors shall be elected at large.

Articles XVI

Corporate Merger

It is contemplated that Southbridge Condominium Association No. 1, Inc., Southbridge Condominium Association No. 2, Inc., Southbridge Condominium Association No. 3, Inc., Southbridge Condominium Association No. 4, Inc., Southbridge Condominium Association No. 5, Inc., Southbridge Condominium Association No. 6 Inc., Southbridge Condominium Association No. 7, Inc., and Southbridge Condominium Association No. 8, Inc., will merge with and into Southbridge Landing Property Owners Association, Inc., which shall be deemed the Surviving Corporation. In the event that the corporate merger is not approved, or the owners in one or more of the effected Condominiums do not approve the requisite amendments to their Condominium Documents, then the amendments to these Articles shall be void only as to those Condominiums which have not given the requisite approvals. In the event the merger and all requisite amendments are approved, then notwithstanding anything to the contrary contained in the governing documents of this Association or in any of the Condominiums, all references to the "Association" shall mean the surviving corporation and all references to the Articles of Incorporation and Bylaws shall mean the Articles of Incorporation and Bylaws of the surviving corporation. The Board of Directors shall have the authority to adopt amendments to the Governing Documents of the Association and the Condominiums to effectuate the corporate merger in the event that any necessary amendments are inadvertently omitted from those amendments voted on by the membership.

ARTICLES OF MERGER

of

**SOUTHBRIDGE CONDOMINIUM NO. 1 ASSOCIATION, INC.
SOUTHBRIDGE CONDOMINIUM NO. 2 ASSOCIATION, INC.
SOUTHBRIDGE CONDOMINIUM NO. 3 ASSOCIATION, INC.
SOUTHBRIDGE CONDOMINIUM NO. 4 ASSOCIATION, INC.
SOUTHBRIDGE CONDOMINIUM NO. 5 ASSOCIATION, INC.
SOUTHBRIDGE CONDOMINIUM NO. 6 ASSOCIATION, INC.
SOUTHBRIDGE CONDOMINIUM NO. 7 ASSOCIATION, INC.
SOUTHBRIDGE CONDOMINIUM NO. 8 ASSOCIATION, INC.**

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11 MAR 17 AM 9:27
CLERK OF STATE
TALLAHASSEE, FLORIDA

WITH AND INTO

SOUTHBRIDGE LANDING PROPERTY OWNERS ASSOCIATION, INC.

ARTICLES OF MERGER of Southbridge Condominium No. 1 Association, Inc., Southbridge Condominium No. 2 Association, Inc., Southbridge Condominium No. 3 Association, Inc., Southbridge Condominium No. 4 Association, Inc., Southbridge Condominium No. 5 Association, Inc., Southbridge Condominium No. 6 Association, Inc., Southbridge Condominium No. 7 Association, Inc., and Southbridge Condominium No. 8 Association, Inc., known as the "Merging Corps." and Southbridge Landing Property Owners Association, Inc., which shall be known as the "Surviving Corp."

Pursuant to s. 617.1105 of the Florida Not-for-Profit Corporation Act (the "Act") Southbridge Condominium No. 1 Association, Inc., Southbridge Condominium No. 2 Association, Inc., Southbridge Condominium No. 3 Association, Inc., Southbridge Condominium No. 4 Association, Inc., Southbridge Condominium No. 5 Association, Inc., Southbridge Condominium No. 6 Association, Inc., Southbridge Condominium No. 7 Association, Inc., and Southbridge Condominium No. 8 Association, Inc., will merge with and into Southbridge Landings Property Owners Association, Inc.

1. The Plan of Merger dated September 1, 2010 ("Plan of Merger") which Plan of Merger was approved and adopted by sufficient votes of the respective membership of the Merging Corporations and the Surviving Corporation, as follows:

SOUTHBRIDGE LANDING PROPERTY OWNERS ASSOCIATION, INC. (Surviving Corporation)

Date of Meeting at Which Plan of
Merger was Approved: 11-15, 2010.

Number of Votes In Favor of Plan of Merger: 149

Number of Votes In Opposition to Plan of Merger: 1

SOUTHBRIDGE CONDOMINIUM NO. 1 ASSOCIATION, INC. (Merging Corporation)

Date of Meeting at Which Plan of
Merger was Approved: 11-15, 2010

Number of Votes In Favor of Plan of Merger: 20

Number of Votes In Opposition to Plan of Merger: 0

SOUTHBRIDGE CONDOMINIUM NO. 2 ASSOCIATION, INC. (Merging Corporation)

Date of Meeting at Which Plan of
Merger was Approved: 11-15, 2010

Number of Votes In Favor of Plan of Merger: 16

Number of Votes In Opposition to Plan of Merger: 0

SOUTHBRIDGE CONDOMINIUM NO. 3 ASSOCIATION, INC. (Merging Corporation)

Date of Meeting at Which Plan of
Merger was Approved: 11-15, 2010

Number of Votes In Favor of Plan of Merger: 21

Number of Votes In Opposition to Plan of Merger: 0

SOUTHBRIDGE CONDOMINIUM NO. 4 ASSOCIATION, INC. (Merging Corporation)

Date of Meeting at Which Plan of
Merger was Approved: 11-15, 2010

Number of Votes In Favor of Plan of Merger: 22

Number of Votes In Opposition to Plan of Merger: 0

SOUTHBRIDGE CONDOMINIUM NO. 5 ASSOCIATION, INC. (Merging Corporation)

Date of Meeting at Which Plan of
Merger was Approved: 11-15, 2010

Number of Votes In Favor of Plan of Merger: 22

Number of Votes In Opposition to Plan of Merger: 0

SOUTHBRIDGE CONDOMINIUM NO. 6 ASSOCIATION, INC. (Merging Corporation)

Date of Meeting at Which Plan of
Merger was Approved: 11-15, 2010

Number of Votes In Favor of Plan of Merger: 14

Number of Votes In Opposition to Plan of Merger: 0

SOUTHBRIDGE CONDOMINIUM NO. 7 ASSOCIATION, INC. (Merging Corporation)

Date of Meeting at Which Plan of
Merger was Approved: 11-15, 2010

Number of Votes In Favor of Plan of Merger: 16

Number of Votes In Opposition to Plan of Merger: 0

SOUTHBRIDGE CONDOMINIUM NO. 8 ASSOCIATION, INC. (Merging Corporation)

Date of Meeting at Which Plan of
Merger was Approved: 11-15, 2010

Number of Votes In Favor of Plan of Merger: 18

Number of Votes In Opposition to Plan of Merger: 0

2. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein, including the amendments to the Articles of Incorporation of the Surviving Corporation.

3. Pursuant to s. 617.1105(4) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 11 day of January, ~~2010~~ 2011

C. Zengraff

SOUTHBRIDGE LANDINGS PROPERTY OWNERS ASSOCIATION, INC.
(SEAL)

By: *Mark J. O'Keefe*

, President

SOUTHBRIDGE CONDOMINIUM NO. 1 ASSOCIATION, INC.

(SEAL)

By: Ronald Bulson
President

SOUTHBRIDGE CONDOMINIUM NO. 2 ASSOCIATION, INC.

(SEAL)

By: Thomas G. Haas
President

SOUTHBRIDGE CONDOMINIUM NO. 3 ASSOCIATION, INC.

(SEAL)

By: Nelson Black
President

SOUTHBRIDGE CONDOMINIUM NO. 4 ASSOCIATION, INC.

(SEAL)

By: Paul J. O'Keefe
President

SOUTHBRIDGE CONDOMINIUM NO. 5 ASSOCIATION, INC.

(SEAL)

By: Mert W. Melack
President

SOUTHBRIDGE CONDOMINIUM NO. 6 ASSOCIATION, INC.

(SEAL)

By: Gregory J. Felt
President

SOUTHBRIDGE CONDOMINIUM NO. 7 ASSOCIATION, INC.

(SEAL)

By: Robert L. Loran
President

SOUTHBRIDGE CONDOMINIUM NO. 8 ASSOCIATION, INC.

(SEAL)

By: Alexi Savarise
President