

764171

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(Address)

(Address)

(City/State/Zip/Phone #)

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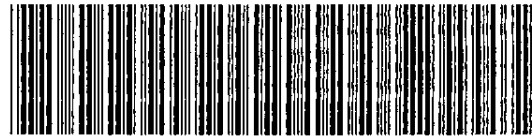
(Business Entity Name)

(Document Number)

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Merger

03/15/11

DL

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Quail Roost of Naples Condominium Association, Inc.  
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Janet Merk  
(Contact Person)

Parkline Management, LLC  
(Firm/Company)

999 Vanderbilt Beach Rd, Ste 200  
(Address)

Naples, FL 34108  
(City/State and Zip Code)

For further information concerning this matter, please call:

Benjamin Cottrell At ( 239 ) 449-4881  
(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)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

# **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)
Quail Roost of Naples Condominium Association, Inc.	Collier - Florida	764171

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Quail Roost Recreation Association, Inc.	Collier-Florida	N09939
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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**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** 01 / 01 / 2011 (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).

*(Attach additional sheets if necessary)*

**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 1/1/2011. The number of directors in office was 5. The vote for the plan was as follows: 5 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

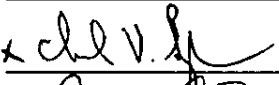



**SECTION II**

(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 1/1/2011. The number of directors in office was 5. The vote for the plan was as follows: 5 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 &amp; Title</u>
<u>Quail Roost of Naples Condominium Association, Inc.</u>	<u></u>	<u>Charles Gaglino- President / Director</u>
<u>Quail Roost of Naples Condominium Association, Inc.</u>	<u></u>	<u>Carol Ralston- Secretary / Director</u>
<u>Quail Roost Recreation Association, Inc.</u>	<u></u>	<u>Charles Gaglino- President / Director</u>
<u>Quail Roost Recreation Association, Inc.</u>	<u></u>	<u>Carol Ralston- Secretary / Director</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

## 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

Quail Roost of Naples Condominium Association, Inc.

Collier County - Florida

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

Name

Jurisdiction

Quail Roost Recreation Association, Inc.

Collier County - Florida

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

The terms and conditions of the merger are as follows: *In Accordance to the governing Docs which state*

6.4 Quail Roost Recreation Association, Inc. All unit owners are also members of the Quail Roost Recreation Association, Inc., which was created by the Developer to operate and maintain the Recreational Facilities in accordance with the Recreational Facilities Agreement, attached to the original Declaration of Condominium for Quail Roost, Unit I, as Exhibit DC-19 and attached to the original Declaration of Condominium for Quail Roost, Unit II, as Exhibit M, both of which Exhibits are incorporated herein by reference. It is contemplated that pursuant to corporate merger, the Quail Roost Recreation Association, Inc., shall merge into Quail Roost of Naples Condominium Association, Inc., and the Quail Roost of Naples Condominium Association, Inc., shall thereafter become the surviving corporation vested with all the rights, authority and obligations of the merged corporation. In furtherance of this merger, upon adoption of this amended, restated and combined Declaration of Condominium the Board of Directors shall be authorized to effect such merger without further approval of the members.

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: