

748176

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Division of Corporations
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MERGER OR SHARE EXCHANGE
THE GREATER TAMPA ASSOCIATION OF REALTORS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
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OCT 15 2018

S. YOUNG

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**ARTICLES OF MERGER
OF
EAST PASCO ASSOCIATION OF REALTORS, INC.
WITH AND INTO
THE GREATER TAMPA ASSOCIATION OF REALTORS, INC.**

Pursuant to Sections 617.1105 of the Florida Not For Profit Corporation Act, **EAST PASCO ASSOCIATION OF REALTORS, INC.**, a Florida not-for-profit corporation (the "Merging Corporation"), and **THE GREATER TAMPA ASSOCIATION OF REALTORS, INC.**, a Florida not-for-profit corporation (the "Surviving Corporation"), hereby adopt the following Articles of Merger:

ARTICLE I

The name, type of entity, jurisdiction of the governing law and Florida document number of the Surviving Corporation is as follows:

Name

Jurisdiction of the Constituent Business Entity's
Governing Law and Document Number

THE GREATER TAMPA
ASSOCIATION OF REALTORS, INC.

Florida Not for Profit Corporation (748176)

ARTICLE II

The name, type of entity, jurisdiction of the governing law and Florida document number of the Merging Corporation is as follows:

Name

Jurisdiction of the Constituent Business Entity's
Governing Law and Document Number

EAST PASCO ASSOCIATION OF
REALTORS, INC.

Florida Not for Profit Corporation (737179)

ARTICLE III

The Plan of Merger pursuant to which the Merging Corporation shall merge with and into the Surviving Corporation (the "Plan of Merger") is attached hereto as Exhibit A and is incorporated herein and made a part hereof by reference.

ARTICLE IV

The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

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ARTICLE V

The Plan of Merger was adopted and approved (i) by the Board of Directors and Members of the Surviving Corporation in accordance with Chapter 617, Florida Statutes (the governing law of the Surviving Corporation), by vote of the Directors on August 20, 2018 and the Members of the Surviving Corporation eligible to vote at a meeting called for that purpose on the 24th day of September, 2018, after the required notice was given, at which a sufficient quorum existed, and for which the number of votes cast for the merger was sufficient for approval, and (ii) in accordance with the terms of the governing documents of the Surviving Corporation.

ARTICLE VI

The Plan of Merger was adopted and approved (i) by the Board of Directors and Members of the Merging Corporation in accordance with Chapter 617, Florida Statutes (the governing law of the Merging Corporation), by vote of the Directors on July 31, 2018 and Members of the Merging Corporation eligible to vote at a meeting called for that purpose on the 24th day of September, 2018, after the required notice was given, at which a sufficient quorum existed, and for which the number of votes cast for the merger was sufficient for approval, and (ii) in accordance with the terms of the governing documents of the Merging Corporation.

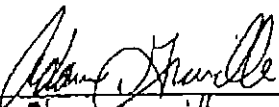
[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, the Board of Directors of the Merging Corporation and the Surviving Corporation have each caused these Articles of Merger to be executed by their respective authorized officers this 10 day of October, 2018.

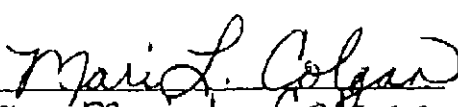
MERGING CORPORATION:

EAST PASCO ASSOCIATION OF
REALTORS, INC.

By: 
Name: Adam Granville
Title: President

SURVIVING CORPORATION:

THE GREATER TAMPA ASSOCIATION OF
REALTORS, INC.

By: 
Name: Mari L. Colgan
Title: 2018 President

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EXHIBIT A**PLAN OF MERGER**
OF
EAST PASCO ASSOCIATION OF REALTORS, INC.
MERGING WITH AND INTO
THE GREATER TAMPA ASSOCIATION OF REALTORS, INC.

THIS PLAN OF MERGER is submitted in compliance with Section 617.1101 et. seq. Florida Statutes and has been approved and adopted by **EAST PASCO ASSOCIATION OF REALTORS, INC.**, (the "Merging Corporation") and **THE GREATER TAMPA ASSOCIATION OF REALTORS, INC.** (the "Surviving Corporation"):

1. **Name and Jurisdiction of Surviving Corporation.** The name of the Surviving Corporation is **THE GREATER TAMPA ASSOCIATION OF REALTORS, INC.**, a Florida not-for-profit corporation.
2. **Name and Jurisdiction of Merging Corporation.** The name of the Merging Corporation is **EAST PASCO ASSOCIATION OF REALTORS, INC.**, a Florida not-for-profit corporation.
3. **Terms and Conditions of the Merger.** The terms and conditions of the Merger are as follows:
 - a. From and after the Effective Date (as such term is defined below), the Surviving Corporation shall continue the corporate existence of the Merging Corporation under the laws of the State of Florida, and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any party to the Merger shall not revert or be in any way impaired by reason of such Merger; and the Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against any party to the Merger may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of any party to the Merger shall be impaired by the Merger.

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- b. The Articles of Incorporation of the Surviving Corporation are amended as of the Effective Date as follows:

ARTICLE II- PURPOSE AND OBJECTIVES is hereby deleted in its entirety and replaced with the following:

"ARTICLE II- PURPOSE AND OBJECTIVES

The objectives of the Board are:

- 1) To unite those engaged in the recognized branches of the real estate profession in the Jurisdiction (as defined below), subject to jurisdictional limitations set forth by the National Association of REALTORS® for the purpose of exerting a beneficial influence upon the profession and related interests.
- 2) To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of the National Association of REALTORS®,
- 3) To provide a unified medium for real estate owners and those engaged in the real estate profession whereby their interests may be safeguarded and advanced.
- 4) To further the interests of home and other real property ownership.
- 5) To unite those engaged in the real estate profession in this community with the FLORIDA REALTORS® and the National Association of REALTORS®, thereby furthering their own objectives throughout the state and nation, and obtaining the benefits and privileges of membership therein.
- 6) To designate, for the benefit of the public, those individuals within its Jurisdiction authorized to use the terms REALTOR, REALTORS and REALTOR-ASSOCIATE as license, prescribed, and controlled by the National Association of REALTORS®,

For purposes of these Articles of Incorporation, "Jurisdiction" shall mean all of Hillsborough County, Florida and the geographic territory within Pasco County, Florida consisting of the following:

NORTHERN BOUNDARY: Pasco-Hernando County Line; SOUTHERN BOUNDARY: Pasco- Hillsborough County Line; EASTERN BOUNDARY: Pasco-Polk County line; WESTERN BOUNDARY: Interstate 75.

Includes the communities of Zephyrhills, Dade City, San Antonio, St. Leo and Wesley Chapel."

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- c. The Articles of Incorporation of the Surviving Corporation, as amended as of the Effective Date will be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law.
- d. The Bylaws of the Surviving Corporation, as amended effective as of the Effective Date, will be the Bylaws of the Surviving Corporation until thereafter amended as provided by law.
- e. The members of the Merging Corporation will become members of the Surviving Corporation as of the Effective Date of the same classification as immediately prior to the merger and their rights will be specified in the bylaws of the Surviving Corporation.
- f. The effective date of the Merger (the "Effective Date") will be the date upon which the Articles of Merger are filed with the Florida Department of State or such later date as may be agreed upon by the parties to the Merger and expressly set forth in the Articles of Merger.