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70⁰⁰
or

Thank you!

105⁰⁰ we
authorize up to
105⁰⁰ Jane Goff

ARTICLES OF MERGER

OF

GFLR, INC.

ENTITY DOCUMENT #: N17000005563

WITH AND INTO

REALTORS ASSOCIATION OF THE PALM BEACHES, INC.

ENTITY DOCUMENT #: 708888

Pursuant to Section 617.1105, Florida Statutes, GFLR, INC., a Florida not for profit corporation, and REALTORS ASSOCIATION OF THE PALM BEACHES, INC., a Florida not for profit corporation, adopt the following Articles of Merger.

PLAN OF MERGER

1. The Plan of Merger setting forth the terms and conditions of the merger of GFLR, INC. (the "Merging Corporation"), Entity Document #: N17000005563 with and into REALTORS ASSOCIATION OF THE PALM BEACHES, INC. is attached to these Articles as Exhibit "A" and is made a part hereof (the "Plan of Merger").

2. The Board of Directors of the parties adopted resolutions approving the Plan of Merger and directing that the Plan of Merger be submitted to a vote at a special meeting of the respective membership of Realtors Association of the Palm Beaches, Inc. and Realtor Association of Greater Fort Lauderdale, Inc.

ADOPTION OF PLAN

3. The Merging Corporation is a wholly owned subsidiary of Realtor Association of Greater Fort Lauderdale, Inc. which held a meeting of its members on May 25, 2017 at which time a quorum was present and a vote approving the Plan of Merger was taken with a majority of votes being cast in favor of the Plan of Merger, which number was sufficient for approval of the Plan of Merger.

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JULY 11 2017

4. The Realtors Association of the Palm Beaches, Inc. held a meeting of its members on May 25, 2017 at which time a quorum was present and a vote approving the Plan of Merger was taken with a majority of votes being cast in favor of the Plan of Merger, which number was sufficient for approval of the Plan of Merger.

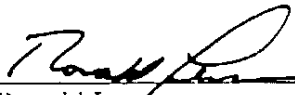
5. Pursuant to the Plan of Merger, as of the Effective Date (as set forth below) the members of the Realtors Association of the Palm Beaches, Inc. will become members of the Realtor Association of Greater Fort Lauderdale, Inc. Realtors Association of the Palm Beaches, Inc., as the surviving corporation in this merger, will continue as a wholly owned subsidiary of the Realtor Association of Greater Fort Lauderdale, Inc.

EFFECTIVE DATE

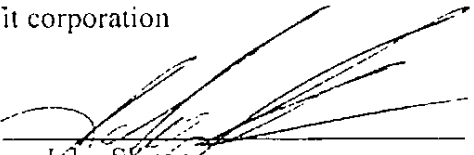
6. The merger as set forth herein shall be effective June 22, 2017.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed this 19th day of June, 2017.

GFLR, INC., a Florida not for profit corporation

By: 
Name: Ronald Lennen
Title: President

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

By: 
Name: John Shyon
Title: President

REALTOR ASSOCIATION OF GREATER
FORT LAUDERDALE, INC., a Florida not
for profit corporation

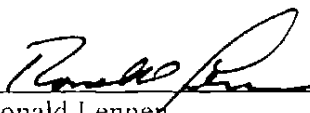
By: 
Name: Ronald Lennen
Title: President

EXHIBIT "A"

Plan of Merger

PLAN OF MERGER
for the
REALTORS® Association of the Palm Beaches, Inc.
and
GFLR, Inc.

This PLAN OF MERGER (the "Plan") is by and between the REALTORS® ASSOCIATION OF THE PALM BEACHES, Inc. ("RAPB"), a Florida not-for-profit corporation, Beaches MLS, Inc. a Florida corporation ("Beaches") which is a wholly-owned subsidiary of RAPB, the REALTOR ASSOCIATION OF GREATER FORT LAUDERDALE, INC., a Florida not-for-profit corporation ("GFLR" or the "Parent Corporation") and GFLR, Inc., a not-for-profit corporation to be formed as a wholly-owned subsidiary of GFLR ("Merger Sub"). GFLR and RAPB are also referred to herein as the "Associations" and each, an "Association").

WHEREAS, RAPB is a Florida not-for-profit corporation qualifying under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended ("Code"), organized and operated to provide professional services to its members in all matters pertaining to real estate, to promote the interests of the real estate industry and real estate professionals, and to promote the standards of conduct of the National Association of Realtors® ("NAR"); and

WHEREAS, GFLR is a Florida not-for-profit corporation qualifying under Section 501(c)(6) of the Code, organized and operated to provide professional services to its members in all matters pertaining to real estate, to promote the interests real estate industry and real estate professionals, and to promote the standards of conduct of NAR; and

WHEREAS, the Board of Directors of RAPB and the Board of Directors of GFLR have determined that it is in the best business interests of RAPB and GFLR, respectively, and their respective members, and that the purposes and missions of both RAPB and GFLR can be accomplished more efficiently and more effectively, if the businesses of each of RAPB and GFLR are combined into and operated from one corporation; and

WHEREAS, in furtherance of such combination, the Boards of Directors of GFLR and RAPB have each adopted this Plan and approved the merger of Merger Sub into RAPB in accordance with the terms and conditions set forth herein and in accordance with Chapter 617, Florida Statutes ("Merger"), with RAPB being the surviving subsidiary corporation ("Surviving Subsidiary"); and

WHEREAS, as a result of the Merger, (i) the Surviving Subsidiary will be a wholly-owned subsidiary of the Parent Corporation (ii) the membership of RAPB immediately prior to the consummation of the Merger shall receive memberships in the Parent Corporation (iii) Beaches will be a wholly-owned subsidiary of the Surviving Subsidiary.

WHEREAS, the Parent Corporation will continue to be organized and operated to provide professional services to its members in all matters pertaining to real estate, promote the interests of the real estate industry and real estate professionals, and to promote the standards of conduct of NAR, with an increased membership within the combined geographical areas of RAPB and GFLR.

NOW, THEREFORE, in consideration of the mutual covenants and subject to the terms

and conditions set forth below, the parties hereto agree as follows:

1. **MERGER.** At the Effective Date (as defined below), Merger Sub shall be merged with and into RAPB, whereupon the separate existence of Merger Sub as a separate corporation will cease and RAPB will be the Surviving Subsidiary. RAPB will continue its existence as a subsidiary of the Parent Corporation under such name as mutually agreed upon. As soon as practicable after satisfaction or waiver of the conditions to obligations of the parties to consummate the Merger, including the approval by the members of RAPB, GFLR and by NAR, each of Merger Sub and RAPB shall file articles of merger ("Articles of Merger") in accordance with Chapter 617, Florida Statutes, and make all other filings or recordings and take all other action required by applicable law and this Plan in connection with the Merger. Beaches will initially remain as a wholly-owned subsidiary of the Surviving Subsidiary.
2. **APPROVALS.** The Plan has been duly approved and adopted by the Boards of Directors of the RAPB and GFLR and will be submitted to the membership of RAPB and GFLR for their approval and adoption at a date to be determined. No further member action will be required with respect to any future corporate action involving the Surviving Subsidiary or Beaches, as both will thereafter be and function as a wholly-owned subsidiaries following the merger and neither will have any members.
3. **DUE DILIGENCE REVIEWS.** It is contemplated that due diligence and document preparation shall have been accomplished and satisfied within 30 days of membership approval of the Plan or as soon thereafter as is reasonably practicable. On such date, each Association shall sign a Merger Agreement outlining the terms and conditions of the Merger.
4. **CLOSING; EFFECTIVE DATE.** The Merger shall be effective at such time as the Articles of Merger are duly filed in accordance with Chapter 617, Florida Statutes, or such later time as is specified in the Articles of Merger ("Effective Date").
5. **NAME; FISCAL YEAR.** Subject to NAR approval, it is intended that as soon as is administratively possible (concurrently with or following the Effective Date), the Parent Corporation's name will be changed to "Realtors®, of the Palm Beaches and Greater Fort Lauderdale, Inc." (hereinafter referred to as the "Surviving Association"). The fiscal year of the Surviving Association will continue to be a September 30 year end.
6. **ARTICLES OF INCORPORATION AND BYLAWS.** The Articles of Incorporation and the Bylaws of the Surviving Association shall be amended as of the Effective Date to restate the territorial jurisdiction of the Surviving Association as a member of NAR, along with any other changes deemed advisable for the combination of the Associations.
7. **MEMBERSHIP.** As of the Effective Date, all of the active members in good standing of RAPB shall become members of the Surviving Association by virtue of the Merger and without any action on the part of the members thereof and at the same membership classification that they currently hold. All members of GFLR shall remain as members of the Surviving Association and at the same membership classification that they currently hold.
8. **GOVERNING BOARDS.** Prior to the Effective Date, the officers and directors of the respective parties shall continue to serve in their respective capacities. As of the Effective Date, the

officers and directors of the Surviving Association shall be as set forth on Exhibit A to this Plan.

9. **COVENANTS.** Subsequent to the approval and execution of this Plan by the Associations and until and including the Effective Date, GFLR and RAPH agree that:

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

(b) The Associations shall not: (i) amend their Articles of Incorporation; or (ii) change, combine or reclassify the memberships of members of their respective Association inconsistent with its Bylaws in existence at the time of signing this Plan.

(c) No party to this Plan shall declare, set aside or make undisclosed distribution of any property without first disclosing such action to the other party and unless agreed to by the parties in writing.

(d) 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 goodwill of those having business relationships with them.

(e) Each party agrees to promptly notify the other party at any time prior to the Effective Date a representation or warranty, if any, provided to the other party in writing becomes materially inaccurate or no longer true.

10. **ABANDONMENT OF MERGER.** This Plan may be terminated and the Merger abandoned at any time before the Effective Date upon the majority vote of the Board of Directors of either Association.

11. **COSTS AND EXPENSES.** Each Association shall bear its own costs and expenses (including accounting, legal and other professional fees and expenses) incurred in connection with this Plan and the transactions contemplated hereby.

IN WITNESS WHEREOF, each of the Associations together with Beaches MLS, Inc. has caused this Plan to be executed on its behalf by its duly authorized officers, as of the dates below.

REALTORS® ASSOCIATION OF THE PALM BEACHES, Inc.

President: [Signature] Date 5/25/17
Corporate Secretary: [Signature] Date 5/25/17

REALTOR ASSOCIATION OF GREATER FORT LAUDERDALE, Inc.

President: [Signature] Date 5-25-17
Corporate Secretary: [Signature] Date 5-25-17

BEACHES MLS, Inc.

President: [Signature] Date 5/25/17
Corporate Secretary: [Signature] Date 5/25/17

JOINDER

GFLR, INC., a wholly-owned subsidiary of REALTOR® ASSOCIATION OF GREATER FORT LAUDERDALE, INC., hereby joins in and adopts the foregoing Plan of Merger as of May 25, 2017.

GFLR, INC., a Florida not for profit corporation

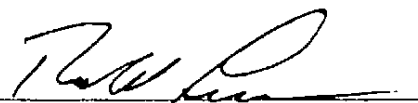
By: 
Name: Ronald Lennen
Title: President

EXHIBIT A

**Governance and Leadership
(on file with the records of the Associations)**