

228542

(Requestor's Name)

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(Business Entity Name)

(Document Number)

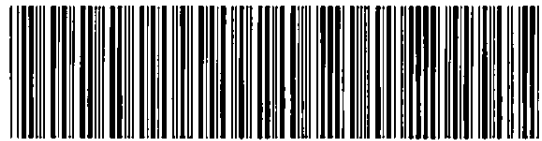
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CLERK OF STATE
JULIA A. GRIFFIN

Morgan

APR 24 2024

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CYPRESS LAKE COUNTRY CLUB, INC
Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

ED RODGERS

Contact Person

CYPRESS LAKE GOLF CLUB

Firm/Company

6767 WINKLER ROAD

Address

FORT MYERS, FL 33919

City/State and Zip Code

ED@CYPRESSLAKEGC.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ED RODGERS

Name of Contact Person

At (239) 481-1333

Area Code & Daytime Telephone Number

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TALLAHASSEE, FL

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 13, 2024

ED RODGERS
CYPRESS LAKE GOLF CLUB
6767 WINKLER ROAD
FORT MYERS, FL 33919

SUBJECT: CYPRESS LAKE COUNTRY CLUB, INC.
Ref. Number: 228542

We have received your document for CYPRESS LAKE COUNTRY CLUB, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

As a condition of a merger, pursuant to s.605.0212(8) and/or s.607.1622 (8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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.

Diane Cushing
Operations Manager A

Letter Number: 424A00005455

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
CYPRESS LAKE COUNTRY CLUB, INC.	FL	FOR PROFIT CORPORATIO	228542

SECOND: The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
CYPRESS LAKE REALTY, INC	FL	FOR PROFIT CORPORATIO	228591

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CLERK OF DISTRICT COURT
STATE OF FLORIDA

THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

FOURTH: Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☐ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

DATE OF FILING

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.

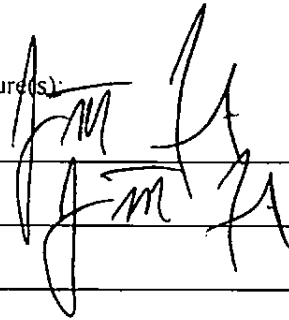
NINTH: Signature(s) for Each Party:

Name of Entity/Organization:

CYPRESS LAKE COUNTRY CLUB, INC.

Signature(s):

x



Typed or Printed
Name of Individual:

SCOTT FISCHER, PRESIDENT

CYPRESS LAKE REALTY, INC.

x

SCOTT FISCHER, PRESIDENT

Corporations:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 607.1101, Florida Statutes, which was adopted and approved by each party to the merger in accordance with the applicable provisions of Chapter 607, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation:

Cypress Lake Country Club, Inc., a Florida corporation ("Surviving Entity").

SECOND: The name and jurisdiction of the merging corporation:

Cypress Lake Realty, Inc., a Florida corporation ("Merging Entity").

THIRD: The terms and conditions of the merger are as follows:

1. Merger. In accordance with the provisions of the Florida Business Corporation Act, the Merging Entity, shall merge with and into Cypress Lake Country Club, Inc. (the "Surviving Entity") (the "Merger"), the separate existence of the Merging Entity shall cease, and the Surviving Entity shall survive the merger and continue to exist.

2. Effective Date. The Merger shall become effective on Date of filing (the "Effective Date").

3. Effect of Merger. The Merger shall have the effect set forth in the Florida Business Corporation Act.

4. Surviving Shareholders. The shareholders of the Surviving Entity (known as Founder Members) as of the Effective Date shall remain the shareholders of the Surviving Entity following the Effective Date.

5. Surviving Officers/Directors. The officers and directors of the Surviving Entity, in office immediately prior to the Effective Date, shall continue to be the officers and directors of the Surviving Entity after the Merger and shall hold office in accordance with the Bylaws of the Surviving Entity.

FOURTH:

A. The manner and basis of converting the shares, interests, obligations or other securities of the Merging Entity into the shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property is as follows:

Immediately prior to the Effective Date, one hundred percent (100%) of the outstanding shares of the Merging Entity are owned by the shareholders of the Surviving Entity. Upon the Effective Date, each share

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of stock of Merging Entity then outstanding shall be cancelled and each share of stock of the Surviving Entity that is outstanding immediately prior to the Effective Date shall continue to represent an outstanding share of stock of the Surviving Entity following the Merger.

B. The manner and basis of converting the rights to acquire the shares, interests, obligations or other securities of the Merging Entity into the rights to acquire the shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property is as follows:

There are no authorized or outstanding rights to acquire shares interests, obligations or other securities of the Merging Entity. Therefore, there is no manner or basis of converting rights to acquire shares, interests, obligations or other securities of the Merging Entity into rights to acquire shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property.

FIFTH: Pursuant to the provisions of section 607.1006, Florida Statutes, the Surviving Entity adopts the following amendment to Article I of its Articles of Incorporation:

"The name of the corporation is CYPRESS LAKE GOLF CLUB, INC."

SIXTH: Pursuant to the provisions of section 607.1006, Florida Statutes, the Surviving Entity adopts the following amendment to Article III of its Articles of Incorporation:

"ARTICLE III

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be four hundred (400) shares of common stock, all of the same class and each having a par value of one thousand dollars (\$1,000). Shares shall be uncertificated and any issued certificates shall be cancelled."