

# 719396

## ATTORNEYS' TITLE

Requestor's Name

1060 E. Jefferson St

Address

Tell

City/State/Zip

Phone #

Office Use Only

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

1. Fort Myers Beach Board of Realtors, Inc

(Corporation Name)

(Document #)

2. Mercer &

(Corporation Name)

(Document #)

3. None

(Corporation Name)

(Document #)

4. Change

(Corporation Name)

(Document #)

FILED  
98 DEC 29 AM 10:57  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

☒ Walk in

☐ Pick up time

ASAP

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

500002724635-9  
-12/29/98-01017-011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

500002724635-9  
-12/29/98-01017-011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

X00789, 00544, 00524  
00672

98 DEC 29 AM 9:32  
RECEIVED

Examiner's Initials

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

FORT MYERS ASSOCIATION OF REALTORS, INC., a Florida corp. 719352

INTO

FORT MYERS BEACH BOARD OF REALTORS, INC. which changed its name  
to

**LEE ISLAND COAST ASSOCIATION OF REALTORS, INC.,** a Florida  
corporation, 719396

File date: December 29, 1998, effective December 31, 1998

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 30, 1998

Attorney's Title  
660 E. Jefferson St.  
Tallahassee, FL

SUBJECT: FORT MYERS BEACH BOARD OF REALTORS, INC.  
Ref. Number: 719396

We have received your document for FORT MYERS BEACH BOARD OF REALTORS, INC. 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 name and title of the person signing the document must be noted beneath or opposite the signature.

The plan of merger lists completely different corporations than the Articles of Merger do. Please include the correct plan with your Articles.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 398A00060945

EFFECTIVE DATE  
12/31/98

98 DEC 29 AM 10:57  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLES OF MERGER OF TWO FLORIDA NOT-FOR-PROFIT CORPORATIONS**

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

FORT MYERS BEACH BOARD OF REALTORS®, INC.  
FORT MYERS 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 Fort Myers Beach Board of Realtors®, Inc. at a meeting of the members held on August 12, 1998. The number of votes cast in favor of the merger was sufficient for approval. The vote was 60 for and 33 against.

**b.** The Plan of Merger was adopted by the Fort Myers Association of Realtors®, Inc. at a meeting of the members held on August 12, 1998. The number of votes cast in favor of the merger was sufficient for approval. The vote was 294 for and 6 against.

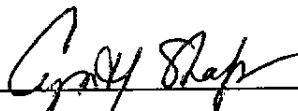
### **ARTICLE III Effective Date**

The merger shall be effective at 11:58 p.m., Thursday, December 31, 1998.

**In witness whereof**, the undersigned have executed these Articles of Merger on the dates set forth by their signatures.


FORT MYERS BEACH BOARD OF REALTORS®, INC.  
a Florida not-for-profit corporation

December 11, 1998

by   
Cynthia Shafer, President 1998

FORT MYERS ASSOCIATION OF REALTORS®, INC.  
a Florida not-for-profit corporation

December 11, 1998

by   
Elizabeth Paul, President 1998

## **PLAN OF MERGER OF REALTOR® BOARDS AND ASSOCIATIONS**

This Plan of Merger (the "Plan") is entered into this 12th day of August, 1998, among the following corporations each of which is incorporated as a not-for-profit corporation in Florida.

Bonita Springs Board of REALTORS®, Inc.  
Cape Coral Association of REALTORS®, Inc.  
Fort Myers Association of REALTORS®, Inc.  
Fort Myers Beach Board of REALTORS®, Inc.

Each of the parties to this Agreement shall be described as a "Proposed Constituent Association".

The Boards of Directors of each of the Proposed Constituent Associations have resolved that at the Effective Date, the Constituent Associations shall be merged into a single not-for-profit, tax-exempt corporation existing under the laws of the State of Florida, which shall be the Surviving Corporation. In consideration of the mutual agreements, provisions and covenants contained in this document, the parties adopt and agree to the following terms and conditions relating to the merger and the mode of carrying it into effect.

1. Merger. In accordance with the General Corporation Law of the State of Florida and the Florida Not For Profit Corporation Act, on the Effective Date, Bonita Springs Board of REALTORS®, Inc., Fort Myers Association of REALTORS®, Inc., Fort Myers Beach Board of REALTORS®, Inc., shall be merged into Cape Coral Association of REALTORS®, Inc., in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code.

2. Name of the Surviving Corporation. The surviving Corporation shall be the Cape Coral Association of REALTORS®, Inc., if it becomes a Constituent Association. If Cape Coral fails to become a Constituent Association, then the Bonita Springs Board of REALTORS®, Inc., will be the surviving corporation. The Articles of Incorporation of the surviving corporation will simultaneously be amended as of the Effective Date to change its name to the Bonita Springs, Cape Coral, Ft. Myers, Ft. Myers Beach Association of REALTORS®, Inc.

3. Method of Approval. The merger shall be approved as follows:

(a) The Plan of Merger will be submitted to the Boards of Directors of each Proposed Constituent Association prior to August 12, 1998. If approved by the Board of Directors of at least two of the Constituent Associations, the Plan of Merger will be presented for a vote of the Membership of each Association whose Directors approve the Plan, on August 12, 1998.

(b) If the Directors or Members of one or more of the Proposed Constituent Associations fail to approve the merger, then a merger in accordance with the terms and provisions of this Plan of Merger shall take place between or among the Associations approving the merger. The Proposed Constituent Associations whose Directors have approved this Plan of Merger shall be referred to as Constituent Associations.

(c) If this Plan of Merger is approved by at least two Proposed Constituent Associations, the merger shall become effective at 11:58 p.m. on December 31, 1998 (the Effective Date) as to those approving Associations.

(d) Notwithstanding approval by the Constituent Associations, the merger shall not be consummated unless, prior to filing the Articles of Merger with the Florida Secretary of State, the Florida Association of REALTORS® and the National Association of REALTORS®, both approve a single new jurisdiction which includes all of the current jurisdictions of the Constituent Associations.

4. Effects of Merger. The merger shall have the following results:

(a) On the Effective Date, the separate existence of Bonita Springs Board of REALTORS®, Inc., Fort Myers Association of REALTORS®, Inc., Fort Myers Beach Board of REALTORS®, Inc., (the "merging corporations") shall cease and shall be merged into Cape Coral Association of REALTORS®, Inc., which, as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises, and shall be subject to all of the restrictions, obligations, duties, disabilities and liabilities of the merging corporations and all property, all receivables, all causes of action, and all other things belonging to the merging corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the merging corporations and the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, in the merging corporations shall not revert to or be in any way impaired; but all rights of creditors and all liens upon any property of the merging corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the merging corporations shall attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of the merging corporations or the corresponding officers of the Surviving Corporation, may, in the name of the merging corporations, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all the merging corporations' property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

(b) For at least one year following the effective date, the central administrative office of the Bonita Springs, Cape Coral, Ft. Myers, and Ft. Myers Beach

Association of REALTORS®, Inc., will be the current office of the Ft. Myers Association of REALTORS®, Inc., at 2840 Winkler Avenue, Fort Myers, Florida 33916. Full service satellite offices will be located in the current offices of the other Constituent Associations.

(c) The fiscal year of the Bonita Springs, Cape Coral, Ft. Myers, Ft. Myers Beach Association of REALTORS®, Inc., will be the calendar year.

(d) For the calendar year 1999, the members of the Board of Directors of the Bonita Springs, Cape Coral, Ft. Myers, Ft. Myers Beach Association of REALTORS®, Inc., will be comprised of four representatives from each geographic area (Bonita Springs, Cape Coral, Fort Myers and Fort Myers Beach). The Representatives shall be the President and President-elect of each Constituent Association and two current members of the Board of Directors of each Constituent Association selected by his or her respective Board of Directors. The first meeting of the new directors of Bonita Springs, Cape Coral, Ft. Myers, Ft. Myers Beach Association of REALTORS®, Inc., shall be held no later than October 20, 1998. At that meeting, the officers of Bonita Springs, Cape Coral, Ft. Myers, Ft. Myers Beach Association of REALTORS®, Inc., shall be selected. Although the new officers and directors may not function officially until the Effective Date, they shall act as a transition team advising and coordinating the efforts of the Constituent Associations toward a smooth merger. The officers and directors shall serve for a one-year term and thereafter until successors are elected in accordance with the Bylaws of Bonita Springs, Cape Coral, Ft. Myers, Ft. Myers Beach Association of REALTORS®, Inc.

(e) The By-laws of the Bonita Springs, Cape Coral, Ft. Myers, Ft. Myers Beach Association of REALTORS®, Inc., will be adopted by its Board of Directors within 60 days following the Effective Date.

(f) The Membership of the Constituent Associations will be combined and consolidated under the Bonita Springs, Cape Coral, Ft. Myers, Ft. Myers Beach Association of REALTORS®, Inc.

(g) The Board of Directors of the Bonita Springs, Cape Coral, Ft. Myers, Ft. Myers Beach Association of REALTORS®, Inc., will hire the Executive Vice President in October 1998. The remaining staff shall be selected by the Executive Vice President. To the extent possible, the Bonita Springs, Cape Coral, Ft. Myers, Ft. Myers Beach Association of REALTORS®, Inc., will employ staff which had been employed by the Constituent Associations immediately prior to the Effective Date.

(h) The Surviving Corporation will assume all outstanding obligations of the merging corporations with respect to severance pay and other severance benefits to be paid to the Executive Officers or other employees of any of the merging corporations as of the Effective Date.



(i) The Articles of Incorporation of the Cape Coral Association of REALTORS®, Inc., will be amended to change the name of the corporation to the Bonita Springs, Cape Coral, Ft. Myers, Ft. Myers Beach Association of REALTORS®, Inc.

(j) The Board of Directors of the Bonita Springs, Cape Coral, Ft. Myers, Ft. Myers Beach Association of REALTORS®, Inc., shall establish dues and application fees for the initial year as follows:

- |    |                                    |        |
|----|------------------------------------|--------|
| 1) | Application Fees:                  |        |
|    | Designated REALTORS®               | 200.00 |
|    | REALTORS®                          | 100.00 |
|    | Affiliates                         | 100.00 |
| 2) | Dues:                              |        |
|    | Designated REALTORS® and REALTORS® | 105.00 |
|    | Primary Affiliates                 | 200.00 |
|    | Secondary Affiliates               | 25.00  |
| 3) | Supra Fee - annual                 | 80.00  |
- Other fees and dues will be established by the Board of Directors.

5. Activity Prior to the Effective Date. Unless the Constituent Associations otherwise agree in writing:

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

(b) Constituent Associations shall not:

- (1) Amend their Articles of Incorporation;
- (2) Change, combine or reclassify memberships;
- (3) Make distribution of any property;
- (4) Enter any new contracts or hire any new employees without full disclosure to the other Constituent Associations; or
- (5) Take any action which would jeopardize its federal and state tax-exempt status or that of the Surviving Corporation.

(c) 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 them.

6. Amendment of Plan. This Plan of Merger may be amended at any time prior to the Effective Date with the concurrence of the Board of Directors of all Constituent Associations.

7. Abandonment of Plan. The Board of Directors of any Constituent Association may abandon this Plan of Merger at any time prior to the Effective Date with the concurrence of the Board of Directors of all other Constituent Associations.

8. Amendment of Articles of Incorporation. Prior to or on the Effective Date, the Constituent Associations shall amend their Articles of Incorporation as necessary to facilitate the merger.

9. Filing of Articles of Merger. If this Agreement is adopted by at least two Constituent Associations and is not terminated or abandoned, Articles of Merger shall be filed in accordance with the laws of Florida.

10. Counterparts. For the convenience of the parties and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

#### SIGNATURES OF PROPOSED CONSTITUENT ASSOCIATIONS

Bonita Springs Board of REALTORS®, Inc.

William S. Hays      Carol R. Carline  
President                      Secretary

Cape Coral Association of REALTORS®, Inc.

William J. Ellis      Bernice Braden  
President                      Secretary

Fort Myers Association of REALTORS®, Inc.

Elizabeth Paul      Randall Beane  
President                      Asst Secretary

Fort Myers Beach Board of REALTORS®, Inc.

Cindy Shuf      Angela Pri-Parker  
President                      Secretary

**AMENDED  
PLAN OF MERGER OF REALTOR® BOARD AND ASSOCIATION**

This Plan of Merger (the "Plan") is entered into this 1st Day of October, 1998, between the following corporations each of which is incorporated as a not-for-profit corporation in Florida.

Fort Myers Association of REALTORS®, Inc.  
Fort Myers Beach Board of REALTORS®, Inc.

Each of the parties to this Agreement shall be described as a "Proposed Constituent Association".

The Boards of Directors of each of the Proposed Constituent Associations have resolved that at the Effective Date, the Constituent Associations shall be merged into a single not-for-profit, tax-exempt corporation existing under the laws of the State of Florida, which shall be the Surviving Corporation. In consideration of the mutual agreements, provisions and covenants contained in this document, the parties adopt and agree to the following terms and conditions relating to the merger and the mode of carrying it into effect.

1. Merger. In accordance with the General Corporation Law of the State of Florida and the Florida Not For Profit Corporation Act, on the Effective Date, Fort Myers Association of REALTORS®, Inc., shall be merged into Fort Myers Beach Board of REALTORS®, Inc., in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code.

2. Name of the Surviving Corporation. The surviving Corporation shall be the Ft. Myers Beach Board of REALTORS®, Inc. The Articles of Incorporation of the surviving corporation will simultaneously be amended as of the Effective Date to change its name to the Lee Island Coast Association of REALTORS®, Inc.

3. Method of Approval. The merger shall be approved as follows:

(a) The Plan of Merger will be submitted to the Boards of Directors of each Proposed Constituent Association on October 1, 1998.

(b) If this Plan of Merger is approved by the Boards of Directors of the two Proposed Constituent Associations, the merger shall become effective at 11:58 p.m. on December 31, 1998 (the Effective Date).

(c) Notwithstanding approval by the Constituent Associations, the merger shall not be consummated unless, prior to filing the Articles of Merger with the Florida Secretary of State, the Florida Association of REALTORS® and the National

Association of REALTORS®, both approve a single new jurisdiction which includes all of the current jurisdictions of the Constituent Associations.

4. Effects of Merger. The merger shall have the following results:

(a) On the Effective Date, the separate existence of Fort Myers Association of REALTORS®, Inc., (the "merging corporation") shall cease and shall be merged into Fort Myers Beach Board of REALTORS®, Inc., which, as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises, and shall be subject to all of the restrictions, obligations, duties, disabilities and liabilities of the merging corporations and all property, all receivables, all causes of action, and all other things belonging to the merging corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the merging corporations and the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, in the merging corporations shall not revert to or be in any way impaired; but all rights of creditors and all liens upon any property of the merging corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the merging corporations shall attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of the merging corporation or the corresponding officers of the Surviving Corporation, may, in the name of the merging corporation, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all the merging corporations' property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

(b) For at least one year following the effective date, the central administrative office of the Lee Island Coast Association of REALTORS®, Inc., will be the current office of the Ft. Myers Association of REALTORS®, Inc., at 2840 Winkler Avenue, Fort Myers, Florida 33916. A full service satellite office will be located in the current offices of the Fort Myers Beach Board of REALTORS®.

(c) The fiscal year of the Lee Island Coast Association of REALTORS®, Inc., will be the calendar year.

(d) For the calendar year 1999, the members of the Board of Directors of the Lee Island Coast Association of REALTORS®, Inc., will be comprised of six representatives from each geographic area (Fort Myers and Fort Myers Beach). The Representatives shall be the 1998 President, 1998 President-Elect, and 1998 Past-President of each Constituent Association and three members of the Board of Directors of each Constituent Association selected by each respective Board of Directors. The first meeting of the new directors of the Lee Island Coast Association of REALTORS®, Inc.,

shall be held no later than October 20, 1998. At that meeting, the officers of the Lee Island Coast Association of REALTORS®, Inc., shall be selected. Although the new officers and directors may not function officially until the Effective Date, they shall act as a transition team advising and coordinating the efforts of the Constituent Associations toward a smooth merger. The officers and directors shall serve for a one-year term and thereafter until successors are elected in accordance with the Bylaws of the Lee Island Coast Association of REALTORS®, Inc.

(e) After 1999, the Board of Directors of the Lee Island Coast Association of REALTORS® shall be composed of an equal number of directors from Fort Myers Beach and Fort Myers indefinitely.

(f) The Nominating Committee of the Lee Island Coast Association of REALTORS® will be comprised of four representatives from Fort Myers Beach and Fort Myers indefinitely.

(g) The By-laws of the Lee Island Coast Association of REALTORS®, Inc., will be adopted by its Board of Directors within 60 days following the Effective Date.

(h) The Membership of the Constituent Associations will be combined and consolidated under the Lee Island Coast Association of REALTORS®, Inc.

(i) The Board of Directors of the Lee Island Coast Association of REALTORS®, Inc., will hire the Executive Vice President in October, 1998. The remaining staff shall be selected by the Executive Vice President. To the extent possible, the Lee Island Coast Association of REALTORS®, Inc., will employ staff which had been employed by the Constituent Associations immediately prior to the Effective Date.

(j) The Surviving Corporation will assume all outstanding obligations of the merging corporations with respect to severance pay and other severance benefits to be paid to the Executive Officer or other employees of any of the merging corporations as of the Effective Date.

(k) The Articles of Incorporation of the Fort Myers Beach Board of REALTORS®, Inc., will be amended to change the name of the corporation to the Lee Island Coast Association of REALTORS®, Inc.

(l) The Board of Directors of the Lee Island Coast Association of REALTORS®, Inc., shall establish dues and application fees for the initial year as follows:

1) Application Fees:	
Designated REALTORS®	200.00
REALTORS®	100.00
Affiliates	100.00

2) Dues:

Designated REALTORS® and REALTORS®	105.00
Primary Affiliates	200.00
Secondary Affiliates	25.00

3) Supra Fee - annual 80.00

4) Other fees and dues will be established by the Board of Directors.

5. Activity Prior to the Effective Date. Unless the Constituent Associations otherwise agree in writing:

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

(b) Constituent Associations shall not:

- (1) Amend their Articles of Incorporation;
- (2) Change, combine or reclassify memberships;
- (3) Make distribution of any property;
- (4) Enter any new contracts or hire any new employees without full disclosure to the other Constituent Associations; or
- (5) Take any action which would jeopardize its federal and state tax-exempt status or that of the Surviving Corporation.

(c) 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 them.

6. Amendment of Plan. This Plan of Merger may be amended at any time prior to the Effective Date with the concurrence of the Board of Directors of both Constituent Associations.

7. Abandonment of Plan. The Board of Directors of either Constituent Association may abandon this Plan of Merger at any time prior to the Effective Date with the concurrence of the Board of Directors of the other Constituent Board/Association.

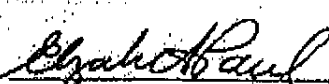
8. Amendment of Articles of Incorporation. Prior to or on the Effective Date, the Constituent Associations shall amend their Articles of Incorporation as necessary to facilitate the merger.

9. Filing of Articles of Merger. The Articles of Merger shall be filed in accordance with the laws of Florida.

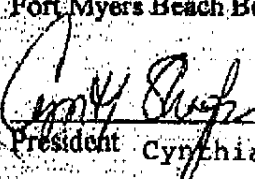
10. Counterparts. For the convenience of the parties and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

## SIGNATURES OF PROPOSED CONSTITUENT ASSOCIATIONS

Fort Myers Association of REALTORS®, Inc.

  
President Elizabeth Paul     Asst Secretary Randall E. Beaver

Fort Myers Beach Board of REALTORS®, Inc.

  
President Cynthia Shafer     Secretary Angela Price-Parker