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June 8, 2006

Division of Corporation
Attn: Merger Department
409 East Gaines Street
Tallahassee, Florida 32399

**Re: Articles of Merger / Plan of Merger: Shadow Wood Preserve
Sandalwood Neighborhood Association, Inc.; Shadow Wood
Preserve Sandalwood I Condominium Association, Inc.; and Shadow
Wood Preserve Sandalwood II Condominium Association, Inc.**

To whom it may concern:

Enclosed herewith please find Articles of Merger and Plan of Merger for the above-referenced Associations. Also enclosed is check number 67 in the amount of \$105.00, which represents the filing fee for same. Once the Articles of Merger and Plan of Merger are filed, please return a stamped copy of same in the envelope provided.

Additionally, please find the Articles of Amended and Restated Articles of Incorporation for the above-reference Associations, as well as check number 66 in the amount of \$35.00 to cover the cost of filing these Articles. Please return a date stamped copy in the envelope provided herein for your convenience.

Should you have any questions, please contact me.

Very truly yours,


Joseph E. Adams
For the Firm

Enclosures (as stated)

JEA/sds
FTM_DB: 310773_1

Becker & Poliakoff Building
14241 Metropolis Avenue, Suite 100
Ft. Myers, Florida 33912
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Naples, Florida 34103
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Reply To:
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jadams@becker-poliakoff.com

ARTICLES OF MERGER

SHADOW WOOD PRESERVE SANDALWOOD NEIGHBORHOOD ASSOCIATION, INC.
SHADOW WOOD PRESERVE SANDALWOOD I CONDOMINIUM ASSOCIATION, INC.
SHADOW WOOD PRESERVE SANDALWOOD II CONDOMINIUM ASSOCIATION, INC.

Pursuant to Section 617.051 to 617.1103, Florida Statutes (2005), the undersigned corporations affirm and adopt the following:

1. The Plan of Merger of Shadow Wood Preserve Sandalwood Neighborhood Association, Inc.; Shadow Wood Preserve Sandalwood I Condominium Association, Inc.; and Shadow Wood Preserve Sandalwood II Condominium Association, Inc. all Florida corporations not-for-profit, has been duly approved, as follows:
 - (a) By unanimous approval of the Board of Directors of Shadow Wood Preserve Sandalwood Neighborhood Association, Inc. at a meeting held March 24, 2006, and by the membership of that Association at a membership meeting held April 11, 2006.
 - (b) By unanimous approval of the Board of Directors of Shadow Wood Preserve Sandalwood I Condominium Association, Inc. at a meeting held March 24, 2006, and by the membership of that Association at a membership meeting held April 11, 2006.
 - (c) By unanimous approval of the Board of Directors of Shadow Wood Preserve Sandalwood II Condominium Association, Inc. at a meeting held March 24, 2006, and by the membership of that Association at a membership meeting held April 11, 2006.
2. The surviving corporation shall be Shadow Wood Preserve Sandalwood Neighborhood Association, Inc. which shall be re-named Shadow Wood Preserve Sandalwood Condominium Association, Inc., a Florida corporation not-for-profit.
3. The merging corporations shall be Shadow Wood Preserve Sandalwood I Condominium Association, Inc. and Shadow Wood Preserve Sandalwood II Condominium Association, Inc. both Florida not for profit corporations.
4. As to Shadow Wood Preserve Sandalwood Neighborhood Association, Inc. (surviving corporation), the Plan of Merger was adopted by a vote of 25 members in favor and 0 members opposed at a meeting of the surviving corporation held on April 11, 2006.
5. As to Shadow Wood Preserve Sandalwood I Condominium Association, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 11 members in favor and 0 members opposed at a meeting of the merging corporation held on April 11, 2006.
6. As to Shadow Wood Preserve Sandalwood II Condominium Association, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 14 members in favor and 0 members opposed at a meeting of the merging corporation held on April 11, 2006.
7. The Plan of Merger adopted by the corporations is attached herewith to these Articles of Merger.
8. The Articles of Incorporation of the surviving corporation are the Amended and Restated Articles of Incorporation attached hereto, are and shall be the Articles of Incorporation of the surviving corporation.

9. The merger shall become effective on the date of the Articles of Merger are filed with the Florida Department of State.

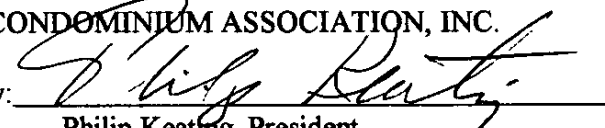
SHADOW WOOD PRESERVE SANDALWOOD
NEIGHBORHOOD ASSOCIATION, INC., THE
SURVIVING CORPORATION TO BE RE-NAMED
SHADOW WOOD PRESERVE SANDALWOOD
CONDOMINIUM ASSOCIATION, INC.

By: 
Philip Keating, President

Date: 5/30/06

(CORPORATE SEAL)

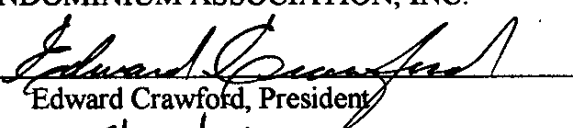
SHADOW WOOD PRESERVE SANDALWOOD I
CONDOMINIUM ASSOCIATION, INC.,
A MERGING CORPORATION TO BE RE-NAMED
SHADOW WOOD PRESERVE SANDALWOOD
CONDOMINIUM ASSOCIATION, INC.

By: 
Philip Keating, President

Date: 5/30/06

(CORPORATE SEAL)

SHADOW WOOD PRESERVE SANDALWOOD II
CONDOMINIUM ASSOCIATION, INC.,
A MERGING CORPORATION TO BE RE-NAMED
SHADOW WOOD PRESERVE SANDALWOOD
CONDOMINIUM ASSOCIATION, INC.

By: 
Edward Crawford, President

Date: 5/30/06

(CORPORATE SEAL)

PLAN OF MERGER

**SHADOW WOOD PRESERVE SANDALWOOD NEIGHBORHOOD ASSOCIATION, INC.
SHADOW WOOD PRESERVE SANDALWOOD I CONDOMINIUM ASSOCIATION, INC.
SHADOW WOOD PRESERVE SANDALWOOD II CONDOMINIUM ASSOCIATION, INC.**

WHEREAS, Shadow Wood Preserve Sandalwood Neighborhood Association, Inc., a Florida Corporation not for profit, is the corporate entity responsible for the operation, management and maintenance of certain recreational and other common facilities and landscaped areas serving the Shadow Wood Preserve Sandalwood Neighborhood, as more particularly described in the Declaration of Covenants thereof, recorded at O.R. Book 3832, Pages 4740 *et seq.* of the Public Records of Lee County, Florida, and as amended; and

WHEREAS, Shadow Wood Preserve Sandalwood I Condominium Association, Inc., a Florida Corporation not for profit, is the corporate entity responsible for the operation and management of Shadow Wood Preserve Sandalwood I, a Condominium, as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 3832, Pages 4775 *et seq.* of the Public Records of Lee County, Florida, and as amended; and

WHEREAS, Shadow Wood Preserve Sandalwood II Condominium Association, Inc., a Florida Corporation not for profit, is the corporate entity responsible for the operation and management of Shadow Wood Preserve Sandalwood II, a Condominium, as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 4145, Pages 3624 *et seq.* of the Public Records of Lee County, Florida, and as amended; and

WHEREAS, the Boards of Directors of the above-named corporations have met and determined that simplicity and economy of operation of the Condominiums and the Neighborhood will be enhanced by the merger of the aforementioned corporations into a single operating entity.

THEREFORE BE IT RESOLVED that pursuant to Section 617.1101 to 617.1103, Florida Statutes (2005), the following plan of merger is hereby adopted.

1. Shadow Wood Preserve Sandalwood I Condominium Association, Inc. and Shadow Wood Preserve Sandalwood II Condominium Association, Inc., both Florida corporations not-for-profit, shall be the merging corporations, and Shadow Wood Preserve Sandalwood Neighborhood Association, Inc., which shall be re-named Shadow Wood Preserve Sandalwood Condominium Association, Inc., a Florida not for profit corporation, shall be the surviving corporation.
2. Subsequent to the merger, Shadow Wood Preserve Sandalwood I Condominium Association, Inc. and Shadow Wood Preserve Sandalwood II Condominium Association, Inc. will be subject to the Articles of Incorporation and By-Laws of Shadow Wood Preserve Sandalwood Neighborhood Association, Inc., as amended.

3. Shadow Wood Preserve Sandalwood Neighborhood Association, Inc. shall, upon the merger, assume all the powers, rights, duties, assets and liabilities of Shadow Wood Preserve Sandalwood I Condominium Association, Inc. and Shadow Wood Preserve Sandalwood II Condominium Association, Inc.
4. The adoption of this plan of merger shall not be construed as a consolidation of the Condominiums and the Neighborhood operated by the merging corporations.
5. This Plan of Merger shall become effective upon the approval of the Boards of Directors and membership of each merging corporation, pursuant to Section 617.1103, Florida Statutes, the adoption of the amendments to the Condominium Documents and Governing Documents attached hereto and the filing of Articles of Merger with the Department of State pursuant to Section 617.1105, Florida Statutes (2005).

SHADOW WOOD PRESERVE SANDALWOOD
NEIGHBORHOOD ASSOCIATION, INC.

By: _____

Philip Keating, President

Date: _____

(CORPORATE SEAL)

SHADOW WOOD PRESERVE SANDALWOOD I
CONDOMINIUM ASSOCIATION, INC.

By: _____

Philip Keating, President

Date: _____

(CORPORATE SEAL)

SHADOW WOOD PRESERVE SANDALWOOD
II
CONDOMINIUM ASSOCIATION, INC.

By: _____

Edward Crawford, President

Date: _____

(CORPORATE SEAL)