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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DF
8/26/13



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 774949 7289394

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : August 23, 2013

ORDER TIME : 12:54 PM

ORDER NO. : 774949-005

CUSTOMER NO: 7289394

ARTICLES OF MERGER

REALTORS ASSOCIATION OF ST.
LUCIE, INC.

INTO

THE REALTORS ASSOCIATION OF
THE PALM BEACHES, INC.

EFFECTIVE DATE: SEPT 1, 2013

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

EFFECTIVE DATE
9-1-13

ARTICLES OF MERGER
OF
REALTORS ASSOCIATION OF ST. LUCIE, INC.
INTO
THE REALTORS ASSOCIATION OF THE PALM BEACHES, INC.

FILED

2013 AUG 23 PM 4:12

CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned not for profit corporations hereby adopt the following Articles of Merger for the purpose of merging them, pursuant to Florida Statutes Section 617.1105:

1. The names and jurisdictions of incorporation of all parties to the merger are the following:

<u>Name of Corporation</u>	<u>Jurisdiction of Incorporation</u>	<u>ID#</u>
Realtors Association of St. Lucie, Inc.	Florida	741205
The Realtors Association of the Palm Beaches, Inc.	Florida	708888

2. The surviving not for profit corporation in the merger is The Realtors Association of the Palm Beaches, Inc.

3. The merging not for profit corporation is Realtors Association of St. Lucie, Inc.

4. The Plan and Agreement of Merger attached hereto as Exhibit "A" was approved in the name of and on behalf of both of the not for profit corporations, all in accordance with the requirements of Chapter 617, Florida Statutes.

5. No amendments to the Articles of Incorporation of The Realtors Association of the Palm Beaches, the surviving corporation, were enacted by reason of the merger.

6. Each of the Board of Directors of the parties adopted a resolution approving the Plan of Merger and directing that it be submitted to a vote at a special meeting of their respective memberships.

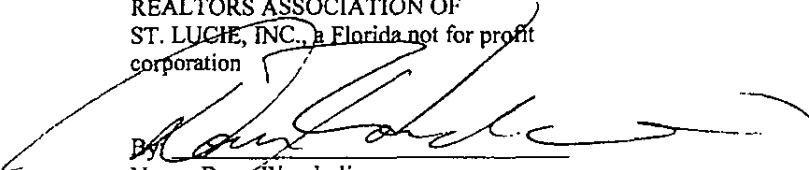
7. At a duly noticed and called Special Meeting of the Members of Realtors Association of St. Lucie, Inc., held on AUGUST 8, 2013, at which a quorum was present and at which a majority of votes were cast in favor of the Plan of Merger, the Plan of Merger was approved.

8. At a duly noticed and called Special Meeting of the Members of The Realtors Association of the Palm Beaches, Inc., held on AUGUST 8, 2013, at which a quorum was present and at which a majority of votes were cast in favor of the Plan of Merger, the Plan of Merger was approved.

9. The merger shall be effective on SEPTEMBER 1, 2013.

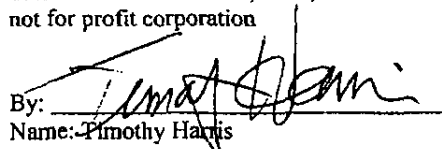
Dated: 8/8, 2013

REALTORS ASSOCIATION OF
ST. LUCIE, INC., a Florida not for profit
corporation

By: 
Name: Donn Wonderling
Title: President

(Corporate Seal)

THE REALTORS ASSOCIATION OF
THE PALM BEACHES, INC., a Florida
not for profit corporation

By: 
Name: Timothy Harris
Title: President

(Corporate Seal)

STATE OF FLORIDA)
) SS:
ST. LUCIE COUNTY)

BEFORE ME, the undersigned authority, personally appeared Donn Wonderling, as President of Realtors Association of St. Lucie, Inc., a Florida not for profit corporation, who is well known to me to be the person described in and who subscribed the above Articles of Merger, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, this 8th day of August 2013.



JOHN EDGAR SHERRARD
NOTARY PUBLIC
STATE OF FLORIDA
Comm# EE183352
Expires 4/5/2016

[Signature]

NOTARY PUBLIC, State of Florida

My Commission Expires: _____

STATE OF FLORIDA)
) SS:
PALM BEACH COUNTY)

BEFORE ME, the undersigned authority, personally appeared Timothy Harris, as President of The Realtors Association of the Palm Beaches, Inc., a Florida not for profit corporation, who is well known to me to be the person described in and who subscribed the above Articles of Merger, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, this 2nd day of August 2013.

[Signature]

NOTARY PUBLIC, State of Florida

My Commission Expires: 2/5/17



Exhibit "A"

PLAN OF MERGER

Pursuant to the provisions of Section 617.1105 of the Florida Statutes, this document is a Plan of Merger ("Plan of Merger") by which Realtors Association of St. Lucie, Inc., a Florida not for profit corporation ("St. Lucie") will merge into The Realtors Association of the Palm Beaches, Inc., a Florida not for profit corporation ("Palm Beaches") with Palm Beaches being the surviving not for profit corporation. Palm Beaches will sometimes be referred to hereinafter as the "Surviving Association". Palm Beaches and St. Lucie will sometimes be hereinafter referred to as the "Associations" or individually as an "Association". The Plan of Merger is as follows:

1. Names of the two not for profit corporations proposing to merge:

Realtors Association of St. Lucie, Inc.

The Realtors Association of the Palm Beaches, Inc.

2. Name and jurisdiction of the surviving not for profit corporation:

The Realtors Association of the Palm Beaches, Inc. Florida

3. Name and jurisdiction of the merged not for profit corporation:

Realtors Association of St. Lucie, Inc. Florida

4. Terms and Conditions of the Proposed Merger are as follows:

4.1 This Plan of Merger will be submitted to a vote of the respective memberships of each of the Associations simultaneously on August 8, 2013 at 10:00 a.m. and such meetings will be adjourned at the conclusion of the votes.

4.2 If one or both of the respective memberships of the Associations fail to approve this Plan of Merger, this Plan of Merger shall terminate and merger shall not be consummated.

4.3 The consummation of the merger pursuant to this Plan of Merger shall be subject to and conditioned upon the Florida Association of REALTORS and the National Association of REALTORS approving a change in the jurisdiction of Palm Beaches, as the surviving corporation, to include all the jurisdictions of Palm Beaches and St. Lucie as of the date of this Plan of Merger. In the event that such approvals are not obtained by August 28, 2013, this Plan of Merger shall terminate and the merger shall not be consummated.

4.4 Upon approval and adoption of this Plan of Merger by both of the Associations, the merger shall become effective as of September 1, 2013 (the "Effective Date").

4.5 The principal office of the Surviving Association will be at One Harvard Circle, Suite 102, West Palm Beach, FL 33409.

4.6 The fiscal year of the Surviving Association will be the calendar year and the elective year for which all officers and members of the Board of Directors of the Surviving Association shall serve will be the same as the fiscal year.

4.7 The elected officers of the Surviving Association will be a President, President Elect, two (2) Vice Presidents, and a Treasurer. The Association's Chief Executive Officer shall serve as its Corporate Secretary.

4.8 The officers selected pursuant to subparagraph 4.9 below shall serve on the Board of Directors from the Effective Date to December 31, 2013 (the "Stub Year"). In addition to

the officers serving as Directors, fourteen (14) individuals will also serve on the Board of Directors of the Association for the Stub Year and will be selected as follows: nine (9) will be the present non-officer members of the Board of Directors of Palm Beaches, two (2) will be selected to serve as Directors by the current Board of Directors of St. Lucie, one (1) will be selected by the REALTORS Commercial Society (the "RSC"), and the immediate past-Presidents (i.e. the individuals who served for calendar year 2012) of Palm Beaches and of St. Lucie shall both serve on the Board for the Stub Year.

4.9 The individuals serving as officers of Palm Beaches immediately prior to the Effective Date shall serve as officers of the Surviving Association, in their current offices, for the Stub Year. In addition, the individual who served as President of St. Lucie immediately prior to the Effective Date shall serve as the additional Vice President (the "Second VP") of the Surviving Association for the Stub Year.

4.10 For calendar year 2014, the individuals selected to serve as officers of the Surviving Association for calendar year 2014 shall serve as members of the Board of Directors. In addition to the officers serving as Directors, fifteen (15) additional individuals will serve on the Board of Directors for calendar year 2014 and will be selected as follows: five (5) individuals will continue as members since their terms continue for one (1) more year; five (5) individuals will be selected by the Nominating Committee to be voted upon by the Members; the two (2) immediate past-Presidents of Palm Beaches and St. Lucie (i.e. those who served immediately prior to the Effective Date) shall serve as Directors, two (2) individuals will be selected by the last Board of Directors of St. Lucie, and one (1) Director will be selected by the RSC. The length of the terms of each of the Directors (i.e. one year or two years), excluding the five (5) Directors who continued from 2013, shall be determined by the Nominating Committee. The two (2) individuals selected by the last Board of Directors of St. Lucie shall serve for two (2) year terms. Once the Board of Directors has been selected and voted upon, as appropriate, the Board of Directors shall elect the officers of the Surviving Association in accordance with the By-Laws of the Surviving Association. The Nominating Committee, with respect to nominations for calendar year 2014, shall include two (2) additional members, who shall be appointed by the last Board of Directors of St. Lucie. The individual who shall serve as the Second VP for calendar year 2014 shall be selected by the by the last Board of Directors of St. Lucie.

4.11 For calendar year 2015, the individuals selected to serve as officers of the Surviving Association for 2015 shall serve as members of the Board of Directors. In addition to the officers serving as Directors, eleven (11) additional individuals will serve as Directors and will be selected as follows: nine (9) will consist of (i) the Directors who have one (1) year remaining on their term and (ii) the remainder of the nine (9) to be selected by the Nominating Committee and to be voted upon by the Members; one (1) will be selected by the RCS; and the immediate past-President of the Surviving Association shall serve as a Director. Upon the completion of the election of the Board of Directors, the Directors shall elect the individuals who will serve as officers of the Association for calendar year 2015. The individual selected to serve as the Second VP for calendar year 2015 shall be an individual who was a member of St. Lucie immediately prior to the Effective Date. The Nominating Committee shall determine the term of office for each of the Directors (i.e. one year or two years), excluding those Directors who are serving the last year of a two (2) year term. The Nominating Committee, with respect to nominees for calendar year 2015, shall include two (2) additional members, who shall have been members of St. Lucie immediately prior to the Effective Date.

4.12 For calendar year 2016 and all subsequent calendar years, the officers and Directors of the Surviving Association shall be elected and appointed in accordance with the By-Laws of the Surviving Association.

4.13 The By-Laws of the Surviving Association will be the By-Laws of Palm Beaches as the Surviving Association. Any additional amendments to the By-Laws which may be required to conform the By-Laws to the provisions of this Plan of Merger, or as may be required by the National Association of REALTORS and any amendments to the By-Laws which may be deemed

appropriate by the By-Laws Committee (as hereinafter defined) shall be effective to amend the By-Laws when approved by the Board of Directors.

4.14 The central office of the Surviving Association will be the current office of Palm Beaches located at One Harvard Circle, Suite 102, West Palm Beach, FL 33409, and will remain the location of the central office of the Surviving Association for so long as the lease for such premises remains in effect. The Surviving Association will provide member services at the following additional locations: an office located at 6666 South U.S. #1, Suite 1, Port St. Lucie, FL 34952, an office located at 3200 North Military Trail, Suite 102, Boca Raton, FL 33431, and an office at 4880 Donald Ross Road, Suite 110, Palm Beach Gardens, FL 33418.

4.15 The staff of Palm Beaches shall continue to serve as staff of the Surviving Association. The current Chief Executive Officer of Palm Beaches shall continue to serve as Chief Executive Officer of the Surviving Association. The Surviving Association shall continue the employment of the existing staff employed by St. Lucie; provided, however, that such employment will be subject to the standard employment procedures and practices of the Surviving Association. The Chief Executive Officer of St. Lucie shall serve as assistant Chief Executive Officer of the Surviving Association. The current Chief Executive Officer of St. Lucie shall serve as assistant Chief Executive Officer of the Surviving Association (the "Assistant CEO"). The Surviving Association shall, immediately subsequent to the Effective Date, cause the employment agreement (the "Employment Agreement") currently in effect between St. Lucie and the Assistant CEO to be amended to provide for the specific duties to be performed by the Assistant CEO with no reduction in the level of compensation provided to the Assistant CEO in the Employment Agreement.

4.16 The Surviving Association will assume all outstanding obligations of the Associations.

4.17 The Articles of Incorporation of the Surviving Association and the By-Laws of the Surviving Association will be amended as necessary so as to be consistent with the terms and provisions of this Plan of Merger. The Board of Directors of the Surviving Association will appoint three (3) individuals, who may be Directors, to a By-Laws Committee (the "By-Laws Committee"). The By-Laws Committee will propose amendments to the By-Laws of the Surviving Association in accordance with the foregoing. Each of the amendments so proposed will be submitted for approval to the Board of Directors of the Surviving Association. Any and all proposed amendments to the By-Laws, when approved by the Board of Directors of the Surviving Association, will amend the By-Laws of the Surviving Association in accordance with the terms thereof.

4.18 Members of St. Lucie shall, ipso facto upon the Effective Date, become Members of the Surviving Association and shall have the same respective membership classifications in the Surviving Association as they had in St. Lucie.

4.19 Prior to the Effective Date, unless the parties hereto shall otherwise agree in writing or is otherwise contemplated by this Plan of Merger:

(a) the business of the Associations will be conducted in the ordinary and usual course;

(b) the Surviving Association shall not: (a) amend its Articles of Incorporation or By-Laws, (b) change, combine, or reclassify the memberships of members in a manner inconsistent with its By-Laws in existence on the date of this Plan;

(c) the Associations shall not declare, set aside or make distribution of any property, and St. Lucie shall not enter into any new contracts or hire any new employees;

(d) each party shall use its best efforts to preserve intact its business organization (to keep available the services of its current officers and current employees), and to preserve the good will of those having business relationships with them.

4.20 The Board of Directors of each of the Associations may agree to future amendments to this Plan of Merger provided that no such amendment will materially, substantially, or adversely affect the rights of any member of any Association.

4.21 The Foundation formed by St. Lucie (the "St. Lucie Foundation") will be dissolved immediately after the Effective Date and all of its assets will be distributed to the Foundation maintained by the Surviving Association (the "Palm Beaches Foundation"). The funds distributed by the St. Lucie Foundation to the Palm Beaches Foundation shall be disbursed by the Palm Beaches Foundation for home ownership in St. Lucie County.

4.22 Palm Beaches, prior to the Effective Date, will qualify for an additional seat on the Board of Directors of the National Association of Realtors. For calendar year 2014 only, the President of the Surviving Association shall appoint an individual who was formerly a member of St. Lucie to serve as such Director for calendar year 2014.

4.23 The Boards of Directors of each of the Associations are hereby authorized, empowered, and directed to do all things and take all actions which they deem necessary and appropriate to carry out the purposes and intentions of this Plan of Merger, including, without limitation, the filing and recording of the Articles of Merger, tax returns and other documents with the appropriate officials of the State of Florida, the Internal Revenue Service, and any other governing bodies and the payment of all fees due and payable thereunder.

The effective date of the merger, if approved and adopted, shall be September 1, 2013.

DATED: July 16, 2013

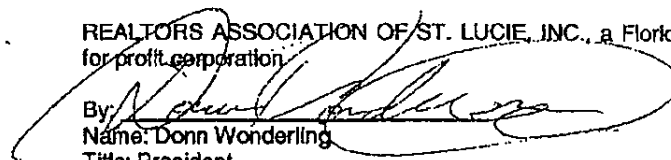
PALM BEACHES:

THE REALTORS ASSOCIATION OF THE PALM BEACHES, INC., a Florida not for profit corporation

By: 
Name: Timothy Harris
Title: President
(CORPORATE SEAL)

ST. LUCIE:

REALTORS ASSOCIATION OF ST. LUCIE, INC., a Florida not for profit corporation

By: 
Name: Donn Wonderling
Title: President
(CORPORATE SEAL)