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12/15/2014

BLALOCK WALTERS

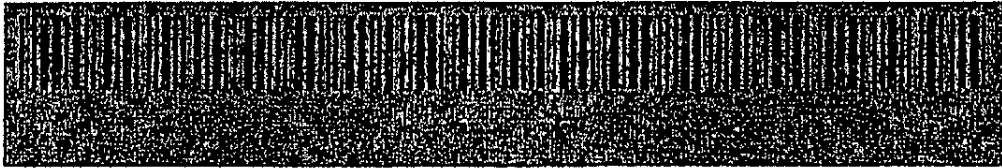
Division of Corporations

001/014

Florida Department of State
Division of Corporations
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To:

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From:

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Account Number : 076666003611
Phone : (941)748-0100
Fax Number : (941)745-2093

R. WHITE

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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
Sarasota Association of Realtors, Inc.

Certificate of Status	0
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Estimated Charge	\$78.75

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December 16, 2014

FLORIDA DEPARTMENT OF STATE

Division of Corporations

FLORIDA ASSOCIATION OF REALTORS
P O BOX 725025
ORLANDO, FL 32872-5025US

SUBJECT: FLORIDA ASSOCIATION OF REALTORS
REF: 719873

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document number you have provided is assigned to the above referenced entity. However, in your articles of merger, you have submitted the name "Sarasota Association of Realtors, which according to our records, is assigned document number 708287. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

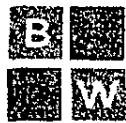
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Rebekah White
Regulatory Specialist II

FAX Aud. #: H14000288983
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P.O BOX 6327 - Tallahassee, Florida 32314



**BLALOCK
WALTERS**

ATTORNEYS AT LAW

WE MAKE A DIFFERENCE

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December 15, 2014

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

*Re: Articles of Merger between Sarasota Association of Realtors, Inc. and
Manatee Association of Realtors, Inc.*

To Whom It May Concern:

Please find enclosed the Articles of Merger and Plan of Merger between Sarasota Association of Realtors, Inc. and Manatee Association of Realtors, Inc, wherein Sarasota Association of Realtors, Inc. is the resulting entity. It is intended that Sarasota Association of Realtors, Inc. undergo a name change after the merger is complete.

In the Plan of Merger, you will see that the resulting entity is referred to as "Suncoast Realtor Association." Suncoast Realtor Association was originally the name chosen by the merging entities, but such name was rejected by the National Association of Realtors. As such, the resulting entity, Sarasota Association of Realtors, Inc. will undergo a name change after January 1, 2015 to change its name to Realtor Association of Sarasota and Manatee, Inc.

Please feel free to contact me at abreitinger@blalockwalters.com or 941-748-0100 if you have any additional questions.

Best,

Ann Breiting
Ann Breiting

Mark P. Barnebey
Anthony D. Bartirame
Robert G. Blalock
Ann K. Breiting
Lisbeth P. Bruce
Jonathan D. Fleece
Dana Carlson Gentry
Alexander K. John
Charles F. Johnson, III
Mary Fabre LeVine
Melanie Luten
Michael D. Mogidson
Fred E. Moore
Stephen G. Perry
Matthew R. Plummer
Marisa J. Powers
William C. Robinson, Jr.
Scott E. Rudacille
Jennifer S. Schembri
Amanda C. Smith
Robert S. Stroud
Clifford L. Walters
Matthew D. Westerman

BRADENTON
802 11th Street West
Bradenton, FL 34205

SARASOTA
2 North Tamiami Trail
Suite 408
Sarasota, FL 34236

ST. PETERSBURG
146 2nd Street North
Suite 101
St. Petersburg, FL 33701

941.748.0100 phone
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abreitinger@blalockwalters.com

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ARTICLES OF MERGER
OF
SARASOTA ASSOCIATION OF REALTORS®, INC.
AND
MANATEE ASSOCIATION OF REALTORS®, INC.

FILED
14 DEC 16 AM 10:13
SARASOTA ASSOCIATION OF REALTORS®, INC.
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1105 of the Florida Not For Profit Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one corporation:

1. The name of the surviving corporation is Sarasota Association of Realtors®, Inc., a Florida not for profit corporation (Document Number 708287).
2. The name of the merging corporation is Manatee Association of Realtors®, Inc., a Florida not for profit corporation (Document Number 710308).
3. The Plan of Merger, attached hereto as Exhibit A and made a part hereof, was approved by the Board of Directors on August 27, 2014, and approved by a sufficient number of votes of the Members of Sarasota Association of Realtors®, Inc., on September 16, 2014.
4. The Plan of Merger, attached hereto as Exhibit A and made a part hereof, was approved by the Board of Directors on August 27, 2014, and approved by a sufficient number of votes of the Members of Manatee Association of Realtors®, Inc., on September 16, 2014.
5. The effective date of the merger is January 1, 2015.

Dated: December 9, 2014

SARASOTA ASSOCIATION of REALTORS®, Inc.

By: [Signature]
President

Date: 12-9-14

MANATEE ASSOCIATION of REALTORS®, Inc.

By: [Signature]
President

Date: 12-11-14

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EXHIBIT A

PLAN AND AGREEMENT OF MERGER

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PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger (this "Plan") is made and entered into on August 27, 2014 by and between SARASOTA ASSOCIATION of REALTORS®, Inc., a Florida not-for-profit corporation, the surviving corporation (hereinafter referred to as the "SARASOTA ASSOCIATION of REALTORS®" or the "SUNCOAST REALTOR® ASSOCIATION") and MANATEE ASSOCIATION of REALTORS®, Inc., a Florida not-for-profit corporation, the merging corporation (hereinafter referred to as the "MANATEE ASSOCIATION of REALTORS®," and collectively with the SARASOTA ASSOCIATION of REALTORS®, the "Constituent Corporations").

RECITALS

- A. The SARASOTA ASSOCIATION of REALTORS®, Inc. is a not-for-profit corporation organized and existing under the laws of the State of Florida pursuant to the Certificate of Incorporation filed in the Florida Secretary of State's Office on December 22, 1964.
- B. The MANATEE ASSOCIATION of REALTORS®, Inc. is a not-for-profit corporation organized and existing under the laws of the State of Florida pursuant to the Certificate of Incorporation filed in the Florida Secretary of State's Office on February 4, 1966.
- C. The Board of Directors of the SARASOTA ASSOCIATION of REALTORS®, as the surviving corporation and the MANATEE ASSOCIATION of REALTORS®, as the merging corporation deem it desirable and in the best business interests of the Constituent Corporations and their members that MANATEE ASSOCIATION of REALTORS® be merged with and into SUNCOAST REALTOR® ASSOCIATION pursuant to the provisions of Sections 617.1101, et seq., of the Florida Statutes.

IN CONSIDERATION OF the mutual covenants herein contained, and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

1. **MERGER.** Upon the Effective Date (as defined below) of the merger, MANATEE ASSOCIATION of REALTORS® shall merge with and into SUNCOAST REALTOR ASSOCIATION®, which shall be the surviving corporation.
2. **MEMBERSHIP.** Upon the Effective Date of the merger, the Members of MANATEE ASSOCIATION of REALTORS® and the SARASOTA ASSOCIATION of REALTORS® shall be Members of SUNCOAST® REALTOR ASSOCIATION of the same classification as immediately prior to the merger. The conversion of membership as provided by this Agreement shall occur automatically upon the Effective Date without further action by the Members thereof.
3. **EFFECTIVE DATE.** The effective date of the merger (the "Effective Date") shall be January 1, 2015.
4. **CHANGES IN ARTICLES OF INCORPORATION.** Upon the Effective Date of the merger, the articles of incorporation of SARASOTA ASSOCIATION of REALTORS® shall be

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amended and restated as set forth on Exhibit "A" attached hereto, subject to the name approval pursuant to Section 13(b).

5. CHANGES IN BY-LAWS. Upon the Effective Date of the merger, the By-Laws of SUNCOAST REALTOR® ASSOCIATION shall be amended in the form approved by the members simultaneously with the approval of this Plan.

6. BOARD OF DIRECTORS. Upon the Effective Date of the merger, the Board of Directors of SUNCOAST REALTOR® ASSOCIATION shall be the Board of Directors set forth on Exhibit "B" attached hereto.

7. OFFICERS. Upon the Effective Date of the merger, the officers of the SUNCOAST REALTOR® ASSOCIATION shall be those officers set forth on Exhibit "C" attached hereto.

8. TERMS AND CONDITIONS. On the Effective Date of the merger, the separate existence of MANATEE ASSOCIATION of REALTORS® shall cease, and SUNCOAST REALTOR® ASSOCIATION shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. SUNCOAST REALTOR® ASSOCIATION shall thereafter be responsible and liable for all liabilities and obligations of MANATEE ASSOCIATION of REALTORS®, and neither the rights of creditors nor any liens on the property of MANATEE ASSOCIATION of REALTORS® shall be impaired by the merger.

9. COSTS AND EXPENSES. Each of the Constituent Corporations shall equally pay all expenses of carrying this Agreement of Merger into effect and accomplishing the merger. In the event that, subsequent to the adoption of this Agreement of Merger by the Constituent Corporations, if for any reason the merger shall fail to be completed, then each corporation shall equally pay all legal expenses and disbursements incurred for attempting to effectuate this merger.

10. FURTHER ASSURANCES. If at any time SUNCOAST REALTOR® ASSOCIATION shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in SUNCOAST REALTOR® ASSOCIATION the title to any property or rights of the constituent corporations, the proper officers and directors of MANATEE ASSOCIATION of REALTORS® shall execute and make all proper assignments and assurances and do all things necessary to vest title in such property in SUNCOAST REALTOR® ASSOCIATION.

11. MANATEE ASSOCIATION of REALTORS® REPRESENTATIONS. MANATEE ASSOCIATION of REALTORS® hereby represents that a true and accurate statement of its assets, liabilities and obligations has been provided to SARASOTA ASSOCIATION of REALTORS®, and that any changes in such statement have been and will be provided to SARASOTA ASSOCIATION of REALTORS® on an ongoing basis, up to and including the Effective Date of the merger.

12. SARASOTA ASSOCIATION of REALTORS® REPRESENTATIONS. SARASOTA ASSOCIATION of REALTORS® hereby represents that a true and accurate statement of its assets, liabilities and obligations has been provided to MANATEE ASSOCIATION of REALTORS®, and that any changes in such statement have been and will be provided to MANATEE

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ASSOCIATION of REALTORS® on an ongoing basis, up to and including the Effective Date of the merger.

13. COOPERATION. The Constituent Corporations shall cooperate to satisfactorily perform the aforesaid duties and obligations of each and all other things necessary to the consummation of this merger by the Effective Date. As such, the Constituent Corporations each agree as follows:

- (a) Prior to the Effective Date, a Constituent Corporation shall not enter into any contract which cannot be terminated upon 30 days notice without penalty, incur any liability in excess of \$5,000.00, or to take any actions outside of the ordinary course of business, including, but not limited to instituting litigation, without the written consent of both Constituent Corporations; and
- (b) SARASOTA ASSOCIATION of REALTORS® will apply with the National Association of Realtors® for the use of the name "SUNCOAST REALTOR® ASSOCIATION" following the execution of this Plan as the Constituent Corporations intend to use the name SUNCOAST REALTOR® ASSOCIATION commencing on the Effective Date. Simultaneously, the SARASOTA ASSOCIATION of REALTORS® will provide two alternative name selections as set forth on Exhibit "D" attached hereto (the "Alternate Name Selections") for approval to the National Association of Realtors® in the event "SUNCOAST REALTOR® ASSOCIATION" is not approved, which shall include those names set forth on Exhibit "E" attached hereto. To the extent that the use of the name SUNCOAST REALTOR® ASSOCIATION or one of the Alternative Name Selections is not approved on or before the Effective Date, the SARASOTA ASSOCIATION of REALTORS® will continue to utilize such name and will file a Florida Fictitious Name filing to also utilize the name of the MANATEE ASSOCIATION of REALTORS® until such time as "SUNCOAST REALTOR® ASSOCIATION" or an Alternative Name Selection is approved by the National Association of Realtors®. In the event that none of the three names submitted to the National Association of Realtors® are approved, the Board of Directors of SUNCOAST REALTOR® ASSOCIATION set forth on Exhibit "C" attached hereto shall select an alternative name for the surviving entity.
- (c) Prior to the Effective Date, each of the Constituent Corporations agrees that its Board of Directors meetings shall be open to the attendance by Directors and the Chief Executive Officer of the other Constituent Corporation.

(Signatures on Following Page)

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SARASOTA ASSOCIATION of REALTORS®, Inc.

By: [Signature] Date: 8-27-14
President

MANATEE ASSOCIATION of REALTORS®, Inc.

By: [Signature] Date: 8-27-14
President

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EXHIBIT "A"**ARTICLES OF INCORPORATION OF SARASOTA ASSOCIATION of REALTORS®****AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SARASOTA ASSOCIATION of REALTORS®**

I, the undersigned, do hereby subscribe my name to these Amended and Restated Articles of Incorporation for the purpose of creating a Corporation, not for profit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended.

**ARTICLE I
NAME, ADDRESS AND REGISTERED AGENT AND OFFICE**

The name of this Corporation shall be REALTOR® ASSOCIATION OF SARASOTA AND MANATEE, INC., a Florida not-for-profit corporation (the "Corporation"). The address of the Corporation's principal place of business, and its mailing address is 2320 Cattleman Road, Sarasota, Florida 34232. The street address of the Corporation's registered agent is 2320 Cattleman Road, Sarasota, Florida 34232, and the name of the Corporation's registered agent is Kathy Roberts. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

**ARTICLE II
OBJECTIVES AND PURPOSES**

The general objectives of the Corporation are:

1. To unite those engaged in the recognized branches of the real estate profession for the purpose of exerting a beneficial influence upon the profession and related interests.
2. To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®.
3. To provide a unified medium for real estate owners and those engaged in the real estate profession whereby their interests may be safeguarded and advanced.
4. To further the interests of home and other real property ownership.
5. To unite those engaged in the real estate profession in this community with the Florida Association of REALTORS® and the NATIONAL ASSOCIATION OF REALTORS®,

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thereby furthering their own objectives throughout the state and nation, and obtaining the benefits and privileges of membership therein.

6. To designate, for the benefit of the public, individuals authorized to use the terms REALTOR® and REALTORS® as licensed, prescribed, and controlled by the NATIONAL ASSOCIATION OF REALTORS®.

ARTICLE III TERM OF EXISTENCE

This Corporation shall have perpetual existence, or shorter as determined by the laws of the State of Florida, or by the vote of its Directors, as provided in the Bylaws of this Corporation.

ARTICLE IV DIRECTORS OF THE CORPORATION

The affairs of the Corporation shall be managed by its Officers and Board of Directors. The Officers of this Corporation shall be as follows: President, President-Elect, Secretary and Treasurer, and such other officers with such other duties and tenures as set forth and provided by the Bylaws of the Corporation.

The Board of Directors shall consist of not less than three (3) nor more than twenty-four (24) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws of the Corporation.

At any meeting of the Directors, a majority of the then elected Board of Directors shall constitute a quorum.

ARTICLE V MEMBERS OF THE CORPORATION

The Corporation shall have one or more classes of members, and the designation of such classes of members, the qualifications and rights of the members of each class, any quorum, notice and voting requirements for meetings of the members shall be in accordance with the provisions of the Bylaws of the Corporation.

ARTICLE VI NAME AND ADDRESS OF INCORPORATOR

The incorporator of these Amended and Restated Articles of Incorporation is as follows:

Kathy Roberts
2320 Cattlemen Road
Sarasota, Florida 34232

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**ARTICLE VII
AUTHORIZATION**

The foregoing Amended and Restated Articles of Incorporation were approved and ratified and requisite number of votes cast by the members at a meeting held on _____ in accordance with Chapter 617 of the Florida Statutes and the Corporation's Bylaws. Therefore, the Secretary of State is hereby requested to approve and file these Amended and Restated Articles of Incorporation in accordance with Chapter 617, Florida Statutes.

By: _____
Name: _____
Title: _____

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EXHIBIT "B"

DIRECTORS OF SUNCOAST REALTOR® ASSOCIATION

3-year Directors: Nancy Allen, Wagner Realty
Christina Pitchford, Allen Real Estate
Denise Oyler, Rosebay International
Rita Smith, Coldwell Banker Residential Real Estate

2-year Directors: Georgina Clamage, Michael Saunders & Company
Alex Krumm, RE/MAX Alliance Group
John Wentz, Keller Williams Realty Manatee
Jim Wolcott, Keller Williams Realty Manatee

1-year Directors: Peggy Christ, Bee Green Realty
Maryann Lawler, Keller Williams on the Water
Joe Hembree, Hembree & Associates
Renee Marquiss, Xena Vallone Realty

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EXHIBIT "C"

Officers of SUNCOAST REALTOR® ASSOCIATION

President:	Stafford Starcher, RE/MAX Alliance Group
President-Elect:	Linda Formella, Keller Williams Realty Manatee
Treasurer:	Xena Vallone, Xena Vallone Realty
Secretary:	Greg Owens, Keller Williams on the Water

Immed. P. Pres.:	Peter Crowley, RE/MAX Alliance Group
	Sherry Grooms, RE/MAX Alliance Group