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**MERGER OR SHARE EXCHANGE**

**The Banner Lake Club, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	11
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8/3/2022

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**ARTICLES OF MERGER  
FOR  
NOT FOR PROFIT CORPORATIONS**

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The following Articles of Merger are submitted to merge the following Florida-Not-For Profit Corporations in accordance with Section 617.1105, Florida Statutes.

FIRST: The exact name, form/entity type and jurisdiction of the surviving corporation is as follows:

Name of Entity	Jurisdiction	Form/Entity Type
The Banner Lake Club, Inc. (Document Number: 741044)	Florida	Not-For-Profit

SECOND: The exact name, form/entity type and jurisdiction of the merging not-for-profit corporation is as follows:

Name of Entity	Jurisdiction	Form/Entity Type
Dunbar Center, Inc. (Document Number: N39761) (d/b/a Dunbar Early Learning Center)	Florida	Not-for-Profit

THIRD: The plan of merger is attached hereto as Exhibit A.

FOURTH: The merger shall become effective on August 1, 2022.

FIFTH: Adoption of Merger by Surviving Corporation:

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 June 13, 2022. The number of directors in office was fourteen (14). The vote for the plan unanimous.

SIXTH: Adoption of Merger by Merging Corporation:

There are no members entitled to vote on the plan of merger. The plan of merger was adopted unanimously by the board of directors on June 23, 2022. The number of directors in office was twelve (12). The vote for the plan was unanimous.

*[Signatures on following page]*

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DUNBAR CENTER, INC.

By: Sally Zunino  
Sally Zunino, Co-President

By: Borden Walker  
Borden Walker, Co-President

THE BANNER LAKE CLUB, INC.,

By: Alfred Miller  
Alfred Miller, President

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**EXHIBIT A**

**PLAN OF MERGER  
DUNBAR CENTER, INC.  
a Florida not for profit corporation**

**with and into  
THE BANNER LAKE CLUB, INC.  
a Florida not for profit corporation**

This Plan of Merger (this "Plan") is entered into by and among Dunbar Center, Inc. d/b/a Dunbar Early Learning Center ("Dunbar"); and The Banner Lake Club, Inc., a Florida not-for-profit corporation ("Banner Lake") on July 29, 2022. Dunbar and Banner Lake are hereinafter collectively called the "Merging Entities."

**WITNESSETH:**

**Whereas**, the Merging Entities desire to merge, following which Banner Lake shall be the surviving entity (the "Merger");

**Whereas**, Section 617.1101 of the Florida Statutes permits the merger of the Merging Entities in the manner provided in this Plan; and

**Whereas**, the Board of Directors of Dunbar and the Board of Directors of Banner Lake deem the consummation of the Merger in the manner contemplated herein advisable, and accordingly have adopted and approved this Plan and have authorized the execution hereof by appropriate corporate action. There are no members of Dunbar or Banner Lake.

**Now, Therefore**, for and in consideration of the promises and of the covenants and agreements hereinafter set forth, the parties hereto agree as follows:

1. *Merging Corporation.* The exact name, form/entity type and jurisdiction of the merging corporation is as follows:

Name of Entity	Jurisdiction	Form/Entity Type
Dunbar Center, Inc. (Document No.: N39761) (d/b/a Dunbar Early Learning Center)	Florida	Not-for-Profit

2. *Surviving Corporation.* The exact name, form/entity type and jurisdiction of the surviving corporation is as follows:

Name of Entity	Jurisdiction	Form/Entity Type
The Banner Lake Club, Inc.	Florida	Not-for-Profit

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(Document No.: 741044)

3. *Terms and Conditions.* The terms and conditions of the Merger (in addition to those set forth elsewhere in this Plan) and the mode of carrying the same into effect are as follows:

3.1 Upon August 1, 2022 and filing and approval of the Articles of Merger with the Florida Department of State (the "Effective Time"): i) Dunbar shall be merged with and into Banner Lake and Banner Lake shall be the surviving entity and shall have all the rights, privileges, immunities, and powers and shall be subject to all the duties and liabilities of a corporation under the Florida Statutes; ii) the separate existence of Dunbar shall cease; iii) Banner Lake shall thereupon and thereafter possess all the rights and privileges, immunities, and franchises, of a public as well as of a private nature, of Dunbar; and all property, real, person, and mixed, and all debts due on whatever account, including all choses in action, and all and every other interest, of or belonging to or due to Dunbar shall be taken and deemed to be transferred to and vested in Banner Lake without further act or deed; and iv) all corporate acts, plans, policies, contracts, approvals and authorizations of Dunbar and its respective partners, officers and agents, that were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as of the acts, plans, policies, contracts, approvals and authorizations of Banner Lake and shall be as effective and binding thereon as the same were with respect to Dunbar.

If at any time after the Effective Time Banner Lake shall consider or be advised that any further deeds, assignments or assurances in law or in any other things necessary, desirable or proper to vest, perfect or confirm, of record or otherwise, in Banner Lake, the title to any property or rights of Dunbar acquired or to be acquired by reason of, or as a result of, the Merger, Dunbar (or the proper officers and trustees of such) shall execute and deliver such proper deeds, assignments and assurances in law and do all things necessary, desirable or proper to vest, perfect or confirm title to such property or rights in the Surviving Entity and otherwise to carry out the purpose of this Plan.

4. *The Articles of Incorporation of Banner Lake.* The Articles of Incorporation of Banner Lake shall be the Articles of Incorporation of the Surviving corporation.

5. *Miscellaneous.*

5.1 Capitalized terms used and defined in this Plan shall have the meanings assigned to such terms.

5.2 For the convenience of the parties, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

5.3 This Plan shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

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**In Witness Whereof**, the undersigned have caused their duly authorized officers to execute this Plan on the date first entered above.

DUNBAR CENTER, INC.

By: Sally Zunino  
Sally Zunino, Co-President

By: Borden Walker  
Borden Walker, Co-President

THE BANNER LAKE CLUB, INC.,

By: Alfred Miller  
Alfred Miller, President