

719396

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16 JUN 21 PM 3:27

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16 JUN 21 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

JUN 23 2016
D CONNELL

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Royal Palm Coast Realtor Association, Inc.

Signature _____

Requested by: _____

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ ☒ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Royal Palm Coast Realtor Association, 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:

Chenè Thompson

(Contact Person)

Pavese Law Firm

(Firm/Company)

1833 Hendry Street

(Address)

Fort Myers, FL 33901

(City/State and Zip Code)

For further information concerning this matter, please call:

Chenè Thompson

(Name of Contact Person)

At (²³⁹)

336-6234

(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

(Not for Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Royal Palm Coast Realtor Association, Inc.	Florida	719396

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Cape Coral Association of Realtors, Inc.	Florida	714410

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on 10/26/2015.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
1294 FOR 47 AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and
executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in
office was _____. The vote for the plan was as follows: _____ FOR _____
AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(s)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on
10/26/2015. The number of votes cast for the merger was sufficient for approval and the vote
for the plan was as follows: 489 FOR 43 AGAINST

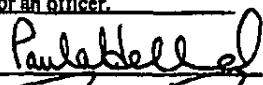
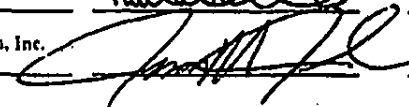
SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and
executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in
office was _____. The vote for the plan was as follows: _____ FOR _____
AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer.</u>	<u>Typed or Printed Name of Individual & Title</u>
Cape Coral Association of Realtors, Inc.		Paula Heilenbrand, Past President
Royal Palm Coast Realtor Association, Inc.		Jason Jakus, Past President

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

Name

Royal Palm Coast Realtor Association, Inc.

Jurisdiction

Florida

The name and jurisdiction of each merging corporation:

Name

Cape Coral Association of Realtors, Inc.

Jurisdiction

Florida

The terms and conditions of the merger are as follows:

See attached.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

Other provisions relating to the merger are as follows:

TERMS AND CONDITIONS OF THE MERGER

- A. The Plan of Merger has been duly approved and adopted by the Board of Directors of the Associations and was submitted to and approved by the membership of each Association.
- B. Upon the effective date of the merger, the Members of both Associations shall be Members of Royal Palm Coast REALTOR® Association, Inc., of the same classification. The conversion of membership as provided by this Agreement shall occur automatically upon the effective date without further action by the Members thereof.
- C. Composition of board of directors and selection and process will be set forth in the Bylaws.
- D. When the merger shall become effective, the separate existence of the Cape Coral Association of REALTORS®, Inc. shall cease and be merged into the surviving corporation. The surviving new corporation shall be vested with the rights, privileges, powers and franchises for each of the constituent corporations; all property, real, personal and mixed, all debts due to each of the corporations on whatever account, liabilities of or claims against the respective corporations as well as for all other things in action or belonging to each of the corporations.
- E. Liabilities or obligations not heretofore disclosed by Cape Coral Association of REALTORS®, Inc. or unknown to the parties shall be borne by Royal Palm Coast REALTOR® Association, Inc. or as otherwise provided by law.
- F. The effective date of the merger shall be the date that the Plan of Merger (and related documents) are filed in the Secretary of State's office pursuant to Section 617 of the Florida not-for-Profit Corporation Law.
- G. The principal office of the merged corporation shall be 2840 Winkler Avenue, Fort Myers, Florida 33908.