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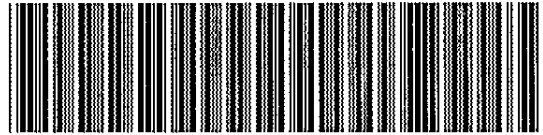
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# **SACHS SAX KLEIN**

ATTORNEYS AT LAW

SUITE 4150  
301 YAMATO ROAD  
BOCA RATON, FLORIDA 33431

TELEPHONE (561) 994-4499  
DIRECT LINE (561) 237-6827  
FACSIMILE (561) 994-4985

MAILING ADDRESS  
POST OFFICE BOX 810037  
BOCA RATON, FLORIDA 33481-0037

LARRY Z. GLICKMAN, ESQ.  
e-mail: lzg@sachs-sax-klein.com

June 16, 2003

Karen Gibson, Corporate Specialist  
The Secretary of State  
Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**Re: Articles of Merger of Bocaire Homeowners Association, Inc.  
("Association") and Bocaire Country Club, Inc. ("Club")  
Our File No.: 3796-02 or 2716.04**

Dear Sir or Madam:

Enclosed for filing please find the original Articles of Merger between Bocaire Homeowners Association, Inc. and Bocaire Country Club, Inc., together with this firm's check made payable to the Secretary of State in the amount of \$78.75.

**Please note the change of name of BOCAIRE HOMEOWNERS ASSOCIATION, INC. (filed July 25, 1983, Document No. 769531) to BOCAIRE COUNTRY CLUB, INC. which is reflected in Paragraph 2 of the Articles of Merger and in Paragraph 1 of the Amendments to the Articles of Incorporation. This should not be confused with the corporation, Bocaire Country Club, Inc. (filed May 26, 1983, Document No. 768649) which has been merged by these Articles of Merger. Please also note information respecting Registered Agent of the Surviving Corporation in Paragraph 3 b. of the Plan of Merger.**

Please return a certified copy of the recorded document to me in the self-addressed stamped envelope enclosed for your convenience.

Thank you for your attention to this matter.

Yours truly yours,

SACHS, SAX & KLEIN, P.A.

Larry Z. Glickman

LZG:cs  
Enclosures

cc: Bocaire Homeowners Association, Inc. (w/o enclosure)  
Bocaire Country Club, Inc. (w/o enclosure)

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KPS  
AMEND

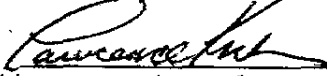
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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
(Pursuant to Section 617.1105, Fla. Stat.)

1. The undersigned corporation, **BOCAIRE HOMEOWNERS ASSOCIATION, INC.**, a not-for-profit corporation duly organized, valid and in good standing under the laws of the State of Florida, together with **BOCAIRE COUNTRY CLUB, INC.**, a not-for-profit corporation duly organized, valid and in good standing under the laws of the State of Florida (hereinafter collectively referred to as the "Constituent Corporations") have adopted a Plan of Merger.
2. The Surviving Corporation under the Plan of Merger is **BOCAIRE HOMEOWNERS ASSOCIATION, INC.**, a not-for-profit corporation, which has, pursuant to an Amendment to the Articles of Incorporation of the Surviving Corporation appended as Exhibit "B" thereto ("Amendment"), changed its name to Bocaire Country Club, Inc.
3. Pursuant to Section 617.1101, Fla. Stat., attached hereto and made a part hereof is the Plan of Merger with the Amendment appended as Exhibit "B" thereto.
4. The Plan of Merger and Amendment were adopted by the Board of Directors of **BOCAIRE HOMEOWNERS ASSOCIATION, INC.** at a meeting held on April 10, 2003, pursuant to Section 617.1103, and Chapter 720., Fla. Stat., and were adopted by the Members of **BOCAIRE HOMEOWNERS ASSOCIATION, INC.** at a meeting held on May 30, 2003, by a sufficient number of votes cast for approval pursuant to the governing documents of said corporation.
5. The Plan of Merger was adopted by the Board of Governors of **BOCAIRE COUNTRY CLUB, INC.** at a meeting held on April 15, 2003, pursuant to Section 617.1103, Fla. Stat., and was adopted by the Members of **BOCAIRE COUNTRY CLUB, INC.** at a meeting held on May 30, 2003, by a sufficient number of votes cast for approval pursuant to the governing documents of said corporation.
6. The Effective Date of the merger of the Constituent Corporations shall be May 30, 2003.

Dated this 30 day of May, 2003.

**BOCAIRE COUNTRY CLUB, INC. f/n/a**  
**BOCAIRE HOMEOWNERS ASSOCIATION, INC.**

By:   
Print Name: LAWRENCE KUHN  
Title: President

## **EXHIBIT "A"**

### **PLAN OF MERGER**

**THIS PLAN OF MERGER** dated May ~~30~~, 2003 ("Plan of Merger"), is made between **BOCAIRE HOMEOWNERS ASSOCIATION, INC.** ("Association") and **BOCAIRE COUNTRY CLUB, INC.** ("Club"), such corporations being hereinafter collectively referred to as the "Constituent Corporations:"

**WHEREAS**, Association is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida, having been incorporated on July 25, 1983, as a not-for-profit corporation pursuant to Chapter 617, Fla. Stat., the members of which are entitled to vote on this Plan of Merger; and

**WHEREAS**, Club is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida, having been incorporated on ~~May 26, 1983~~ as a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, the members of which are entitled to vote on this Plan of Merger; and

**WHEREAS**, the Board of Directors of Association and the Board of Governors of Club deem it advisable and in the best interests of said corporations that Club be merged with and into Association as authorized by Section 617.1101 (1), Fla. Stat. pursuant to the terms hereinafter set forth; and

**WHEREAS**, on April 10, 2003, the Board of Directors of Association have adopted a Resolution approving this Plan of Merger; and

**WHEREAS**, on April 15, 2003, greater than two-thirds of the Board of Governors of Club have adopted a Resolution approving this Plan of Merger;

**NOW THEREFORE**, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of this Plan of Merger and the mode of carrying this merger into effect, and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed, subject to the requisite approvals of the Members of each of the corporations and other conditions as hereinafter set forth, as follows:

1. The above recitations are true and correct and are incorporated herein as if fully set forth below.

2. The Effective Date of the merger of the Constituent Corporations shall be the later of: (a) May 30, 2003; and (b) the date of adjournment of the meeting scheduled for said date ("Effective Date"), as provided in the Articles of Merger attached hereto as Exhibit "A" and made a part hereof ("Articles of Merger").

3. On the Effective Date:

a. Club shall be merged with and into Association. Association shall be and is hereby designated as the "Surviving Corporation;" however, Surviving Corporation shall assume the name of Bocaire Country Club, Inc.

b. The Registered Agent of the Surviving Corporation shall be Peter Sachs, Esq., Sachs, Sax & Klein, P.A., Suite 4150, 301 Yamato Road, Boca Raton, Florida 33431.

c. The Surviving Corporation shall continue to be a Florida not-for-profit corporation pursuant to Section 617.0302 (16), Fla. Stat.

d. The Surviving Corporation shall continue to be defined as a "Homeowners' Association" pursuant to Section 720.301 (7), Fla. Stat.

e. The legal existence of the entity formerly known as the Bocaire Country Club, Inc. shall be extinguished.

f. Immediately prior to the Effective Date, a member of the Club may or may not be a member of the Association. At the Effective Date, all members of the Club who are members of Association shall remain members of the Surviving Corporation, with rights, privileges and responsibilities consistent with the status of each Member as further described in the Declaration of Covenants and Restrictions for Bocaire ("Declaration"), Articles and By-laws of the Surviving Corporation.

g. The Articles of Incorporation of the Surviving Corporation shall continue to be the Articles of Incorporation of Association, as amended by those certain Amendments to the Articles of Incorporation attached hereto as Exhibit "B" and made a part hereof ("Amendments to Articles").

h. The Bylaws of the Club shall be adapted as the Bylaws of the Surviving Corporation, as amended by those certain Amended and Restated Bylaws attached hereto as Exhibit "C" and made a part hereof ("Amended and Restated Bylaws").

i. The Declaration shall be amended as provided for in Exhibit "D" ("Declaration Amendment").

j. The Declaration Amendment defines the "Recreational Facilities" to be all pre-merger Club amenities, including the golf course and related facilities, tennis courts, fitness center and Clubhouse. The Declaration Amendment defines the "Clubhouse" to be the existing Clubhouse, excluding the fitness facilities. Assessments for use of the Recreational Facilities, consistent with the status and level of services provided to each member, shall be billed by the Association directly to each member, pursuant to the Declaration Amendment and the Amended and Restated Bylaws.

k. The Surviving Corporation shall post-merger: (i) possess all of the rights,

privileges, powers and franchises, (ii) be subject to all the restrictions, disabilities and duties, (iii) own and control all property, real, personal and mixed, (iv) be responsible for any and all debts due on whatever account, and (v) retain rights in any and all claims or actions, arising from, related to, assumed, assigned, owned or controlled by each Constituent Corporation as provided in Section 617.1106, Fla. Stat.

l. All corporate acts, plans, policies, contracts, approvals and authorizations of Club operated or approved by its Members, Board of Governors and authorized committees elected or appointed by said Board of Governors, officers and agents, that are valid and effective prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to Club.

m. The assets, liabilities, reserves and accounts of each Constituent Corporation shall be recorded on the books of the Surviving Corporation in conformity with the pre-merger rights and obligations of the members of the Constituent Corporations. By way of example:

- i) Pre-merger Loans to the Club by members of the Club shall be repaid only from the budget prepared under Section 6.6 of the Declaration Amendment, Expenses for the Ownership and Operation of Recreational Facilities.
- ii) The obligation to return equity to a member when the member's Parcel is sold to a new member shall be paid only under Article X, C of Club's pre-merger By-Laws that remain in force as the Amended and Restated By-Laws of Association.
- iii) Pre-merger Non-Resident members of the Club, whether Equity or Non-Equity, shall exchange their existing memberships for a Recreational Associate contract on such terms and conditions as the Board of Directors shall in its discretion determine; provided, however, Recreational Associates shall enjoy full Golf and Social privileges, shall not have the right to vote, and shall pay post-merger no greater percentage of Resident Member dues and assessments for use of the Recreational Facilities (including sales taxes) than pre-merger Non-Resident Members are obligated to pay at the time in question.
- iv) Reserve funds of the Association in existence on the Effective Date of the merger shall not be used for the ownership and operation of Recreational Facilities, but may only be used for the purposes for which they were originally created.
- v) The cost and expense of ownership of those three (3) certain unimproved potential homesites located within Bokaire and

owned by the Club prior to the Effective Date shall be an expense under Section 6.6 of the Declaration Amendment, Expenses for the Ownership and Operation of Recreational Facilities, and all profits therefrom shall be assets under said Section 6.6.

- (vi) In the event that the ad valorem taxes of the Owners increase in the calendar year 2004 as a direct result of the merger of Association and Club, the Board of Directors in good faith shall calculate a special credit for the benefit of those Owners of record as of the date of recordation of these amendments in the Public Records who are Resident Non-Recreational Members as the term is defined in Article 3, Section 3.2, paragraph 3.2.1 of the Declaration Amendment. The special credit shall not apply to those persons or entities becoming Owners of record after the date of recordation of these amendments. The special credit shall be calculated and applied as determined by the Board of Directors in good faith during the 2003 fiscal year (April 1, 2003 – March 31, 2004). The Board of Directors shall base the calculation of the special credit upon a formula taking into account the total ad valorem taxes of \$109,345 paid by the Club during the calendar year 2002 ("Club Ad Valorem Taxes"), divided by the number of Lots in Bocaire. The Board of Directors shall continue to apply such special credit for the benefit of each Resident Non-Recreational Member in the calendar year 2004 and in subsequent years until such Resident Non-Recreational Member's Parcel is sold or transferred.

n. Immediately prior to the Effective Date, the Board of Directors of the Association consists of nine (9) Directors and the Board of Governors of the Club consists of twelve (12) Governors (collectively, "Sitting Directors"). Simultaneously with the approval vote conducted pursuant to paragraph 4 of this Plan of Merger, an election shall be held from among the Sitting Directors for the election of a fifteen (15) member Board as provided in the Amended and Restated Bylaws. The election shall be subject to the provisions of Article IV, Section A, paragraph 3 of the Amended and Restated Bylaws, and the effectiveness of the election shall be conditioned upon the requisite approval levels having been achieved as provided in paragraph 4 of this Plan of Merger.

o. At the first meeting of the Board of Directors after the Effective Date, and pursuant to Article 4, Section 4.4 of the Declaration, the Board of Directors shall adopt the Rules and Regulations of the Club ("Rules and Regulations") as additional Rules and Regulations of Association.

p. The Officers of the Surviving Corporation shall be determined by its Board of Directors at the first meeting of Directors after the Effective Date.

4. The effectiveness of this Plan of Merger shall be conditioned upon the occurrence of each and every of the following:

a. Approval by the greater of: (i) two-thirds(2/3) of all of the members of Association; or (ii) seventy five percent (75%) of the members of Association present at a meeting of Association members, of: (i) this Plan of Merger; (ii) the Articles of Merger; (iii) the Amendments to Articles; (iv) the Amended and Restated Bylaws; and (v) the Declaration Amendment (Exhibit D); and

b. Two-thirds (2/3) of the total number of votes eligible to be cast by members of the Club at a meeting at which a quorum is present approving this Plan of Merger.

5. Upon approval as provided in paragraphs 4 (a) and (b) above, the Articles of Merger and the Amendments to Articles shall forthwith be filed with the Secretary of State, State of Florida.

6. Upon approval as provided in paragraphs 4 (a) and (b) above, the Plan of Merger, Articles of Merger, Declaration Amendment, Amendments to Articles, and Amended and Restated Bylaws shall forthwith be filed in the Public Records of Palm Beach County, Florida.

7. Neither the Board of Directors of Association nor the Board of Governors of Club may abandon the merger prior to or after approval as provided in paragraphs 4 (a) and (b) above, unless approval fails to occur on or before the meeting scheduled for May 30, 2003, or any adjournments thereof.

8. Each Constituent Corporation has disclosed to the other Constituent Corporation its financial statements, balance sheets, tax returns, and schedules of assets, all of the foregoing for the preceding five (5) years and prepared according to generally accepted accounting principles. Each Constituent Corporation has disclosed to the other Constituent Corporation its membership roster, and schedules of all contracts and other obligations and benefits to which it is a party.

9. This Plan of Merger and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida. Venue for all proceedings hereunder shall be Palm Beach County, Florida.

10. This Plan of Merger cannot be altered or amended except pursuant to an instrument in writing signed on behalf of both Constituent Corporations, and approved by the members of the Constituent Corporations as provided in paragraphs 4 (a) and (b) above.

11. In order to facilitate the filing and recording of the documents described in this Plan of Merger, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.



IN WITNESS WHEREOF, the parties hereto have set their hands and seals on the date and year first above written.

BOCAIRE COUNTRY CLUB, INC. f/n/a  
BOCAIRE HOMEOWNERS ASSOCIATION, INC.

By: Lawrence Kuhn  
Print Name: LAWRENCE KUHN  
Title: President

BOCAIRE COUNTRY CLUB, INC.

By: Kurt Herl  
Print Name: KURT HERL  
Title: President

**EXHIBIT "B"**  
**AMENDMENTS TO THE ARTICLES OF INCORPORATION ("ARTICLES")**  
**OF**  
**BOCAIRE HOMEOWNERS ASSOCIATION, INC.**  
**n/k/a BOCAIRE COUNTRY CLUB, INC.**

1. The name of this corporation shall be changed to be Bocaire Country Club, Inc.
2. ARTICLE III, POWERS, Section 2 Necessary Powers, Subsection G of the Articles is hereby amended as follows:

G. To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws and the Rules and Regulations for the use of the Property, including without limitation the power to verify that a grantee of a Parcel shall have satisfied all prerequisites to become a Regular Member of the Association, as provided in Paragraph 10.1.1.3 of the Declaration.
2. ARTICLE III, POWERS, Section 2 Necessary Powers, Subsection I of the Articles is hereby amended as follows:


I. To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to borrow funds, and the power to acquire, hold, convey, and deal in real and personal property.
4. ARTICLE IV, MEMBERSHIP, of the Articles is hereby amended as follows:

Qualification for, and admission to, membership in the Association shall be regulated by the Declaration and the Bylaws of the Association. Without limiting the foregoing, for all Owners taking title to Parcels after the date of recordation of these amendments in the Public Records, membership in the Association shall be conditioned upon satisfying all prerequisites to become a Regular Member of Association and Association Verification thereof as provided for in Section 3.2 of the Declaration.
5. ARTICLE V, BOARD OF DIRECTORS, of the Articles is hereby amended as follows:

The affairs of the Association shall be managed by a Board of Directors consisting of fifteen (15) directors. All directors and officers must be Members of the Association. Election of Directors shall be as provided in the Bylaws.

### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

  
\_\_\_\_\_  
Peter S. Sachs, Esq.

6/6/03  
\_\_\_\_\_  
Date

M:\Association\Bocaire\Merger\Documents for Filing with SOS.wpd