

485269

ATTORNEYS' TITLE

Requestor's Name

Address

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Multiple Listing Service of Fort. Myers Beach Inc. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

☒ Walk in

☐ Pick up time

ASAP

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED  
DEC 29 1998  
STATE  
TALLAHASSEE  
FLORIDA

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

20000274632-9  
12/29/98-01017-010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

98 DEC 29 PM 3 32  
NOTIFIED

Examiner's Initials

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MULTIPLE LISTING SERVICE OF FORT MYERS ASSOCIATION OF  
REALTORS, INC., a Florida corporation M83708

INTO

MULTIPLE LISTING SERVICE OF FORT MYERS BEACH, INC. which changed  
its name to

LEE ISLAND COAST MULTIPLE LISTING SERVICE, INC., a Florida  
corporation, 485269

File date: December 29, 1998, effective December 31, 1998

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 30, 1998

Attorney's Title  
660 E. Jefferson St.  
Tallahassee, FL

SUBJECT: MULTIPLE LISTING SERVICE OF FORT MYERS BEACH, INC.  
Ref. Number: 485269

We have received your document for MULTIPLE LISTING SERVICE OF FORT MYERS BEACH, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name and title of the person signing the document must be noted beneath or opposite the signature.

The plan of merger lists a different survivor then the Articles of Merger do.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 598A00060952

**ARTICLES OF MERGER  
OF TWO FLORIDA CORPORATIONS**

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FILED  
98 DEC 29 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101 - 607.1107, Florida Statutes, as amended, the undersigned domestic corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
MULTIPLE LISTING SERVICE OF FORT MYERS BEACH , INC.	Florida
MULTIPLE LISTING SERVICE OF THE FORT MYERS ASSOCIATION OF REALTORS®, INC.	Florida

SECOND: The surviving corporation is Multiple Listing Service of Fort Myers Beach, Inc., and it is to be governed by the laws of the State of Florida.

THIRD: On the effective date, the Articles of Incorporation of the surviving corporation shall be amended to change the name of the corporation to LEE ISLAND COAST MULTIPLE LISTING SERVICE, INC.

FOURTH: The attached Plan of Merger of Multiple Listing Services was approved by the shareholders of the undersigned domestic corporations in the manner prescribed by Section 607.1103, Florida Statutes, by unanimous written consents dated August 12, 1998 and, pursuant to such plan, was amended by unanimous consent of the Boards of Directors of the two constituent corporations on October 1, 1998. A copy of the Amended Plan of Merger of Multiple Listing Services is also attached.

FIFTH: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
MULTIPLE LISTING SERVICE OF FORT MYERS BEACH , INC.	1
MULTIPLE LISTING SERVICE OF THE FORT MYERS ASSOCIATION OF REALTORS®, INC.	1

SIXTH: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares</u>	
	<u>Total Voted For</u>	<u>Total Voted Against</u>
Multiple Listing Service of Fort Myers Beach , Inc.	1	-0-
Multiple Listing Service of The Fort Myers Association of Realtors®, Inc.	1	-0-

SIXTH: The Merger shall be effective at 11:59 p.m. EST, December 31, 1998.

Dated December 14, 1998

Multiple Listing Service of the Fort Myers Association of Realtors®, Inc.

By Maggie Morris  
 Its President

MAGGIE MORRIS

Multiple Listing Service of Fort Myers Beach , Inc.

By Cynthia Shafer  
 Its President

CYNTHIA SHAFER

## PLAN OF MERGER OF MULTIPLE LISTING SERVICES

This Plan of Merger (the "Plan") is entered into this 12th day of August, 1998, among the following Multiple Listing Service corporations each of which is incorporated as a for-profit corporation in Florida.

Multiple Listing Service of Bonita Springs, Inc.  
Cape Coral Multiple Listing Service, Inc.  
Multiple Listing Service of the Fort Myers Association of  
REALTORS®, Inc.  
Multiple Listing Service of Fort Myers Beach, Inc.

Each of the parties to this Agreement shall be described as a "Proposed Constituent MLS".

The Boards of Directors of each of the Proposed Constituent MLS's have resolved that at the Effective Date, the Constituent MLS's shall be merged into a single corporation existing under the laws of the State of Florida, which shall be the Surviving Corporation. In consideration of the mutual agreements, provisions and covenants contained in this document, the parties adopt and agree to the following terms and conditions relating to the Merger and the mode of carrying it into effect.

1. Merger. In accordance with the General Corporation Law of the State of Florida and the Florida Business Corporation Act, on the Effective Date, Multiple Listing Service of Bonita Springs, Inc., Multiple Listing Service of the Fort Myers Association of REALTORS®, Inc., and Multiple Listing Service of Fort Myers Beach, Inc., shall be merged into Cape Coral Multiple Listing Service, Inc. in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code. Cape Coral Multiple Listing Service, Inc. will be the surviving corporation.

2. Capital Stock. The authorized capital stock and the shares which are issued and outstanding of each Proposed Constituent MLS are as follows:

<u>Corporation</u>	<u>Authorized Shares</u>	<u>Outstanding Shares</u>
Multiple Listing Service of Bonita Springs, Inc.	50	
Cape Coral Multiple Listing Service, Inc.	50	50
Multiple Listing Service of the Fort Myers Association of REALTORS®, Inc.	7,500	
Multiple Listing Service of Fort Myers Beach, Inc.	1,000	1

3. Name of the Surviving Corporation. The surviving Corporation shall be Cape Coral Multiple Listing Service, Inc. if it becomes a Constituent MLS. If Cape Coral fails to become a Constituent MLS, then the Multiple Listing Service of Bonita Springs, Inc., will be the surviving corporation. However, the Articles of Incorporation of the surviving corporation will simultaneously be amended as of the Effective Date to change its name to the Multiple Listing Service of Bonita Springs, Cape Coral, Ft. Myers and Ft. Myers Beach, Inc.

4. Method of Approval. The merger shall be approved as follows:

(a) The Plan of Merger will be submitted to the Boards of Directors of each Proposed Constituent MLS prior to August 12, 1998. If approved by the Board of Directors of at least two of the Constituent MLS's, the Plan of Merger will be presented for a vote of the Designated Brokers and Shareholders of each Multiple Listing Service whose Directors approve the Plan, on August 12, 1998.

(b) If Directors or Shareholders of one or more of the Proposed Constituent Multiple Listing Services fail to approve the Merger, then a merger in accordance with the terms and provisions of this Plan of Merger shall take place between or among the MLS's approving the merger. The Proposed Constituent MLS's whose Directors and Shareholders have approved this Plan of Merger shall be referred to as Constituent MLS's.

(c) If this Plan of Merger is approved by at least two Proposed Constituent MLS's, the merger shall become effective at 11:59 p.m. on December 31, 1998 (the Effective Date) as to those approving MLS's.

5. Effects of Merger. The merger shall have the following results:

(a) On the Effective Date, the separate existence of Multiple Listing Service of Bonita Springs, Inc., Multiple Listing Service of the Fort Myers Association of REALTORS®, Inc., Multiple Listing Service of Fort Myers Beach, Inc., (the "merging corporations") shall cease and shall be merged into Cape Coral Multiple Listing Service, Inc., which is the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, and shall be subject to all of the restrictions, obligations, duties, disabilities and liabilities of the merging corporations and all property, all receivables, all causes of action, and all other things belonging to merging corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the merging corporations and the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, in the merging corporations shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the merging corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the merging corporations shall attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after

the Effective Date, the last acting officers of the merging corporations or the corresponding officers of the Surviving Corporation, may, in the name of the merging corporations, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all the merging corporations' property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

(b) The central administrative office of the Multiple Listing Service of Bonita Springs, Cape Coral, Ft. Myers and Ft. Myers Beach, Inc., will be the current office of the Cape Coral Multiple Listing Service, Inc., on S.E. 46th Lane, Cape Coral, Florida.

(c) The fiscal year of the Multiple Listing Service of Bonita Springs, Cape Coral, Ft. Myers and Ft. Myers Beach, Inc., will be the calendar year.

(d) The members of the Board of Directors of the Multiple Listing Service of Bonita Springs, Cape Coral, Ft. Myers and Ft. Myers Beach, Inc. will be the same individuals who serve on the Board of Directors of the Bonita Springs, Cape Coral, Ft. Myers, Ft. Myers Beach Association of REALTORS®, Inc.

(e) The By-laws of the Multiple Listing Service of Bonita Springs, Cape Coral, Ft. Myers and Ft. Myers Beach, Inc., will be adopted by its Board of Directors within 60 days following the Effective Date.

(f) Membership will be combined and consolidated under the Multiple Listing Service of Bonita Springs, Cape Coral, Ft. Myers and Ft. Myers Beach, Inc.

(g) The Board of Directors of the Multiple Listing Service of Bonita Springs, Cape Coral, Ft. Myers and Ft. Myers Beach, Inc., will hire the Executive Vice President. The remaining staff shall be selected by the Executive Vice President. To the extent possible, the Multiple Listing Service of Bonita Springs, Cape Coral, Ft. Myers and Ft. Myers Beach, Inc., will employ staff which had been employed by the Constituent MLS's immediately prior to the Effective Date.

(h) The Surviving Corporation will assume all outstanding obligations of the merging corporations with respect to severance pay and other severance benefits to be paid to the Executive Officers or other employees of any of the merging corporations as of the Effective Date.

(i) The Articles of Incorporation of the Cape Coral Multiple Listing Service, Inc., will be amended to change the name of the corporation to the Multiple Listing Service of Bonita Springs, Cape Coral, Ft. Myers and Ft. Myers Beach, Inc.



(j) The Board of Directors of the Multiple Listing Service of Bonita Springs, Cape Coral, Ft. Myers and Ft. Myers Beach, Inc., shall establish dues and application fees for the initial year as follows:

- 1) Application Fees for all new Designated REALTOR® applicants of \$200.00.
- 2) Monthly office participation fee will be \$75.00.
- 3) Monthly user fees will be \$15.00.

Other fees and dues will be established by the Board of Directors.

6. Manner of Converting Stock. Each share of Common stock of each merging corporation issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one (1) fully paid share of Common stock of the Surviving Corporation, and outstanding certificates representing shares of the Common stock of the merging corporations shall thereafter represent shares of the Common stock of Multiple Listing Service of Bonita Springs, Cape Coral, Ft. Myers and Ft. Myers Beach, Inc. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares of Multiple Listing Service of Bonita Springs, Cape Coral, Ft. Myers and Ft. Myers Beach, Inc.

7. Activity Prior to the Effective Date. Unless the Constituent MLS's otherwise agree in writing:

(a) The business of the Constituent MLS's will be conducted in the ordinary and usual course;

(b) Constituent MLS's shall not:

- (1) Amend their Articles of Incorporation;
- (2) Change, combine or reclassify memberships;
- (3) Declare dividends, or make distribution of any property; or
- (4) Enter any new contracts or hire any new employees without full disclosure to the other Constituent MLS's.

(c) 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 good will of those having business relationships with them.

8. Amendment of Plan. This Plan of Merger may be amended at any time prior to the Effective Date with the concurrence of the Board of Directors of all Constituent MLS's.

9. Abandonment of Plan. The Board of Directors of any Constituent MLS may abandon this Plan of Merger at any time prior to the Effective Date with the concurrence of the Board of Directors of all other Constituent MLS's.

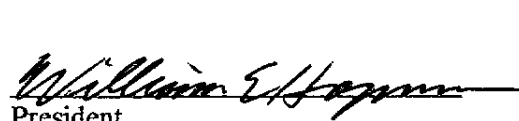
10. Amendment of Articles of Incorporation. Prior to or on the Effective Date, the Constituent MLS's shall amend their Articles of Incorporation as necessary to facilitate the merger.


11. Filing of Articles of Merger. If this Agreement is adopted by two or more Constituent MLS's and is not terminated or abandoned, Article of Merger shall be filed in accordance with the laws of Florida.

12. Counterparts. For the convenience of the parties and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

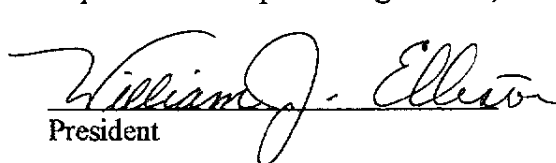
**SIGNATURES OF PROPOSED CONSTITUENT MLS's**

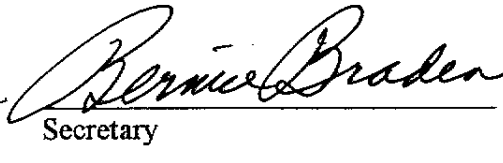
Multiple Listing Service of Bonita Springs, Inc.

  
President

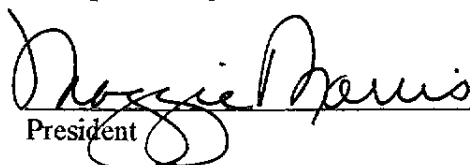
  
Secretary

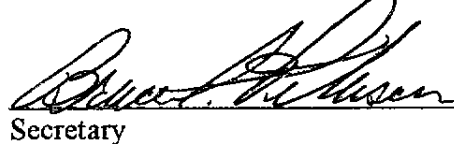
Cape Coral Multiple Listing Service, Inc.

  
President

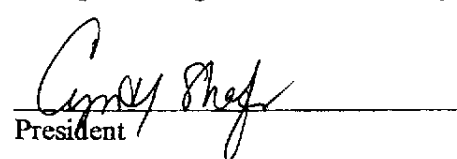
  
Secretary

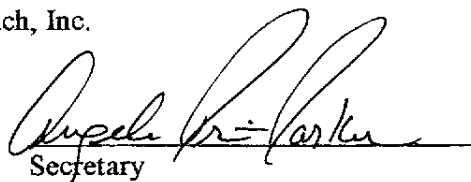
Multiple Listing Service of the Fort Myers Association of REALTORS®, Inc.

  
President

  
Secretary

Multiple Listing Service of Fort Myers Beach, Inc.

  
President

  
Secretary

AMENDED  
**PLAN OF MERGER OF MULTIPLE LISTING SERVICES**

This Plan of Merger (the "Plan") is entered into this 1st day of October, 1998, between the following Multiple Listing Service corporations each of which is incorporated as a for-profit corporation in Florida.

Multiple Listing Service of the Fort Myers Association of REALTORS®, Inc.  
Multiple Listing Service of Fort Myers Beach, Inc.

Each of the parties to this Agreement shall be described as a "Proposed Constituent MLS".

The Boards of Directors of each of the Proposed Constituent MLS's have resolved that at the Effective Date, the Constituent MLS's shall be merged into a single corporation existing under the laws of the State of Florida, which shall be the Surviving Corporation. In consideration of the mutual agreements, provisions and covenants contained in this document, the parties adopt and agree to the following terms and conditions relating to the Merger and the mode of carrying it into effect.

1. Merger. In accordance with the General Corporation Law of the State of Florida and the Florida Business Corporation Act, on the Effective Date, the Multiple Listing Service of the Fort Myers Association of REALTORS®, Inc., shall be merged into the Multiple Listing Service of Fort Myers Beach, Inc., in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code. Multiple Listing Service of Fort Myers Beach, Inc. will be the surviving corporation.

2. Capital Stock. The authorized capital stock and the shares which are issued and outstanding of each Proposed Constituent MLS are as follows:

<u>Corporation</u>	<u>Authorized Shares</u>	<u>Outstanding Shares</u>
Multiple Listing Service of the Fort Myers Association of REALTORS®, Inc.	7,500	1
Multiple Listing Service of Fort Myers Beach, Inc.	1,000	1

3. Name of the Surviving Corporation. The surviving Corporation shall be the Multiple Listing Service of Fort Myers Beach, Inc. However, the Articles of Incorporation of the surviving corporation will simultaneously be amended as of the Effective Date to change its name to the Lee Island Coast Multiple Listing Service, Inc.

4. Method of Approval. The merger shall be approved as follows:

(a) The Plan of Merger will be submitted to the Boards of Directors of each Proposed Constituent MLS on October 1, 1998.

(b) If Directors or Shareholders of either of the Proposed Constituent Multiple Listing Services fail to approve the Merger, then no merger will take place.

(c) If this Plan of Merger is approved by both Constituent MLS's, the merger shall become effective at 11:59 p.m. on December 31, 1998 (the Effective Date).

5. Effects of Merger. The merger shall have the following results:

(a) On the Effective Date, the separate existence of Multiple Listing Service of the Fort Myers Association of REALTORS®, Inc., (the "merging corporation") shall cease and shall be merged into the Multiple Listing Service of Fort Myers Beach, Inc., which is the Surviving Corporation, and shall possess all the rights, privileges, powers, and franchises, and shall be subject to all of the restrictions, obligations, duties, disabilities and liabilities of the merging corporation and all property, all receivables, all causes of action, and all other things belonging to merging corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the merging corporation and the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, in the merging corporations shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the merging corporation shall be preserved unimpaired, and all debts, liabilities, and duties of the merging corporation shall attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of the merging corporation or the corresponding officers of the Surviving Corporation, may, in the name of the merging corporations, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all the merging corporation's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

(b) The central administrative office of the Lee Island Coast Multiple Listing Service, Inc., will be the current office of the Multiple Listing Service of the Fort Myers Association of REALTORS®, Inc., on 2840 Winkler Avenue, Ft. Myers, Florida.

(c) The fiscal year of the Lee Island Coast Multiple Listing Service will be the calendar year.

(d) The members of the Board of Directors of the Lee Island Coast Multiple Listing Service will be the same individuals who serve on the Board of Directors of the Lee Island Coast Association of REALTORS®, Inc.

(e) The By-laws of the Lee Island Coast Multiple Listing Service, Inc., will be adopted by its Board of Directors within 60 days following the Effective Date.

(f) Membership will be combined and consolidated under the Lee Island Coast Multiple Listing Service, Inc.

(g) The Board of Directors of the Lee Island Coast Multiple Listing Service, Inc., will hire the Executive Vice President. The remaining staff shall be selected by the Executive Vice President. To the extent possible, the Lee Island Coast Multiple Listing Service, Inc., will employ staff which had been employed by the Constituent MLS's immediately prior to the Effective Date.

(h) The Surviving Corporation will assume all outstanding obligations of the merging corporation with respect to severance pay and other severance benefits to be paid to the Executive Officer or other employees of any of the merging corporations as of the Effective Date.

(i) The Articles of Incorporation of the Multiple Listing Service of Fort Myers Beach, Inc., will be amended to change the name of the corporation to the Lee Island Coast Multiple Listing Service, Inc.

(j) The Board of Directors of the Lee Island Coast Multiple Listing Service, Inc., shall establish dues and application fees for the initial year as follows:

- 1) Application Fees for all new Designated REALTOR® applicants of \$200.00.
- 2) Monthly office participation fee will be \$75.00.
- 3) Monthly user fees will be \$15.00.

Other fees and dues will be established by the Board of Directors.

6. Manner of Converting Stock. Each share of Common stock of each merging corporation issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one (1) fully paid share of Common stock of the Surviving Corporation, and outstanding certificates representing shares of the Common stock of the merging corporations shall thereafter represent shares of the Common stock of the Lee Island Coast Multiple Listing Service, Inc. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares of the Lee Island Coast Multiple Listing Service, Inc.

7. Activity Prior to the Effective Date. Unless the Constituent MLS's otherwise agree in writing:

(a) The business of the Constituent MLS's will be conducted in the ordinary and usual course;

- (b) Constituent MLS's shall not:
- (1) Amend their Articles of Incorporation;
  - (2) Change, combine or reclassify memberships;
  - (3) Declare dividends, or make distribution of any property; or
  - (4) Enter any new contracts or hire any new employees without full disclosure to the other Constituent MLS's.

(c) 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 good will of those having business relationships with them.

8. Amendment of Plan. This Plan of Merger may be amended at any time prior to the Effective Date with the concurrence of the Board of Directors of both Constituent MLS's.

9. Abandonment of Plan. The Board of Directors of either Constituent MLS may abandon this Plan of Merger at any time prior to the Effective Date with the concurrence of the Board of Directors of the other Constituent MLS's.

10. Amendment of Articles of Incorporation. Prior to or on the Effective Date, the Constituent MLS's shall amend their Articles of Incorporation as necessary to facilitate the merger.

11. Filing of Articles of Merger. If this Agreement is adopted by both Constituent MLS's and is not terminated or abandoned, Article of Merger shall be filed in accordance with the laws of Florida.

12. Counterparts. For the convenience of the parties and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

#### SIGNATURES OF PROPOSED CONSTITUENT MLS's

Multiple Listing Service of the Fort Myers Association of REALTORS®, Inc.



President

Elizabeth Paul

 asst

Secretary

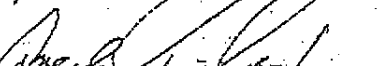
Randall Beaver

Multiple Listing Service of Fort Myers Beach, Inc.



President

Cynthia Shafer



Secretary

Angela Price-Parker