

721794

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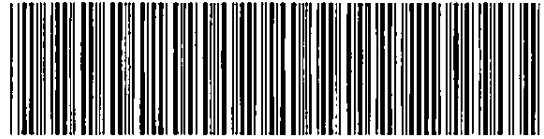
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SECRETARY OF STATE
TALLAHASSEE, FL

2025 JUL 29 AM 9:39

FILED

9/17/2025

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Broward, Palm Beaches and St. Lucie 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:

Courtney Kahn

(Contact Person)

Broward, Palm Beaches and St. Lucie Realtors, Inc.

(Firm/Company)

1 Harvard Circle, Suite 102

(Address)

West Palm Beach, FL 33409

(City/State and Zip Code)

For further information concerning this matter, please call:

Courtney Kahn

(Name of Contact Person)

At (978) 944-3153

(Area Code & Daytime Telephone Number)

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

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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)
Broward, Palm Beaches and St. Lucie Realtors, Inc.	Florida	721794

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Realtors Association of the Palm Beaches, Inc	Florida	708888

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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 _____.

The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:

_____ FOR _____ 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 July 17, 2025. The number of directors in office was 17. The vote for the plan was as follows: 12 FOR 0

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 _____.

The number of votes cast for the merger was sufficient for approval and the vote

for the plan was as follows: _____ FOR _____ 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 July 17, 2025. The number of directors in office was 17. The vote for the plan was as follows: 12 FOR 0

AGAINST

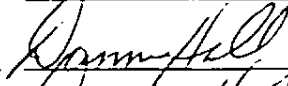
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer.

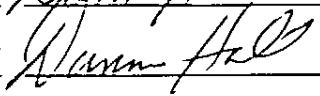
Typed or Printed Name of Individual & Title

Broward, Palm Beaches and St. Lucie Rea



Dionna Hall, CEO

Realtors Association of the Palm Beaches.



Dionna Hall, CEO

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

Broward, Palm Beaches and St. Lucie Realtors, Inc.

Jurisdiction

Florida

The name and jurisdiction of each merging corporation:

Name

Realtors Association of the Palm Beaches, Inc.

Jurisdiction

Florida

The terms and conditions of the merger are as follows:

See attached Consent and Authorization.

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

N/A.

Other provisions relating to the merger are as follows:

N/A.

CONSENT AND AUTHORIZATION OF THE BOARD OF DIRECTORS OF BROWARD,
PALM BEACHES AND ST. LUCIE REALTORS, INC. AND REALTORS ASSOCIATION
OF THE PALM BEACHES, INC. REGARDING MERGING THE FOREGOING ENTITIES

The undersigned, being the true and authorized officer and representative of the Board of Directors of Broward, Palm Beaches and St. Lucie Realtors, Inc., a Florida not-for-profit corporation ("Surviving Corporation") and of Realtors Association of the Palm Beaches, Inc., a Florida not-for-profit corporation ("Dissolving Corporation"), does hereby consent in writing, to the following consent and authorization:

Whereas, the Dissolving Corporation is a wholly owned subsidiary of Surviving Corporation:

Whereas, on May 25, 2017, Surviving Corporation (f/k/a Realtor Association of Greater Fort Lauderdale, Inc.) and Dissolving Corporation executed a plan of merger ("Plan of Merger") to merge Dissolving Corporation into Surviving Corporation. The Plan of Merger provided that, inter alia, "no further member action will be required with respect to any future corporate action involving the Surviving Subsidiary." See Section 2, Plan of Merger; and

Whereas, at a meeting of the Surviving and Dissolving Corporation's Board of Directors (collectively the "Boards") taking place on Thursday, July 17, 2025 at 3200 North Military Trail, Suite 102, Boca Raton, Florida 33431, the Boards authorized the merger of the Dissolving Corporation entity into the Surviving Corporation Entity and directed the Surviving Corporation to take any and all necessary actions it deems advisable and in the best interests of the Surviving Corporation so that the Dissolving Corporation shall cease existence;

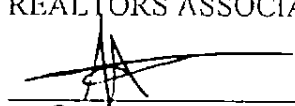
Now, therefore, the Surviving and Dissolving Corporations hereby agree as follows:

1. Approvals: That the undersigned officer of Broward, Palm Beaches and St. Lucie Realtors, Inc. and Realtors Association of the Palm Beaches, Inc. is hereby authorized and directed to execute this Consent and Authorization, with the specific intent that the merging entity (Dissolving Corporation) be merged into Surviving Corporation and subsequently cease to exist as a separate entity as soon as commercially practicable. The Plan of Merger remains materially unchanged and was already approved by members of both corporations.
2. Articles of Merger: That the undersigned hereby directs the Chief Executive Officer of Surviving Corporation to create articles of merger pursuant to, and in conformity with, the provisions of Chapter 617, *Florida Statutes*, and to cause such articles of merger to be filed with the Florida Department of State, Division of Corporations, and to do all other things necessary or convenient to effectuate the merger and ceasing of subsequent existence of Dissolving Corporation and to take such steps as may be necessary or convenient to carry these directions into effect.
3. Effective Time: The merger shall become effective at such time as the Articles of Merger are duly filed in accordance with Chapter 617, *Florida Statutes*.

In witness whereof, the undersigned, the true and authorized representative of the Corporations, hereby approves, ratifies and confirms the foregoing Consent and Authorization.

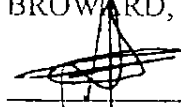
Dated: July 17, 2025

REALTORS ASSOCIATION OF THE PALM BEACHES, INC.



Jonathan Lickstein
President

BROWARD, PALM BEACHES AND ST. LUCIE REALTORS, INC.



Jonathan Lickstein
President