

751765

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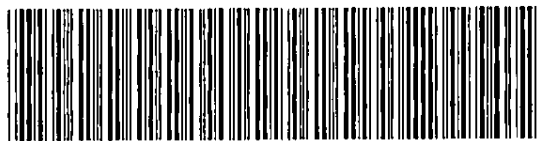
(Business Entity Name)

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effective date 3-17-23

merger

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2023 MAR 15 AM 8:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2023 MAR 13 PM 12:32

CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 14, 2023

CT CORP

TALLAHASSEE, FL 32312

SUBJECT: WHITE SANDS MANOR, INC.
Ref. Number: 751765

CORRECTED
Please Allow For
Same File Date

We have received your document for WHITE SANDS MANOR, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

As a condition of a merger, pursuant to s.605.0212(8) and/or s.607.1622 (8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
OPS

Letter Number: 823A00005862

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DIVISION OF CORPORATIONS
FLORIDA

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 03/13/2023

Acc#I20160000072

en: c SW

Name:	WHITE SANDS MANOR II, INC.
Document #:	
Order #:	14823307 - 7

Certified Copy of Arts & Amend:	<input type="checkbox"/>			
Plain Copy:	<input type="checkbox"/>			
Certificate of Good Standing:	<input type="checkbox"/>			
Certified Copy of	<input type="checkbox"/>			
Apostille/Notarial Certification:	<input type="checkbox"/>		Country of Destination:	
			Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

Email Address for Annual Report Notifications:

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Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 78.75

Thank you!

ARTICLES OF MERGER
OF
WHITE SANDS MANOR II, INC.
INTO
WHITE SANDS MANOR, INC.

FILED
2023 MAR 15 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 **WHITE SANDS MANOR II, INC.**, a Florida not for profit corporation, into **WHITE SANDS MANOR, INC.**, a Florida not for profit corporation.

1. **WHITE SANDS MANOR, INC.**, a Florida not for profit corporation, shall be the surviving corporation (Document No. 751765).

2. **WHITE SANDS MANOR II, INC.**, a Florida not for profit corporation, shall be the merging corporation (Document No. N00000006543).

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 **WHITE SANDS MANOR II, INC.** into **WHITE SANDS MANOR, INC.**

4. **WHITE SANDS MANOR, 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 **WHITE SANDS MANOR, INC.** on February 6, 2023 in the manner prescribed by Sections 617.1103 and 617.0821, Florida Statutes.

5. **WHITE SANDS MANOR II, 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 **WHITE SANDS**

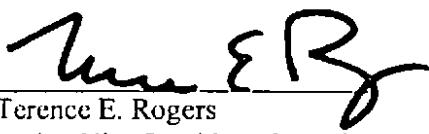
MANOR II, INC. on February 6, 2023 in the manner prescribed by Sections 617.1103 and 617.0821, Florida Statutes.

6. The merger shall become effective on March 17, 2023.

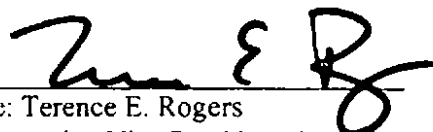
[Signature Page to Follow]

IN WITNESS WHEREOF, **WHITE SANDS MANOR II, INC.** and **WHITE SANDS MANOR, INC.** have caused these Articles of Merger to be signed in their corporate names as of the 6th day of February, 2023.

WHITE SANDS MANOR II, INC.

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

WHITE SANDS MANOR, INC.

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

[Signature Page to Articles of Merger – White Sands]

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 6th day of February, 2023, pursuant to Section 617.1101, Florida Statutes, provides for the merger of White Sands Manor II, Inc., a Florida not for profit corporation ("White Sands II"), into White Sands Manor, Inc., a Florida not for profit corporation ("White Sands").

BACKGROUND

WHEREAS, White Sands II is a Florida not for profit corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, White Sands 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 White Sands II (the "White Sands II Directors") and the board of directors of White Sands (the "White Sands Directors") deem it advisable to merge White Sands II with and into White Sands so that White Sands 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), White Sands II shall be merged into White Sands and the separate corporate existence of White Sands II shall cease and White Sands, 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. White Sands, as the surviving corporation, shall possess and retain every interest in all assets and property of every description of White Sands II. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of White Sands II shall be vested in White Sands, as the surviving corporation, without further act or deed, subject, however, to the limitations on the powers of White Sands II imposed by its Articles of Incorporation and Florida law. The title to and any interest in all real and personal property vested in White Sands shall not revert or in any way be impaired by reason of the Merger.

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

4. The Articles of Incorporation of White Sands in effect immediately prior to the Effective Time are hereby amended pursuant to the Articles of Amendment to Articles of Incorporation of White Sands Manor, 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 White Sands in effect immediately prior to the Effective Time shall continue to be the Bylaws of White Sands 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 White Sands II, each membership of White Sands II immediately prior to the Effective Time shall be converted into and become a membership of White Sands immediately following the Effective Time. Each membership of White Sands 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 White Sands Directors or the White Sands II Directors. The procedure for abandoning the Plan of Merger shall be the adoption of a resolution to abandon the merger by the White Sands Directors or the White Sands II Directors followed by written notice to an officer of the other corporation party to the Merger.

[Signature Page to Follow]

CERTIFICATIONS

White Sands Manor II, Inc. hereby certifies that its Board of Directors adopted and approved the foregoing Plan of Merger on the 6th of February, 2023.

White Sands Manor II, Inc.

By: 

Name: Terence E. Rogers

Title: Executive Vice President/Assistant Secretary

White Sands Manor, Inc. does hereby certify that its Board of Directors adopted and approved the foregoing Plan of Merger on the 6th of February, 2023.

White Sands Manor, Inc.

By: 

Name: Terence E. Rogers

Title: Executive Vice President/Assistant Secretary

[Signature Page to Plan of Merger – White Sands]

ATTACHMENT 1

Articles of Amendment to Articles of Incorporation of White Sands Manor, Inc.

See attached.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WHITE SANDS MANOR, INC.
*a Florida not-for-profit corporation***

Pursuant to the provisions of Section 617.1006, Florida Statutes, **WHITE SANDS MANOR, 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 **WHITE SANDS MANOR, INC.**
2. The Articles of Incorporation were filed on March 28, 1980 with the State of Florida and assigned document number 751765, 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 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.

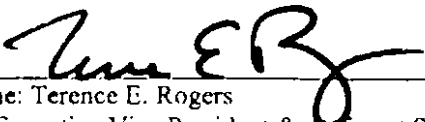
5. The Corporation has no members entitled to vote on this Amendment. This Amendment was adopted on February 6, 2023 by the board of directors of the Corporation, and the number of votes cast for the Amendment was sufficient for approval.

6. This Amendment shall become effective on March 17, 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 6th day of February, 2023.

WHITE SANDS MANOR, INC.

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