

712553

ATTORNEYS' TITLE

Requestor's Name

Address

City/State/Zip

Phone #

EFFECTIVE DATE

1-1-99

Office Use Only

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC 14 PM 3:08

FILED

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

1. _____ (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

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

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

400002711694--2
-12/14/98--01083--013
*****78.75 *****78.75

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

ARTICLES OF MERGER
Merger Sheet

MERGING:

PUTNAM COUNTY ASSOCIATION OF REALTORS, INC., a Florida corporation,
729554

INTO

NORTHEAST FLORIDA ASSOCIATION OF REALTORS, INC., a Florida
corporation, 712553

File date: December 14, 1998, effective January 1, 1999

Corporate Specialist: Teresa Brown

EFFECTIVE DATE
1-1-99

FILED
98 DEC 14 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The undersigned are the Presidents of the following not-for-profit corporations:

NORTHEAST FLORIDA ASSOCIATION OF REALTORS®, INC.
PUTNAM COUNTY ASSOCIATION OF REALTORS®, INC.

The undersigned hereby execute these Articles of Merger for filing with the office of the Florida Department of State.

ARTICLE I PLAN OF MERGER

A copy of the Plan of Merger is attached as "Exhibit A".

ARTICLE II APPROVAL

A. The Plan of Merger was adopted by the Northeast Florida Association of Realtors®, Inc. at a meeting of the members held on September 11, 1998. The number of votes cast in favor of the merger was sufficient for approval. The vote was unanimous.

B. The Plan of Merger was adopted by the Putnam County Association of Realtors®, Inc. at a meeting of the members held on September 11, 1998. The number of votes cast in favor of the merger was sufficient for approval. The vote was 40 for and 4 against.

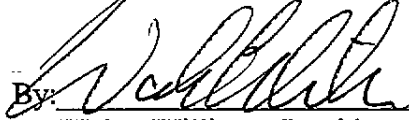
ARTICLE III EFFECTIVE DATE

The merger shall be effective at 12:01 a.m. Friday, January 1, 1999.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on the dates set forth by their signatures.

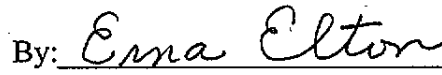
December 4th, 1998

Northeast Florida Association of Realtors®, Inc.

By: 
Walter Williams, President

December 4th, 1998

Putnam County Association of Realtors®, Inc.

By: 
Erna Elton, President

PLAN OF MERGER

This PLAN OF MERGER (the "Plan") is between the hereinafter listed Associations each of which was incorporated in Florida and is a Florida not for profit corporation which may be tax exempt under state and federal laws, (hereinafter referred to as the "Constituent Associations" to form the Northeast Florida Association of REALTORS®, Inc. which will be a Florida not for profit corporation.

1. Name of each Corporation proposing to merge (Proposed Constituent Associations):

Northeast Florida Association of REALTORS®, Inc. (NEFAR)
Putnam County Association of REALTORS®, Inc. (PCAR)

2. Name of the surviving Corporation: The surviving corporation shall be the Northeast Florida Association of REALTORS®, Inc. with like named Articles of Incorporation.

3. Terms and Conditions of the proposed merger are as follows:

(a) The Plan of Merger will be presented to the Boards of Directors at the regularly scheduled and/or special called meetings on August 25, 1998 (NEFAR) and on August 13, 1998 (PCAR). This Plan of Merger will be presented for a vote of the members of each association on September 11, 1998.

(b) The merger in accordance with this Plan of Merger after approval by the Constituent Associations shall be subject to and is conditioned upon approval by the Florida Association of REALTORS® and the National Association of REALTORS® of the jurisdiction change to Association territories to include all of the current jurisdictions and territories of the Associations.

(c) If both Constituent Associations approve this Plan of Merger, the merger shall become effective on January 1, 1999.

(d) The NEFAR office located on Atlantic Boulevard will be the main office of business, with service centers located in Orange Park, at the Beaches, and in Putnam County. The Putnam County service center shall be maintained for a minimum of three years from effective date of merger.

(e) The current fiscal year of NEFAR shall remain January 1 - December 31 unless a change is recommended by the NEFAR attorney or CPA and approved by the NEFAR directors.

(f) For the calendar year of 1999, the members of the Board of Directors of NEFAR will be comprised of:

The Officers of NEFAR will be a President, President-elect, Secretary and Treasurer. Nomination and election procedures for the Officers and Directors will be outlined in the NEFAR Bylaws. Consideration shall be given to maintaining a balance of membership on the Directors according to the demographics of the membership.

(g) The Bylaws of NEFAR will be adopted by the membership of PCAR.

(h) Status and disposition of the real estate currently owned by PCAR will become the property of NEFAR. Membership and assets will be consolidated under NEFAR.

(i) The staff of NEFAR shall be one Chief Executive Officer (CEO) and such other staff positions as determined by the Board of Directors. NEFAR will incorporate one existing part-time staff employed by the PCAR; however, the ultimate decision as to the staff members of NEFAR will be made by the CEO of the merged Association with the approval of the Board of Directors of NEFAR.

(j) NEFAR will assume all outstanding obligations of PCAR including any obligation or agreement as to severance pay and other severance benefits to be paid to the Executive Officer or other employees of the PCAR existing as of the date this Plan of merger is effective.

(k) The Articles of Incorporation of NEFAR will be amended, as necessary, to be consistent with the terms and provisions of this Plan of merger.

(l) The Board of Directors of NEFAR shall establish dues and application fees for the initial year of: 1) Application Fees for all new REALTOR®/REALTOR®-Associate applicants of \$250.00, primary Affiliates of \$100.00, Secondary Affiliates of \$65.00; 2) dues for REALTOR® status of \$135.00, and REALTOR® Associate status of \$115.00. Dues for Primary Affiliate of \$200.00, for Secondary Affiliates of \$65.00. The Board of Directors of NEFAR will establish other fees and dues for Secondary member status, etc.

Membership in NEFAR will be comprised of but not limited to, REALTOR®, REALTOR®-Associate status. A sales person and a broker salesperson may elect REALTOR® or REALTOR®-Associate membership according to the dues paid. All Brokers will pay REALTOR® dues. (Brokers are those persons with an active Brokers License and/or persons serving as officers or

corporations, partnerships, or trust accounts.) Intent is that a member in good standing of NEFAR paying REALTOR® dues receives REALTOR® status, and that Brokers must pay REALTOR® dues.

4. Prior to the date the merger becomes effective, unless the parties hereto shall otherwise agree in writing or otherwise contemplated by this Plan:

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

(b) Constituent Associations shall not: (1) amend their Articles of Incorporation; or (2) change, combine or reclassify the memberships of members of Constituent Associations inconsistent with its bylaws in existence at the time of signing this Plan;

(c) No party to this agreement will: (1) declare, set aside or make distribution of any property, or (2) enter any new contracts or hire any new employees without full disclosure to the other party.

(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 good will of those having business relationships with the association and organization.

5. This Plan of Merger may be amended or abandoned at any time prior to the effective date with the concurrence of all Constituent Associations, as approved by each Associations Board of Directors at a duly called meeting.

IN WITNESS WHEREOF, each of the parties hereto has caused this Plan to be executed on its behalf by its Officers thereunto duly authorized, all as of this 11th day of September, 1998.

SIGNATURES OF MERGING ASSOCIATIONS

Putnam County Association of REALTORS, Inc. (PCAR)

Erna Elton
President

Dorothy M. Hall
Association Corporation Secretary

Northeast Florida Association of REALTORS, Inc. (NEFAR)

[Signature]
President

Eileen McVeigh
Association Corporation Secretary