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Merger  
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2-6-15  
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\*00789, 06530, 00524, 02575, 00671



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 29, 2015

Sarah R. Wakefield  
Norton Hammersley  
1819 Main Street, Suite 610  
Sarasota, FL 34236

SUBJECT: SARASOTA LODGE NO. 1519 BENEVOLENT AND PROTECTIVE  
ORDER OF ELKS OF THE UNITED STATES OF AMERICA INCORPORATED  
Ref. Number: N33709

We have received your document for SARASOTA LODGE NO. 1519 BENEVOLENT AND PROTECTIVE ORDER OF ELKS OF THE UNITED STATES OF AMERICA INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above listed entity was administratively dissolved, or its certificate of authority was revoked, for failure to file its 2011 annual report in a timely manner.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](http://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.

I am unable to locate the surviving corporation on our website. Please provide a document number for the surviving corporation when you resubmit the merger.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

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) 245-6050.

Annette Ramsey  
Regulatory Specialist II

Letter Number: 515A00001802

# Norton ■ Hammersley

Norton, Hammersley, Lopez & Skokos, P.A.

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Certified Circuit  
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Erik M. Hanson

Eric R. Hoonhout

Michael P. Infanti

Darren R. Inverso

E. John Lopez  
Board-Certified Wills,  
Trusts & Estates  
Board-Certified Taxation

J. Derrick Maginness

Sam D. Norton  
Board-Certified  
Real Estate

Peter Z. Skokos

January 22, 2015

Amendment Section  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, FL 34214



RE: Merger of Sarasota Lodge No. 1519 Benevolent and Protective  
Order of Elks of the United States of America Incorporated  
into Lakewood Ranch Lodge No. 2855, Benevolent and Protective  
Order of Elks of the United States of America Incorporated

Dear sir or madam:

**Enclosed** are the Plan of Merger and the Articles of Merger for the above referenced merger. Also **enclosed** is our firm's check in the amount of \$70.00 (\$35.00 for each merging LLC) for the filing fee of such merger.

Please also note in the Articles under Item Fourth, the name of the surviving entity will be changing and we will be adding the bolded language as follows: "Lakewood Ranch-**Sarasota** Lodge No. 2855, Benevolent and Protective Order of Elks of the United States of America Incorporated".

Once processed, please forward the respective letter to the undersigned at the address above. If you have any questions or changes, please contact me.

Very truly yours,

A handwritten signature in cursive script that reads "Sarah R. Wakefield".

Sarah R. Wakefield  
Legal Assistant to John M. Compton  
Email: [swakefield@nhslaw.com](mailto:swakefield@nhslaw.com)

**Enclosures**

cc: Mr. Brett Davis

ARTICLES OF MERGER  
FOR  
FLORIDA NOT FOR PROFIT CORPORATION

FILED  
15 FEB -6 PM 2:51  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida not for profit corporations in accordance with s.617.1105, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sarasota Lodge No. 1519 Benevolent and Protective Order of Elks of the United States of America Incorporated	Florida	not for profit corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Lakewood Ranch Lodge # 2855, Benevolent and Protective Order of Elks of the United States of America, Inc.	Florida	not for profit corporation

**THIRD:** The **attached** plan of merger was approved by each party to the merger in accordance with the applicable provisions of Chapter 617, Florida Statutes.

**FOURTH:** Upon completion of the contemplated merger the name of the surviving entity will be changed to Lakewood Ranch-Sarasota Lodge # 2855, Benevolent and Protective Order of Elks of the United States of America, Inc., a Florida not for profit corporation.

FIFTH: The vote of the members of the merging party occurred at a meeting of the members on November 15, 2010, and the vote was sufficient to approve these Articles and the attached Plan of Merger in accordance with s.617.0701, Florida Statutes.

SEVENTH: The vote of the members of the surviving party occurred at a meeting of the members on November 15, 2010, and the vote was sufficient to approve these Articles and the attached Plan of Merger in accordance with s.617.0701, Florida Statutes.

Dated: January 22, 2015

Sarasota Lodge No. 1519  
Benevolent and Protective  
Order of Elks of the United  
States of America Incorporated,  
a Florida not for profit  
corporation

By: Frank Smith Jr.  
Director  
authorized representative

Lakewood Ranch Lodge # 2855,  
Benevolent and Protective  
Order of Elks of the United  
States of America, Inc.,  
a Florida not for profit  
corporation

By: Joey A. Wagner  
President  
authorized representative

# Exhibit "A"

## PLAN OF MERGER

THIS PLAN OF MERGER dated January 22, 2015, between Sarasota Lodge No. 1519 Benevolent and Protective Order of Elks of the United States of America Incorporated, a Florida not for profit corporation (hereinafter referred to as the "Merging Company"), and Lakewood Ranch Lodge # 2855, Benevolent and Protective Order of Elks of the United States of America, Inc., a Florida not for profit corporation, (hereinafter referred to as the "Surviving Company").

### WITNESSETH:

WHEREAS, the Merging Company is a Florida not for profit corporation organized and existing under the laws of the State of Florida with its principal office at 4908 Lena Road, #104-105, Bradenton, Florida 34211; and

WHEREAS, the Surviving Company is a Florida not for profit corporation organized and existing under the laws of the State of Florida, with its principal office at 4908 Lena Road, #104-105, Bradenton, Florida 34211; and

WHEREAS, the authorized representative of the Merging Company and the authorized representative of the Surviving Company deem it desirable and in the best interest of the corporations and their members that the Merging Company be merged into the Surviving

Company pursuant to the provisions of Sections 617.1105 et seq. of the Florida Not For Profit Corporation Act.

NOW THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

#### SECTION ONE - MERGER

Effective on the date of the filing of the Articles of Merger, the Merging Company shall merge with and into the Surviving Company. The name of the Surviving Company shall be **Lakewood Ranch-Sarasota Lodge # 2855, Benevolent and Protective Order of Elks of the United States of America, Inc., a Florida corporation.**

#### SECTION TWO - TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the Merging Company shall cease, and the Surviving Company shall succeed to all the rights, privileges, immunities and franchises, and all of the property, real, personal and mixed of the Merging Company, including, without limitation the real property described on Exhibit "A" attached hereto, without the necessity for any separate transfer. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of the Merging Company, and neither the rights of creditors nor any liens on the property of the Merging Company shall be impaired by the merger.

### SECTION THREE - CONVERSION OF INTERESTS

The manner and basis of converting the interests, shares, obligations or other securities of the Merging Company into interests, shares, obligations or other securities of the Surviving Company is as follows:

Each 1% membership interest of the Merging Company on the effective date of the merger shall be converted into a 1% membership interest of the Surviving Company.

### SECTION FOUR - CHANGES IN ARTICLES OF ORGANIZATION

The Articles of Organization of the Surviving Company shall continue to be its Articles of Organization following the effective date of the merger except for the change of name from Lakewood Ranch Lodge # 2855, Benevolent and Protective Order of Elks of the United States of America, Inc., a Florida corporation, to Lakewood Ranch-Sarasota Lodge # 2855, Benevolent and Protective Order of Elks of the United States of America, Inc., a Florida corporation.

### SECTION FIVE - APPROVAL BY MEMBERS

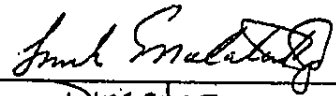
This Plan of Merger was approved by the vote of the members of the Surviving Company and Merging Company at a meeting of the respective members on November 15, 2010, and the votes were sufficient to approve in accordance with s.617.0701, Florida Statutes.

### SECTION SIX - EFFECTIVE DATE OF MERGER

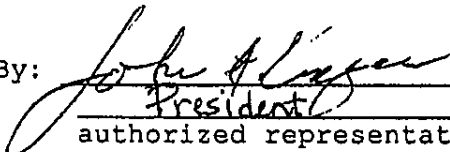
The effective date of this merger shall be the date of the filing of the Articles of Merger.



Sarasota Lodge No. 1519  
Benevolent and Protective  
Order of Elks of the United  
States of America Incorporated,  
a Florida not for profit corporation

By:   
Director  
authorized representative

Lakewood Ranch Lodge # 2855,  
Benevolent and Protective  
Order of Elks of the United  
States of America, Inc.,  
a Florida not for profit corporation

By:   
President  
authorized representative

## EXHIBIT A

A parcel of land situate in the Northeast 1/4 of Section 9, Township 36 South, Range 18 East, Sarasota County, Florida, as more particularly described as follows:

Commence at the Southwest corner of said Northeast 1/4; then N00°08'35"W along the West line of said Northeast 1/4, said West line also being the centerline of Lockwood Ridge Road (Public R/W) 659.79 feet to its intersection with the Westerly extension of the Southern line of Tract "C", as shown on the record plat of Whispering Crane Subdivision, recorded in Plat Book 38, Pages 30 and 30A inclusive, Public Records of Sarasota County, Florida; thence leaving said West line of said Section 9 and along the aforementioned Westerly extension of said Southern line of Tract "C", S88°57'26"E, 50.01 feet to the Easterly Right-Of-Way line of Lockwood Ridge Road and the Southwest corner of Tract "C" and a found concrete monument for a POINT OF BEGINNING; thence continue along the aforementioned Southern line of Tract "C", S88°56'27"E, 321.24 feet to a found concrete monument labeled P.R.M. LS #2637, said monument marking the Northwest corner of Lot 21 of the aforementioned Whispering Crane Subdivision; thence leaving the Southern line of Tract "C" and along the Western line of the Whispering Crane Subdivision, S00°10'26"E, 291.03 feet; thence leaving said Western line, N88°59'24"W, 321.39 feet to its intersection with the Eastern right-of-way line of Lockwood Ridge Road, said line being 50 feet East and parallel with the West line of the Northeast 1/4 of Section 9, Township 36 South, Range 18 East; thence along said East right-of-way line, N00°38'35"W, 291.30 feet to the Point of Beginning.