

746856

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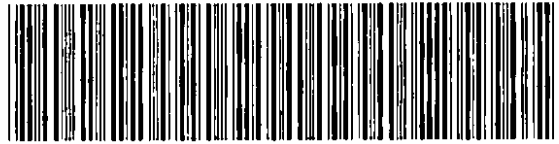
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

04/29/22

PC

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Hernando Builders Association, Incorporated
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Benjamin B. Bush
(Contact Person)

Ausley & McMullen, P.A.
(Firm/Company)

123 S. Calhoun Street
(Address)

Tallahassee, FL 32301
(City/State and Zip Code)

For further information concerning this matter, please call:

Benjamin B. Bush At (850) 425-5454
(Name of Contact Person) (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)
Hernando Builders Association, Incorporated	Florida	746856

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
West Central Florida Builders Association, Inc.	Florida	N20000012430

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)

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2022 APR 28 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 February 28, 2022. The number of directors in office was 6. The vote for the plan was as follows: 6 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

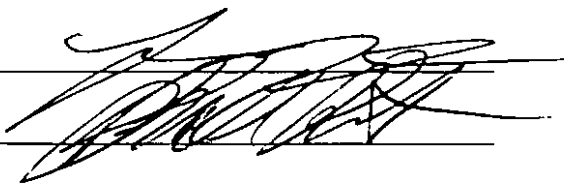
SECTION II

(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 March 2, 2022. The number of directors in office was 6. The vote for the plan was as follows: 6 FOR 0 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>
Hernando Builders Association, Incorporated	Joseph N. Pastore, President	
West Central Florida Builders Association, Inc.	Joe Pastore, 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

Jurisdiction

Hernando Builders Association, Incorporated

Florida

The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

West Central Florida Builders Association, Inc.

Florida

The terms and conditions of the merger are as follows:

Hernando Builders Association, Incorporation shall be the surviving entity and all assets and liabilities of West Central Florida Builders Association, Inc., shall vest in Hernando Builders Association, Incorporated.

The merger is conditioned on Hernando Builders Association, Incorporated entering into an Agreement with the Florida Home Builders Association as to certain concessions relating to dues and certain oversight and strategic assistance.

The merger is conditioned on no less than two (2) members of West Central Florida Builders Association, Inc. being on the Board of Directors for Hernando Builders Association, Incorporated for a period of not less than five (5) years following the date of the merger.

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

NONE

Other provisions relating to the merger are as follows:

NONE