

741354

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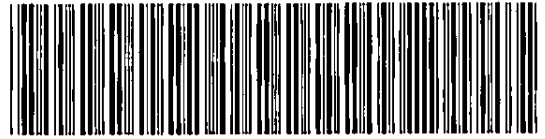
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Name:	Pensacola Retirement Village, Inc.
Document #:	
Order #:	14823307 - 1

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
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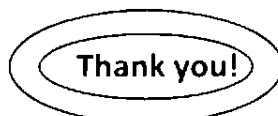
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Amount: \$ 140.00



**ARTICLES OF MERGER  
OF  
PENSACOLA RETIREMENT VILLAGE III, INC.,  
PENSACOLA RETIREMENT VILLAGE IV, INC., AND  
PENSACOLA RETIREMENT VILLAGE V, INC.  
INTO  
PENSACOLA RETIREMENT VILLAGE, INC.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FL

Pursuant to the provisions of Section 617.1105, Florida Statutes, the undersigned corporations adopt the following articles of merger ("Articles of Merger") for the purpose of merging: (i) **PENSACOLA RETIREMENT VILLAGE III, INC.**, a Florida not for profit corporation, (ii) **PENSACOLA RETIREMENT VILLAGE IV, INC.**, a Florida not for profit corporation, and (iii) **PENSACOLA RETIREMENT VILLAGE V, INC.**, a Florida not for profit corporation, into **PENSACOLA RETIREMENT VILLAGE, INC.**, a Florida not for profit corporation.

1. **PENSACOLA RETIREMENT VILLAGE, INC.**, a Florida not for profit corporation, shall be the surviving corporation (Document No. 741354).

2. **PENSACOLA RETIREMENT VILLAGE III, INC.**, a Florida not for profit corporation (Document No. N96000000110), **PENSACOLA RETIREMENT VILLAGE IV, INC.**, a Florida not for profit corporation (Document No. N03000010986), and **PENSACOLA RETIREMENT VILLAGE V, INC.**, a Florida not for profit corporation (Document No. N03000004354), shall collectively be the merging corporations (the "Merging Corporations").

3. Attached hereto as Exhibit A and incorporated herein by reference as fully as if set forth herein verbatim is a copy of the plan of merger (the "Plan of Merger") to effect the merger of the Merging Corporations into **PENSACOLA RETIREMENT VILLAGE, INC.**

4. **PENSACOLA RETIREMENT VILLAGE, INC.** has no members entitled to vote on the Plan of Merger. There are seven (7) directors in office, and the Plan of Merger was

approved and adopted unanimously by all of the directors of the board of directors of **PENSACOLA RETIREMENT VILLAGE, INC.** on February 6, 2023 in the manner prescribed by Sections 617.1103 and 617.0821, Florida Statutes.

5. **PENSACOLA RETIREMENT VILLAGE III, INC.** has no members entitled to vote on the Plan of Merger. There are seven (7) directors in office, and the Plan of Merger was approved and adopted unanimously by all of the directors of the board of directors of **PENSACOLA RETIREMENT VILLAGE III, INC.** on February 6, 2023 in the manner prescribed by Sections 617.1103 and 617.0821, Florida Statutes.

6. **PENSACOLA RETIREMENT VILLAGE IV, INC.** has no members entitled to vote on the Plan of Merger. There are seven (7) directors in office, and the Plan of Merger was approved and adopted unanimously by all of the directors of the board of directors of **PENSACOLA RETIREMENT VILLAGE IV, INC.** on February 6, 2023 in the manner prescribed by Sections 617.1103 and 617.0821, Florida Statutes.

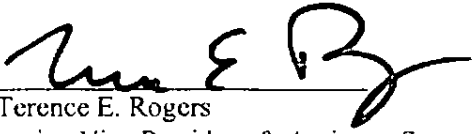
7. **PENSACOLA RETIREMENT VILLAGE V, INC.** has no members entitled to vote on the Plan of Merger. There are seven (7) directors in office, and the Plan of Merger was approved and adopted unanimously by all of the directors of the board of directors of **PENSACOLA RETIREMENT VILLAGE V, INC.** on February 6, 2023 in the manner prescribed by Sections 617.1103 and 617.0821, Florida Statutes.

8. The merger shall become effective on March 14, 2023.


*[Signature Page to Follow]*

IN WITNESS WHEREOF, each of the Merging Corporations and **PENSACOLA RETIREMENT VILLAGE, INC.** have caused these Articles of Merger to be signed in their corporate names as of the 6<sup>th</sup> day of February, 2023.

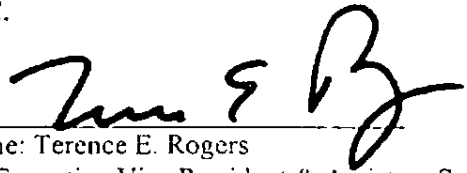
**PENSACOLA RETIREMENT VILLAGE, INC.**

By:   
Name: Terence E. Rogers  
Its: Executive Vice President & Assistant Secretary

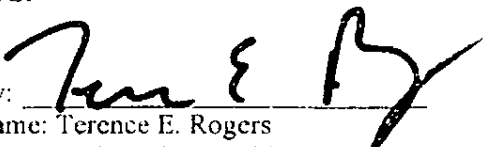
**PENSACOLA RETIREMENT VILLAGE III,  
INC.**

By:   
Name: Terence E. Rogers  
Its: Executive Vice President & Assistant Secretary

**PENSACOLA RETIREMENT VILLAGE IV,  
INC.**

By:   
Name: Terence E. Rogers  
Its: Executive Vice President & Assistant Secretary

**PENSACOLA RETIREMENT VILLAGE V,  
INC.**

By:   
Name: Terence E. Rogers  
Its: Executive Vice President & Assistant Secretary

*[Signature Page to Articles of Merger – Pensacola Retirement Village]*

**EXHIBIT A**

**Plan of Merger**

See attached.

## **AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (this "Plan of Merger") dated as of the 6<sup>th</sup> day of February, 2023, pursuant to Section 617.1101, Florida Statutes, provides for the merger of (i) Pensacola Retirement Village III, Inc., a Florida not for profit corporation, (ii) Pensacola Retirement Village IV, Inc., a Florida not for profit corporation, and (iii) Pensacola Retirement Village V, Inc., a Florida not for profit corporation (collectively, the "Merging Corporations"). into Pensacola Retirement Village, Inc., a Florida not for profit corporation ("Pensacola Retirement").

### **BACKGROUND**

**WHEREAS**, each of the Merging Corporations are a Florida not for profit corporation duly organized and existing under the laws of the State of Florida;

**WHEREAS**, Pensacola Retirement is a Florida not for profit corporation duly organized and existing under the laws of the State of Florida; and

**WHEREAS**, the board of directors of each of the Merging Corporations (the "Merging Corporation Directors") and the board of directors of Pensacola Retirement (the "Pensacola Retirement Directors") deem it advisable to merge the Merging Corporations with and into Pensacola Retirement so that Pensacola Retirement is the surviving corporation on the terms provided herein (the "Merger").

**NOW, THEREFORE**, in consideration of the mutual agreements contained herein and other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto agree as follows:

### **MERGER PROVISIONS**

In accordance with the provisions of this Plan of Merger and the Florida Not For Profit Corporation Act, at the Effective Time (as defined below), the Merging Corporations shall be merged into Pensacola Retirement and the separate corporate existence of each Merging Corporation shall cease and Pensacola Retirement, as the surviving corporation, shall continue its corporate existence as a Florida not for profit corporation pursuant to the laws of the State of Florida. The terms and conditions of the Merger are as follows:

1. The Merger shall become effective as of the date specified in the Articles of Merger filed with the Secretary of State of Florida (the "Effective Time").

2. Pensacola Retirement, as the surviving corporation, shall possess and retain every interest in all assets and property of every description of the Merging Corporations. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of the Merging Corporations shall be vested in Pensacola Retirement, as the surviving corporation, without further act or deed, subject, however, to the limitations on the powers of the Merging Corporations imposed by their Articles of Incorporation and Florida law. The title to and any interest in all real and personal property vested in Pensacola Retirement shall not revert or in any way be impaired by reason of the Merger.

3. All obligations belonging to or due to the Merging Corporations shall be vested in Pensacola Retirement, as the surviving corporation, without further act or deed, and Pensacola Retirement shall be liable for all obligations of the Merging Corporations existing as of the Effective Time.

4. The Articles of Incorporation of Pensacola Retirement in effect immediately prior to the Effective Time are hereby amended pursuant to the Articles of Amendment to Articles of Incorporation of Pensacola Retirement Village, Inc. attached hereto as Attachment 1 (the "Articles of Amendment"). which such Articles of Amendment decrease the number of directors on the board of directors.

5. The Bylaws of Pensacola Retirement in effect immediately prior to the Effective Time shall continue to be the Bylaws of Pensacola Retirement following the Effective Time.

6. At the Effective Time, by virtue of the Merger and without any action on the part of any holder of any membership of the Merging Corporations, each membership of the Merging Corporations immediately prior to the Effective Time shall be converted into and become a membership of Pensacola Retirement immediately following the Effective Time. Each membership of Pensacola Retirement in effect and outstanding immediately prior to the Effective Time shall remain in effect and outstanding immediately following the Effective Time and be unaffected by the Merger.

7. At any time prior to the Effective Time, this Plan of Merger may be terminated and the Merger abandoned for any reason whatsoever by the Merging Corporation Directors or the Pensacola Retirement Directors. The procedure for abandoning the Plan of Merger shall be the adoption of a resolution to abandon the merger by the Merging Corporation Directors or the Pensacola Retirement Directors followed by written notice to an officer of the other corporation parties to the Merger.

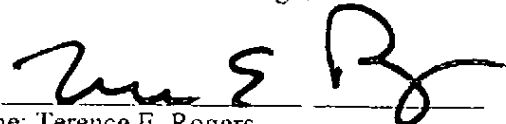
*[Signature Page to Follow]*



### CERTIFICATIONS

Pensacola Retirement Village, Inc. hereby certifies that its Board of Directors adopted and approved the foregoing Plan of Merger on the 6<sup>th</sup> of February, 2023.

Pensacola Retirement Village, Inc.

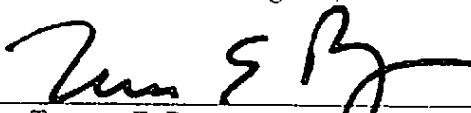
By: 

Name: Terence E. Rogers

Title: Executive Vice President/Assistant Secretary

Pensacola Retirement Village III, Inc. does hereby certify that its Board of Directors adopted and approved the foregoing Plan of Merger on the 6<sup>th</sup> of February, 2023.

Pensacola Retirement Village III, Inc.

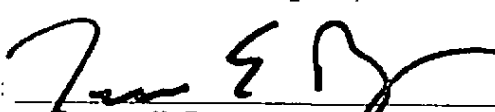
By: 

Name: Terence E. Rogers

Title: Executive Vice President/Assistant Secretary

Pensacola Retirement Village IV, Inc. does hereby certify that its Board of Directors adopted and approved the foregoing Plan of Merger on the 6<sup>th</sup> of February, 2023.

Pensacola Retirement Village IV, Inc.

By: 

Name: Terence E. Rogers

Title: Executive Vice President/Assistant Secretary

Pensacola Retirement Village V, Inc. does hereby certify that its Board of Directors adopted and approved the foregoing Plan of Merger on the 6<sup>th</sup> of February, 2023.

Pensacola Retirement Village V, Inc.

By: 

Name: Terence E. Rogers

Title: Executive Vice President/Assistant Secretary

[Signature Page to Plan of Merger – Pensacola Retirement]

**ATTACHMENT 1**

**Articles of Amendment to Articles of Incorporation of Pensacola Retirement Village, Inc.**

See attached.

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PENSACOLA RETIREMENT VILLAGE, INC.  
*a Florida not-for-profit corporation***

Pursuant to the provisions of Section 617.1006, Florida Statutes, **PENSACOLA RETIREMENT VILLAGE, INC.**, a Florida not-for-profit corporation (the "Corporation"), adopts the following amendment (the "Amendment") to its Article of Incorporation:

1. The name of the Corporation is **PENSACOLA RETIREMENT VILLAGE, INC.**
2. The Articles of Incorporation were filed on January 13, 1978 with the State of Florida and assigned document number 741354, as most recently amended on December 19, 2014.
3. Article V of the Articles of Incorporation of the Corporation is hereby amended by deleting it in its entirety and replacing it with the following:

**"ARTICLE V  
DIRECTORS AND OFFICERS**

The Board of Directors of the Corporation shall consist of not less than three (3) nor more than five (5) directors appointed in the manner specified in the Bylaws of the Corporation as may be amended from time to time (the "Bylaws"), with no fewer than three (3) of such directors being voting directors. The Board of Directors shall hereafter be elected by the Member of the Corporation. In case of any vacancy on the Board of Directors, the Member of the Corporation may at any meeting elect a successor to fill the unexpired term. The officers of the Corporation shall be elected by the Board of Directors in the manner set out in the Bylaws and shall serve until their successors are elected and have qualified."

4. Except as set forth hereinabove, all other provisions of the Articles of Incorporation shall remain unchanged and in full force and effect.

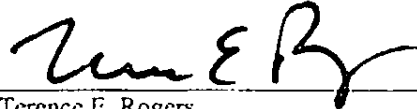
5. The Corporation has no members entitled to vote on this Amendment. This Amendment was adopted on February 6, 2023 by the board of directors of the Corporation, and the number of votes cast for the Amendment was sufficient for approval.

6. This Amendment shall become effective on March 14, 2023.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned, being an authorized officer of the Corporation, has caused these Articles of Amendment to Articles of Incorporation to be executed on behalf of the Corporation this 6<sup>th</sup> day of February \_\_, 2023.

PENSACOLA RETIREMENT VILLAGE, INC.

By:   
Name: Terence E. Rogers  
Its: Executive Vice President & Assistant Secretary