

709062

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

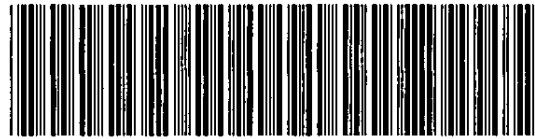
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Called Mr. Conn 9/26
OK to add Inc. to new name
CRB 9/29

Office Use Only



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05/28/08--01012--004 **78.75

RECEIVED
CLERK OF COURT
PALM BEACH, FLORIDA

08 SEP 22 AM 10:49

FILED

Merges
CRB 9/29

LAW OFFICE OF
JAMES M. GANN, P.A.
ATTORNEY AT LAW
257 DR. MARTIN LUTHER KING BLVD., EAST
BELLE GLADE, FLORIDA 33430

GENERAL PRACTICE

POST OFFICE BOX 1596
TELEPHONE (561) 996-8040
FACSIMILE (561) 996-1808

May 22, 2008

Secretary of State
Division of Corporations
2661 Executive Center Circle West
Tallahassee, FL. 32301

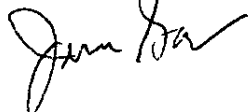
RE: Articles of Merger for
Belle Glade Lodge #1716 and Pahokee Lodge #1638

Ladies:

Enclosed are the "Articles of Merger" for the above referenced and my check in the amount of \$78.75 for filing fee (70.00) and one (1) certified copy (\$8.75) of the Articles. Please file these Articles of Merger and forward the certified copy to the undersigned at the above letterhead address.

Thank you for your assistance.

Very truly yours,



James M. Gann

JMG:lmw
enclosures

LAW OFFICE OF
JAMES M. GANN, P.A.
ATTORNEY AT LAW
257 DR. MARTIN LUTHER KING BLVD., EAST
BELLE GLADE, FLORIDA 33430

GENERAL PRACTICE

POST OFFICE BOX 1596
TELEPHONE (561) 996-8040
FACSIMILE (561) 996-1808

September 17, 2008

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

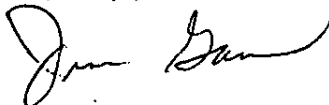
Re: Articles of Merger for Belle Glade Lodge #1716
and Pahokee Lodge #1638

Ladies:

On May 22, 2008 I forwarded to you the Articles of Merger and the Agreement of Merger between Belle Glade Lodge #1716 Benevolent and Protective Order of the United States and the Pahokee Lodge #1638 BPOE, Inc. with a check in the amount of \$78.75 representing the filing fee and one (1) certified copy of the Articles of Merger with the attached Agreement of Merger. On June 9, 2008 I received the attached letter dated June 2, 2008 indicating that corrections needed to be made in the Article and the Agreement. These corrections have been made and the documents resigned. Please file these Articles of Merger with the attached Agreement of Merger in your records and forward a certified copy to the undersigned in the enclosed self-addressed, stamped envelope. My check that was forwarded to you on May 22, 2008 in the amount of \$78.75 should cover the filing fee and the certified copy fee.

Thank you for your assistance in this matter.

Very truly yours,



James M. Gann

JMG:lmw
enclosures

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
SEP 22 2008



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 2, 2008

JAMES M. GANN, P.A.
PO BOX 1596
BELLE GLADE, FL 33430

SUBJECT: BELLEGLADE LODGE #1716 BENEVOLENT AND PROTECTIVE
ORDER OF THE UNITED STATES
Ref. Number: 709062

We have received your document for BELLEGLADE LODGE #1716 BENEVOLENT AND PROTECTIVE ORDER OF THE UNITED STATES 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 current name of the entity is as referenced above. Please correct your document accordingly.

Please do not use any aka or dbs names in the Merger or any corporate document. Use the correct corporate name as filed with the Department of State. **The purpose of a Nonprofit corporation must be specific.(page 2)

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist Supervisor

Letter Number: 808A00034305

ARTICLES OF MERGER

To: Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
08 SEP 22 AM 10:49
DEPARTMENT OF STATE
TALLAHASSEE, FL 32314

- 1) The undersigned corporations have adopted an Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit "A" and incorporated herein by reference.
- 2) The name of the surviving corporation is BELLE GLADE LODGE #1716 BENEVOLENT AND PROTECTIVE ORDER OF THE UNITED STATES, a Florida non-profit corporation.
- 3) No changes in the Articles of Incorporation of the surviving corporation have been made.
- 4) The Agreement of Merger of the undersigned corporations was adopted pursuant to Sections 617.1101 of the Florida Not-For-Profit Corporation Act.
- 5) The merger of the undersigned corporations will become effective on the date the Certificate of Merger is issued by the Division of Corporations.
- 6) The Board of Trustees (Directors) of each of the undersigned corporations have adopted the Plan and Agreement of Merger.
- 7) The members of BELLE GLADE LODGE #1716 BENEVOLENT AND PROTECTIVE ORDER OF THE UNITED STATES, a Florida non-profit corporation, have adopted the Agreement of Merger at a special meeting called and held for that purpose on the 17th day of January, 2008, at which meeting a quorum was present and voting and such Plan and Agreement of Merger was ratified and approved by one hundred percent of the members present and entitled to vote. The number of votes cast for the merger was sufficient for approval of the merger.
- 8) The members of PAHOKEE LODGE #1638 BPOE, INC., a Florida non-profit corporation adopted the Agreement of Merger at a special meeting held for that purpose on the 17th day of January, 2008, at which meeting a quorum was present and voting and such Agreement of Merger was ratified and approved by one hundred percent of the

members present and entitled to vote. The number of votes cast for the merger was sufficient for approval.

Dated: SEPTEMBER 17, 2008.

BELLE GLADE LODGE #1716
BENEVOLENT AND PROTECTIVE ORDER
OF THE UNITED STATES

By: [Signature]
Its Chairman of Trustees (President)

John Ellison

Attest: [Signature]
Its Secretary-Mona L. Miller

Dated: SEPTEMBER 17, 2008.

PAHOKEE LODGE #1638 BPOE, INC.

By: [Signature]
Its Chairman of Trustees (President), Kenneth
Usher

Attest: [Signature]
Its Secretary-Barbara A. Heffernan

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 17th day of September, 2008,
by JOHN ELLISON, President of BELLE GLADE LODGE #1716 BENEVOLENT AND PROTECTIVE
ORDER OF THE UNITED STATES, a/k/a Belle Glade Lodge #1716 Benevolent and Protective Order of the
Elks of the United States of America, a Florida corporation, on behalf of the corporation. He is personally
known to me or produced ~ / A as identification.



Arlene F. Lowery
Commission # DD349603
Expires October 15, 2008
Bonded Troy Fahn - Insurance, Inc. 800-365-7016

[Signature]
Notary Public
Printed, typed, or stamped name

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 17th day of September, 2008, by MONA L. MILLER, Secretary of BELLE GLADE LODGE #1716 BENEVOLENT AND PROTECTIVE ORDER OF THE UNITED STATES, a/k/a Belle Glade Lodge #1716 Benevolent and Protective Order of the Elks of the United States of America, a Florida corporation, on behalf of the corporation. She is personally known to me or produced N/A as identification.

Arlene F. Lowery
Notary Public
Printed, typed, or stamped name

My commission expires:
 **Arlene F. Lowery**
Commission # DD349603
Expires October 15, 2008
Bonded Troy Pain - Insurance, Inc. 800-365-7019

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 25th day of July, 2008, by KENNETH USHER, President of PAHOKEE LODGE #1638 BPOE, INC., a/k/a Pahokee Lodge #1638 Benevolent and Protective Order of Elks of the United States of America, a Florida corporation, on behalf of the corporation. He is personally known to me or produced N/A as identification.

Arlene F. Lowery
Notary Public
Printed, typed, or stamped name

My commission expires:
 **Arlene F. Lowery**
Commission # DD349603
Expires October 15, 2008
Bonded Troy Pain - Insurance, Inc. 800-365-7019

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 17th day of September, 2008, by BARBARA A. HEFFERNAN, Secretary of PAHOKEE LODGE #1638 BPOE, INC., a/k/a Pahokee Lodge #1638 Benevolent and Protective Order of Elks of the United States of America, a Florida corporation, on behalf of the corporation. She is personally known to me or produced N/A as identification.

Arlene F. Lowery
Notary Public
Printed, typed, or stamped name

My commission expires:
 **Arlene F. Lowery**
Commission # DD349603
Expires October 15, 2008
Bonded Troy Pain - Insurance, Inc. 800-365-7019

AGREEMENT OF MERGER

THIS AGREEMENT is made this 17th day of January, 2008, by and between BELLE GLADE LODGE #1716 BENEVOLENT AND PROTECTIVE ORDER OF THE UNITED STATES, a Florida non-profit corporation, hereinafter referred to as "Surviving Corporation" and PAHOKEE LODGE #1638 BPOE, INC., a Florida non-profit corporation, hereinafter referred to as "Disappearing Corporation" with both corporations being sometimes hereinafter collectively referred to as "Constituent Corporations".

RECITALS:

A. The respective Board of Trustees (Directors) and members of the Constituent Corporations deem it advisable that the Disappearing Corporation be merged into the Surviving Corporation, under the laws of the State of Florida, in the manner provided therefore pursuant to Section 617.1101 and 617.1103 of the Florida Not-For-Profit Corporation Act.

B. The respective Board of Trustees (Directors) and members of the Constituent Corporations have agreed that no changes or amendments in the Articles of Incorporation of the Surviving Corporation will be made.

NOW, THEREFORE, in consideration of the premises and the mutual agreements hereinafter contained, the Constituent Corporations have agreed and do hereby agree, to merge upon the terms and conditions hereinbelow set forth.

1) Agreement to Merge.

The Constituent Corporations hereby agree that PAHOKEE LODGE #1638 BPOE, INC., the Disappearing Corporation, shall be merged into BELLE GLADE LODGE #1716 BENEVOLENT AND PROTECTIVE ORDER OF THE UNITED STATES, the Surviving Corporation.

2) Name of Merged Corporation.

The name of the Surviving Corporation shall be "BELLE GLADE / PAHOKEE, FLORIDA, LODGE #1716" **TAC**,

3) Principal Office of Surviving Corporation.

The principal office of the Surviving Corporation shall be located at the following address: 300 Dr. Martin Luther King, Jr., Blvd., East, Belle Glade, Florida, 33430.

4) Purposes of Surviving Corporation.

The purpose of the Surviving Corporation is to function as a local Elks lodge under the rules and regulations of the National Grand Lodge of the Benevolent and Protective Order of the Elks of the United States of America.

5) Order of Trustees (Directors) of Surviving Corporation.

- a. The Disappearing Corporation shall have the right to elect 0 members of the Board of Trustees of the Surviving Corporation at the date of merger only, who shall serve in such capacity until the next annual membership meeting or until their successors shall be elected and qualified. Subsequently, all Trustees

shall be elected in the manner set forth in the Bylaws of the Surviving Corporation.

6) *Registered Agent of Surviving Corporation.*

The individual hereinafter named shall be the registered agent for the Surviving Corporation at the address hereinbelow set forth, upon whom process, notices and demands against the Surviving Corporation, the Disappearing Corporation or the Constituent corporation may be served: Frank D. Mayo, 300 Dr. Martin Luther King, Jr., Blvd., East, Belle Glade, Florida, 33430.

7) *Assets of the Disappearing Corporation.*

All property, real, personal and mixed and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to the Disappearing Corporation shall be deemed to be transferred, conveyed to and vested in the Surviving Corporation without further act or deed and the title to or any interest in any real estate vested in such corporation shall not revert or be in any way impaired by reason of such merger. Such assets are described on Exhibit "A" attached hereto and incorporated herein by reference.

8) *Liabilities of Disappearing Corporation.*

The Surviving Corporation shall assume, and henceforth be responsible and liable for, all the liabilities and obligations of the Disappearing Corporation and any claim existing, or action or proceeding pending by or against the Disappearing Corporation may be prosecuted as if such merger had not taken place or the Surviving Corporation may be substituted in its place. Such liabilities and obligations of the Disappearing Corporation are more particularly described on Exhibit "B" attached hereto and incorporation herein by reference.

9) *Articles of Incorporation of Surviving Corporation.*

The Articles or Certificate of Incorporation of the Surviving Corporation shall not be amended and shall continue to be the Articles or Certificate of Incorporation of the Surviving Corporation in its present form and content.

10) *Bylaws of Surviving Corporation.*

The Bylaws of the Surviving Corporation shall continue in its present form and content, to be the Bylaws of the Surviving Corporation.

11) *Effective Date of Agreement.*

This Agreement shall become effective on the date of filing of the Articles of Merger with the office of the Secretary of State of the State of Florida.

12) *Officers of Surviving Corporation.*

On the effective date of the merger, the following persons shall be elected to the offices hereinbelow described, to serve in such capacities until the next annual meeting of the Board of Trustees, or until their successors shall be elected and shall qualify:

*Exalted Ruler - Frank O. Mayo
E. Ldg. Knight - Cirilo Garcia*

*E. Loy. Knight - Barbara A. Heffernan
E. Lec. Knight - Tommy Sparks
Secretary - Mona L. Miller
Treasurer - Carol Cohran
Esquire - Sonny Willis
Tiler - Diane Usher
Chaplain - Glenda Strickland
Inner Guard - Nelson Willis
Trustees - John Ellison, Kenny Usher, David Key, David McKinstry, Sherry Garcia*

13) Employees of Disappearing Corporation.

The Disappearing Corporation does not employ any staff, therefore, the Surviving Corporation shall not be responsible to employ any of the Disappearing Corporation's staff or employees.

14) Books and Records of Disappearing Corporation.

It is agreed that the books and records of the Disappearing Corporation shall be audited for the period from the end of the last fiscal year of said corporation to the effective date of the merger. Such audits shall be conducted by an accountant or certified public accountant to be elected by the Surviving Corporation, and shall be completed within sixty (60) days following the date of merger.

15) Management and Decisions of Board of Trustees of Surviving Corporation.

Following the effective date of the merger all decisions shall be made by the Board of Trustees of the Surviving Corporation.

IN WITNESS WHEREOF the Constituent Corporations have caused their respective corporate names to be signed hereto by the respective chairmans and secretaries, thereunto duly authorized by the respective Board of Trustees and members thereof, the day and year first above written.

Dated: _____, 2008.

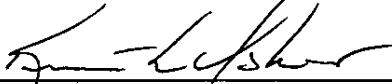
*BELLE GLADE LODGE #1716
BENEVOLENT AND PROTECTIVE ORDER
OF THE UNITED STATES*

*By: _____
Its Chairman of Trustees (President)
John Ellison*

*Attest: _____
Its Secretary-Mona L. Miller*

Dated: SEPTEMBER 17, 2008.

PAHOKEE LODGE #1638 BPOE, INC.

By: 
Its Chairman of Trustees (President), Kenneth
Usher

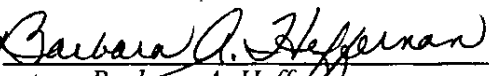
Attest: 
Its Secretary-Barbara A. Hefferman

EXHIBIT "A"

Parcel I

The Northeasterly 3 feet of Lot 7, all of Lots 8, 9, 10, 11, 12 and 13, Block 1, OKEELANTA PLANTATION COMPANY, according to the map or plat thereof as recorded in Plat Book 16, page 34, Public Records of Palm Beach County, Florida.

Parcel II

Lot 16, Block 1, OKEELANTA PLANTATION COMPANY according to the map or plat thereof as recorded in Plat Book 16, page 34, Public Records of Palm Beach County, Florida, LESS those portions conveyed in Deed Book 1004, page 195; Deed Book 1067, page 200; Deed Book 1155, page 235; O. R. Book 1640, pages 1301, 1302 and 1303; O. R. Book 2172, page 446 and O. R. Book 2189, page 809, Public Records of Palm Beach County, Florida.

EXHIBIT "B"

Liabilities and Obligations of Disappearing Corporation

None