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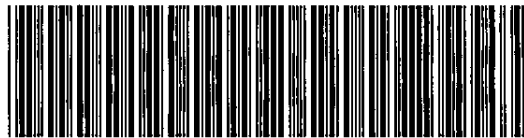
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CLERK OF STATE
TALLAHASSEE FLORIDA

01/17/14
De
Netzer
W/ Amended
Restated Art.

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Space Coast REALTORS, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Leah Selig
(Contact Person)

Space Coast REALTORS, Inc.
(Firm/Company)

105 McLeod Street
(Address)

Merritt Island, FL 32953
(City/State and Zip Code)

For further information concerning this matter, please call:

Leah Selig, CEO At (321) 452-9490
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
MELBOURNE AREA ASSOCIATION OF REALTORS, INC.
A Florida Not-for-profit Corporation
and
SPACE COAST REALTORS, INC.
A Florida Not-for-profit Corporation

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SECRETARY OF STATE
TALLAHASSEE

A. Plan of merger

1. Names of Merging Corporations. The names of the corporations proposing to merge (the "Constituent Corporations") are:

Space Coast REALTORS, Inc.

and

Melbourne Area Association of REALTORS, Inc.

2. Surviving Corporation's Name. The name of the Surviving Corporation shall be:

Space Coast REALTORS, Inc.

3. Basic Terms and Conditions. The Merger shall be effective at 11:59 o'clock p.m. on the "Effective Date," being the later of (a) December 31, 2013, or the date on which Articles of Merger are filed with the Secretary of State of the State of Florida. As of the stated time on the Effective Date, Melbourne Area Association of REALTORS, Inc. shall merge with and into Space Coast REALTORS, Inc., which shall be the Surviving Corporation with the name stated above.

4. Memberships. Each membership in each Constituent Corporation, that is in effect immediately prior to the Effective Date, automatically shall convert into a membership in the Surviving Corporation. Each such membership in a Constituent Corporation shall be converted into that class of membership of the Surviving Corporation that most closely corresponds to its class membership in the Constituent Corporation, as determined by the board of directors of the Surviving Corporation.

5. Articles of Incorporation. The articles of incorporation of the Surviving Corporation shall be the amended and restated Articles of Incorporation that are attached to this Plan of Merger as Exhibit A and by this reference incorporated within this Plan of Merger as if set forth here verbatim.

6. Abandonment. The Merger may be abandoned before Articles of Merger are filed with the Secretary of State of the State of Florida, as provided in the Merger Agreement between the Constituent Corporations (the "Merger Agreement").

7. Continuance of Constituent Corporations. The corporate existence of each Constituent Corporation shall continue, from and after the Merger, for the purposes and acts stated in, and as otherwise provided by, the Merger Agreement.

8. Other Provisions. The Merger shall occur on other terms and conditions that are set forth in the Merger Agreement.

B. Approval of members

The members of Melbourne Area Association of REALTORS, Inc., adopted the foregoing plan of merger at a meeting on December 20, 2013. Proper notice of the meeting was given, and a quorum was present. The vote was 150 in favor and 4 opposed, which was a sufficient margin to adopt the plan.

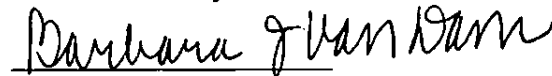
The members of Space Coast REALTORS, Inc., adopted the foregoing plan of merger at a meeting on December 20, 2013. Proper notice of the meeting was given, and a quorum was present. The vote was 509 in favor and 6 opposed, which was a sufficient margin to adopt the plan.

C. Statement of changes to Articles of surviving corporation

Exhibit B sets forth the statement of changes to the surviving corporation's articles of incorporation as required under section 617.1007, Florida Statutes.

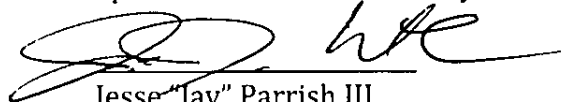
IN WITNESS WHEREOF, the undersigned have hereunto set their hands or seals this 31st day of December, 2013.

Melbourne Area Association of
Realtors, Inc., by



Barbara Van Dam, its 2013 President

Space Coast Realtors, Inc., by



Jesse "Jay" Parrish III,
its 2013 President

EXHIBIT A
TO ARTICLES OF MERGER
Melbourne Area Association of REALTORS, Inc. and Space Coast REALTORS, Inc.

RESTATED ARTICLES OF INCORPORATION
OF
SPACE COAST REALTORS, INC.
A CORPORATION NOT FOR PROFIT

We, the undersigned subscribers, hereby certify that the members of Space Coast REALTORS, a corporation not for profit under Chapter 617 of the Florida Statutes, do hereby adopt the following Restated Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be Space Coast REALTORS, Inc.

ARTICLE II. LOCATION

The location of this corporation shall be 105 McLeod Street, Merritt Island, FL 32953.

ARTICLE III. TERM OF EXISTENCE

The corporation shall have perpetual existence, unless dissolved or modified by law or if any limit shall be placed by law on the limit of such existence, it shall conform to the maximum term allowed.

ARTICLE IV. PURPOSE

The objects and purposes of this corporation are as follows:

- a. To unite those engaged in the recognized branches of the real estate business in this community for the purpose of exerting a beneficial influence upon the real estate business and related interests.
- b. To promote and maintain the high standards of conduct in the real estate business as expressed in the Code of Ethics of the National Association of REALTORS.
- c. To provide a unified medium for real estate owners and those engaged in the real estate business whereby their interest may be safeguarded and advanced.
- d. To further the interest of home and other real property ownership.
- e. To unite those engaged in the real estate business in this community with the Florida Association of REALTORS and the National Association of REALTORS, thereby furthering

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

f. To designate, for the benefit of the public, those individuals within its jurisdiction authorized to use the term "REALTOR" as prescribed and controlled by the National Association of REALTORS.

ARTICLE V. QUALIFICATION OF MEMBERS

The methods and conditions by which membership in this corporation shall be gained, maintained and terminated shall be as provided in the By-Laws of the corporation.

ARTICLE VI. BOARD OF DIRECTORS

SECTION 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have (6) Directors initially, and thereafter the number of directors shall be as set forth in the By-Laws. They may be increased or decreased from time to time as prescribed in the By-Laws but shall never be less than three.

SECTION 2. The members of the Board of Directors shall be members of the corporation.

SECTION 3. Members of the Board of Directors shall be elected at the regular annual meeting or as prescribed in the By-Laws and hold office in accordance with the By-Laws.

SECTION 4. The names and addresses of the persons who are to serve as the initial directors upon the filing of these Articles of Incorporation and during the terms provided in the By-Laws are as follows:

NAME	ADDRESS
Mitch Ribak	6450 N. Wickham Rd., Ste. 105, Melbourne, FL 32940
Lynn Whelpley	111 Enterprise Ave., #3, Palm Bay, FL 32909
Lynnette Hendricks	215 N. Courtenay Parkway, Merritt Island, FL 32953
Ron Egoroff	4250 N. Wickham Rd., Ste. 103, Melbourne, FL 32935
Jesse "Jay" Parrish, III	125 W. New Haven Ave., Melbourne, FL 32901
Barbara Van Dam	6680 S. Hwy. A1A, Melbourne Beach, FL 32951

ARTICLE VII. OFFICERS

SECTION 1. The affairs of the corporation shall be administered by the general officers of the corporation and shall consist of the President, President-Elect, Secretary, Treasurer and such other officers as may be designated in the By-Laws.

SECTION 2. The method and conditions of the election of the general officers shall be designated in the By-Laws and the officers shall hold office and execute all of the duties prescribed in the By-Laws.

SECTION 3. The names of the officers who are to serve as officers until the first election next following the filing of these Articles of Incorporation are as follows:

NAME	OFFICE(S)
Mitch Ribak	President
Lynn Whelpley	President Elect
Lynnette Hendricks	Treasurer
Ron Egoroff	Secretary
Jesse "Jay" Parrish III	Past President
Barbara Van Dam	Past President
Leah Selig	Chief Executive Officer

SECTION 4. The officers shall be elected at the regular annual meeting or as provided in the By-Laws.

ARTICLE VIII. SUBSCRIBERS

The names and residences of the subscribers to these restated articles are:

NAME	ADDRESS
Mitch Ribak	1710 Richardson Rd., Merritt Island, FL 32952
Lynn Whelpley	560 Jupiter Blvd., Palm Bay, FL 32907
Lynnette Hendricks	1650 Rochelle Parkway, Merritt Island, FL 32952
Ron Egoroff	2138 Caledonia Pl., Melbourne, FL 32940
Jesse "Jay" Parrish, III	909 Indian River Ave., Titusville, FL 32780
Barbara Van Dam	5910 Riverside Dr., Melbourne Beach, FL 32951

ARTICLE IX. BY-LAWS

SECTION 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purpose as they deem necessary from time to time.

SECTION 2. Initial adoption of the By-Laws shall be by a majority vote of the membership of the corporation present at a regular meeting or special meeting called for that purpose.

SECTION 3. Once adopted the By-Laws of this corporation may be amended, altered or rescinded by a majority vote of the REALTOR members present and qualified to vote at any

regular or special meeting called for that purpose, at which a quorum is present, or by a majority ballot vote, or a combination thereof, provided the quorum requirement is satisfied and further provided that a summary of such proposed amendment or amendments shall be stated in the call for the meeting or the notice accompanying the ballot.

ARTICLE X. AMENDMENTS

Amendments to these Articles of Incorporation may be proposed and adopted by a majority vote of the REALTOR members present and qualified to vote at any regular or special meeting called for that purpose, at which a quorum is present, or by a majority ballot vote, or a combination thereof, provided the quorum requirement is satisfied and further provided that a summary of such proposed amendment or amendments shall be stated in the call for the meeting or the notice accompanying the ballot.

ARTICLE XI. ANNUAL MEETING

The regular annual meeting of this corporation shall be held during the month of September.

ARTICLE XII.

SECTION 1. This is and shall be a non-profit corporation; all monies, received by the corporation from collections, dues, donations, endowments or otherwise, shall be used in defraying the legal and authorized expenses of the corporation, including organizing, maintaining, and conducting of its works and projects.

SECTION 2. There shall be no dividend or division of profits at the end of each fiscal year or otherwise, but any surplus money remaining after each fiscal year shall be added to the budget of the following year for promoting the object and purpose of the corporation as herein set forth.

ARTICLE XIII.

SECTION 1. There shall be no limitation upon the amount of value in real property which the corporation may hold.

SECTION 2. There shall be no limitation as to the amount of indebtedness to which the corporation may subject itself.

ARTICLE XIV. POWERS

This corporation shall have the following powers.

1. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

2. Adopt, change, and repeal By-Laws, not inconsistent with the law or these Articles of Incorporation, of the administration of the affairs of the corporation, and the exercise of its corporate power.

3. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income.

4. Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein wherever situated.

5. Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.

6. Enter into any type of commercial transaction, either as seller or purchaser.

7. Lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

8. Make donations for the public welfare, or for religious charitable, scientific, educational or other similar purposes.

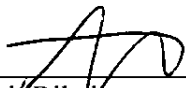
9 Have and exercise all powers necessary or convenient to effect any or all purposes for which the corporation is organized.

ARTICLE XV. DISSOLUTION

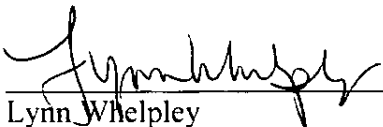
Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation to such organizations that are operated exclusively for charitable, educational, religious or scientific purposes and that shall at such time qualify as exempt organizations under Sections 501(c)(3) of the Internal Revenue Code of 1986. Any such assets not so disposed of shall be disposed of by the Court having jurisdiction to dissolve corporations located in the county in which the principal office of the corporation is then located, to a corporation then organized exclusively for such purposes or to organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, we the undersigned, subscriber incorporators, have hereunto set our hands and seals this 31st day of December, 2013, for the purpose of adopting these Restated Articles of Incorporation for Space Coast REALTORS, a corporation not for profit under the laws of the State of Florida.



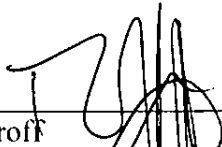
Mitch Ribak



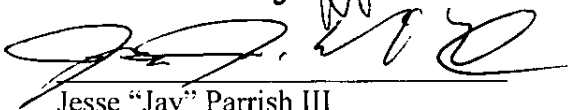
Lynn Whelpley



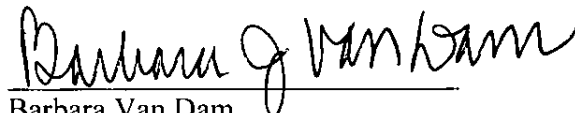
Lynnette Hendricks



Ron Egoroff



Jesse "Jay" Parrish III



Barbara Van Dam

EXHIBIT B
TO ARTICLES OF MERGER
Melbourne Area Association of REALTORS, Inc. and Space Coast REALTORS, Inc.

CERTIFICATE PURSUANT TO FLORIDA STATUTE 617.1007
SPACE COAST REALTORS, INC.

Attached hereto is a Restated Articles of Incorporation for Space Coast Realtors, Inc.

1. The Restated Articles of Incorporation contain amendments requiring members' approval. The Restated Articles include the following amendments.

a.) Article I of the Articles of Incorporation was deleted in its entirety and the following substituted therefor:

ARTICLE I. NAME

The name of the corporation shall be Space Coast Realtors, Inc.

b.) Article VI Section 1 of the Articles of Incorporation was deleted in its entirety and the following substituted therefor:

SECTION 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have (6) Directors initially, and thereafter the number of directors shall be as set forth in the By-Laws. They may be increased or decreased from time to time as prescribed in the By-Laws but shall never be less than three.

c.) Article VI Section 3 of the Articles of Incorporation was deleted in its entirety and the following substituted therefor:

SECTION 3. Members of the Board of Directors shall be elected at the regular annual meeting or as prescribed in the By-Laws and hold office in accordance with the By-Laws.

d.) Article VI Section 4 of the Articles of Incorporation was deleted in its entirety and the following substituted therefor:

SECTION 4. The names and addresses of the persons who are to serve as the initial directors upon the filing of these Articles of Incorporation and during the terms provided in the By-Laws are as follows:

NAME	ADDRESS
Mitch Ribak	6450 N. Wickham Rd., Ste. 105, Melbourne, FL 32940

Lynn Whelpley	111 Enterprise Ave., #3, Palm Bay, FL 32909
Lynnette Hendricks	215 N. Courtenay Parkway, Merritt Island, FL 32953
Ron Egoroff	4250 N. Wickham Rd., Ste. 103, Melbourne, FL 32935
Jesse "Jay" Parrish, III	125 W. New Haven Ave., Melbourne, FL 32901
Barbara Van Dam	6680 S. Hwy. A1A, Melbourne Beach, FL 32951

e.) Article VII Section 1 of the Articles of Incorporation was deleted in its entirety and the following substituted therefor:

SECTION 1. The affairs of the corporation shall be administered by the general officers of the corporation and shall consist of the President, President-Elect, Secretary, Treasurer and such other officers as may be designated in the By-Laws.

f.) Article VII Section 3 of the Articles of Incorporation was deleted in its entirety and the following substituted therefor:

SECTION 3. The names of the officers who are to serve as officers until the first election next following the filing of these Articles of Incorporation are as follows:

NAME	OFFICE(S)
Mitch Ribak	President
Lynn Whelpley	President Elect
Lynnette Hendricks	Treasurer
Ron Egoroff	Secretary
Jesse "Jay" Parrish III	Past President
Barbara Van Dam	Past President
Leah Selig	Chief Executive Officer

g.) Article VIII of the Articles of Incorporation was deleted in its entirety and the following substituted therefor:

ARTICLE VIII. SUBSCRIBERS

The names and residences of the subscribers to these restated articles are:

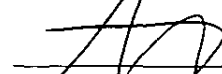
NAME	ADDRESS
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Ron Egoroff	2138 Caledonia Pl., Melbourne, FL 32940
Jesse "Jay" Parrish, III	909 Indian River Ave., Titusville, FL 32780
Barbara Van Dam	5910 Riverside Dr., Melbourne Beach, FL 32951

2. Members' approval was obtained on December 20, 2013, at which time the amendments were adopted with a sufficient number of votes cast for approval.

3. The Restated Articles of Incorporation have been duly adopted and supersede the original Articles of Incorporation and all amendments to them.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand or seal this 31st day of December, 2013.

Space Coast Realtors, Inc., by



Mitch Ribak, 2014 President