

ND2000001861

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400107041594

08/21/07--01008--008 **105.00

RECEIVED
07 AUG 21 AM 11:06
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FILED
07 AUG 21 PM 12:02
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Merger / Name
Change

sf

Per m.
Wotitzky made
corrected as Exhibit A
#6. sf

ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, FL 32308

City/ST/Zip

850-222-2785

Phone #

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- SCHOONER COVE VILLAS MASTER ASSOCIATION, INC.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☐ Certified

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

Articles of Merger

FILED
07 AUG 21 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF MERGER are made effective the 8th day of August, 2007, by the undersigned corporations. In accordance with the provisions of Section 617.1105 of the Florida Statutes, these Articles of Merger are made as follows:

1. The undersigned corporations, being validly and legally formed as Florida not-for-profit corporations, have determined it is in their collective and best interest to merge, and have adopted a Plan of Merger, a copy of which is attached hereto as Exhibit "A".

2. The Plan of Merger was adopted by the undersigned corporations pursuant to the provisions of Section 617.1103 of the Florida Statutes, and shall be effective as provided therein.

3. The Articles of Incorporation of the surviving corporation, which is SCHOONER COVE VILLAS I CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, are also being amended and restated in their entirety pursuant to Section 617.1107 of the Florida Statutes. The Amended and Restated Articles of Incorporation are attached hereto as Exhibit "B" to these Articles of Merger.

4. These Articles of Merger and the Exhibits hereto were approved by not less than a majority of the members and voting interests of each corporation. The number of votes cast in favor of the adoption of the Amendments and actions was sufficient for approval under the terms of the Articles of Incorporation of the corporations and applicable law.

IN WITNESS HEREOF, the undersigned corporation have hereunto set their hands and seals to the foregoing Articles of Merger and the undersigned certify the statements set forth herein are true and correct as of this 8th day of August, 2007.

SCHOONER COVE VILLAS MASTER
ASSOCIATION, INC.

By: 

Richard H. Riley, President

SCHOONER COVE VILLAS I CONDOMINIUM
ASSOCIATION, INC.

By: 

Richard H. Riley, President

SCHOONER COVE VILLAS II CONDOMINIUM
ASSOCIATION, INC.

By: 

Richard H. Riley, President

FILED
07 AUG 21 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida
County of Charlotte

The foregoing Articles of Merger were acknowledged before me this 8th day of August, 2007
by RICHARD H. RILEY, the President of SCHOONER COVE VILLAS MASTER
ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the said corporation. He is personally known to me or produced
as identification, and deposed and said the foregoing statements are true and correct.

My commission expires: 5.21.2011

Joan F. Greene
Notary Public
Joan F. Greene
Printed Name of Notary
DD 641264
Commission Number



State of Florida
County of Charlotte

The foregoing Articles of Merger were acknowledged before me this 8th day of August, 2007
by RICHARD H. RILEY, the President of SCHOONER COVE VILLAS I
CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the said corporation. He is personally known
to me or produced as identification, and deposed and said the foregoing statements are true
and correct.

My commission expires: 5.21.2011

Joan F. Greene
Notary Public
Joan F. Greene
Printed Name of Notary
DD 641264
Commission Number



State of Florida
County of Charlotte

The foregoing Articles of Merger were acknowledged before me this 8th day of August, 2007
by RICHARD H. RILEY, the President of SCHOONER COVE VILLAS II
CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the said corporation. He is personally known
to me or produced as identification, and deposed and said the foregoing statements are true
and correct.

My commission expires: 5.21.2011

Joan F. Greene
Notary Public
Joan F. Greene
Printed Name of Notary
DD 641264
Commission Number



EXHIBIT ^{5.4} A

Plan of Merger

THIS PLAN OF MERGER is made in accordance with the provisions of Section 617.1101 of the Florida Statutes, between SCHOONER COVE VILLAS I CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation (herein referred to as "Surviving Corporation"), and the following Florida not-for-profit corporations:

- SCHOONER COVE VILLAS MASTER ASSOCIATION, INC; and
- SCHOONER COVE VILLAS II CONDOMINIUM ASSOCIATION, INC.

which corporations shall be referred to herein as "Dissolving Corporations". For purposes of this instrument, the Surviving Corporation and the Dissolving Corporations shall sometimes be collectively referred to as "Constituent Corporations". This Plan of Merger is made as follows:

1. **Constituent Corporations.** The Constituent Corporations are Florida not-for-profit corporations, organized on a non-stock basis, and are all in good standing.

2. **Condominium Property.** The Constituent Corporations are the associations responsible for the operation and management of the Schooner Cove Villas development which is located in Punta Gorda, Florida, and which consists of a total of twenty-four (24) condominium units and appurtenant facilities. The said development has been formed and is governed by the following separate Declarations:

a. Master Declaration of Covenants, Conditions and Restrictions for Schooner Cove Villas, recorded on December 16, 2004 in O.R. Book 2601, Pages 24 through 64, inclusive, of the Public Records of Charlotte County, Florida;

b. Declaration of Condominium of SCHOONER COVE VILLAS I, a Condominium, recorded on December 16, 2004, in O.R. Book 2601, Pages 65 through 152, inclusive, of the Public Records of Charlotte County, Florida; and

c. Declaration of Condominium of SCHOONER COVE VILLAS II, a Condominium, recorded on March 8, 2005, in O.R. Book 2652, Pages 302 through 383, inclusive, of the Public Records of Charlotte County, Florida.

3. **Proposed Merger of Condominiums.** The merger of the Constituent Corporations is being approved in conjunction with the proposed merger of SCHOONER COVE VILLAS I, a Condominium, and SCHOONER COVE VILLAS II, a Condominium. If the proposed merger of the said condominiums is approved, the Surviving Corporation shall be the association responsible for the operation and management of all of the Condominium and Association Property associated with the Schooner Cove development. Regardless of whether the proposed merger of the condominiums is approved, the effect of the corporate merger set forth in this plan is that the Surviving Corporation shall become the corporation and condominium association responsible for the operation and management of the above-referenced condominiums and the Schooner Cove Amenities and properties as identified in the above-referenced Declarations.

4. **Principal Office.** The principal office of the Surviving Corporation shall remain at the following address: 1431 Aquí Esta Drive, Punta Gorda, Florida 33950.

5. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation shall be the Amended and Restated Articles of Incorporation attached to the Articles of Merger of the Surviving Corporation as Exhibit "B".

6. **Bylaws.** The Bylaws of the Surviving Corporation shall be the Amended and Restated Bylaws of the Surviving Corporation.

7. **Directors and Officers.** The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until successors have been duly elected or appointed and qualified.

8. **Ratification by Members.** This Plan of merger has been ratified and approved by the members of each of the Constituent Corporations as required by law. Execution of the Articles of Merger and this Plan of Merger by officers of each Constituent Corporation shall constitute a representation and certification that such ratification and approved has been obtained.

9. **Effective Date of Merger.** This merger shall become effective on the date the Articles of Merger are filed in the offices of the Florida Secretary of State.

10. **Effect of Merger.** When the merger becomes effective, the separate existence of the Dissolving Corporations shall cease, except as may be required for carrying out the purposes of this Plan of Merger or as continued by statute. All of the rights, privileges, powers, franchises, assets, causes of action, and interests of any kind whatsoever of the Dissolving Corporation, including all debts due on any and all accounts, shall in effect become the property of the Surviving Corporation and shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens on the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the Dissolving Corporations shall henceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if those debts, liabilities, and duties initially had been incurred or contracted by the Surviving Corporation.

11. **Execution.** The Articles of Merger and this Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the Constituent Corporations have caused these presents to be signed by their respective officers duly authorized by the respective Boards of Directors and Members of each corporation.

SCHOONER COVE VILLAS MASTER
ASSOCIATION, INC.

By: 

Richard H. Riley, President

SCHOONER COVE VILLAS I CONDOMINIUM
ASSOCIATION, INC.

By: 

Richard H. Riley, President

SCHOONER COVE VILLAS II CONDOMINIUM
ASSOCIATION, INC.

By: [Signature]
Richard H. Riley, President

State of Florida
County of Charlotte

The foregoing Plan of Merger was acknowledged before me this 8 day of AUGUST, 2007 by RICHARD H. RILEY, the President of SCHOONER COVE VILLAS MASTER ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the said corporation. He is personally known to me or produced as identification, and deposed and said the foregoing statements are true and correct.

My commission expires: 5-21-2011

[Signature]
Notary Public

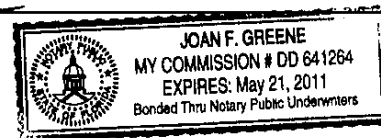


State of Florida
County of Charlotte

The foregoing Plan of Merger was acknowledged before me this 8 day of AUGUST, 2007 by RICHARD H. RILEY the President of SCHOONER COVE VILLAS I CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the said corporation. He is personally known to me or produced as identification, and deposed and said the foregoing statements are true and correct.

My commission expires: 5-21-2011

[Signature]
Notary Public



State of Florida
County of Charlotte

The foregoing Plan of Merger was acknowledged before me this 8 day of AUGUST, 2007 by RICHARD H. RILEY, the President of SCHOONER COVE VILLAS II CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the said corporation. He is personally known to me or produced as identification, and deposed and said the foregoing statements are true and correct.

My commission expires: 5-21-2011

[Signature]
Notary Public



EXHIBIT B
Amended and Restated
Articles of Incorporation
of

Schooner Cove Villas Condominium Association, Inc.

The following constitutes the Amended and Restated Articles of Incorporation of SCHOONER COVE VILLAS I CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation.

WITNESSETH:

WHEREAS, the original Articles of Incorporation of SCHOONER COVE VILLAS I CONDOMINIUM ASSOCIATION, INC. were filed with the Florida Department of State on September 27, 2002, and were amended to change the name of the corporation on April 28, 2003; and

WHEREAS, pursuant to a Plan of Merger and Articles of Merger effective on the same date as are these Amended and Restated Articles of Incorporation, the following corporations have been merged into and with this corporation which is the surviving corporation responsible for the operation and management of SCHOONER COVE VILLAS I, a Condominium, SCHOONER COVE VILLAS II, a Condominium, and the SCHOONER COVE VILLAS AMENITIES as set forth in the Master Declaration of Covenants, Conditions and Restrictions for Schooner Cove Villas dated November 29, 2004, and recorded on December 16, 2004 in O.R. Book 2601, Pages 24 through 64, inclusive, of the Public Records of Charlotte County, Florida (herein referred to as "Master Declaration"):

a. SCHOONER COVE VILLAS MASTER ASSOCIATION, INC., a Florida not-for-profit corporation, filed with the Florida Department of State on April 17, 2003 (herein referred to as "Master Association");

b. SCHOONER COVE VILLAS II CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, filed with the Florida Department of State on April 17, 2003; and

WHEREAS, these Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation of SCHOONER COVE VILLAS I CONDOMINIUM ASSOCIATION, INC. to reflect the said merger and to change the name of the corporation to SCHOONER COVE VILLAS CONDOMINIUM ASSOCIATION, INC.; and

WHEREAS, amendments reflected herein were proposed by a majority of the Board of Directors and approved by a vote of the majority of the voting interests of this corporation and the corporations merged into this corporation.

NOW, THEREFORE, the following are adopted as the Amended and Restated Articles of Incorporation of SCHOONER COVE VILLAS CONDOMINIUM ASSOCIATION, INC.

Article I
Name and Address

The name of the corporation, herein called the "Association", is SCHOONER COVE VILLAS CONDOMINIUM ASSOCIATION, INC. The address of the Association is 1431 Aqui Esta Drive, Punta Gorda, Florida 33950.

Article II
Purpose and Powers

The purpose for which the Association is organized as to provide an entity pursuant to the Florida Condominium Act for the operation of SCHOONER COVE VILLAS I, a Condominium, SCHOONER COVE VILLAS II, a Condominium, and the SCHOONER COVE VILLAS Amenities as identified in the Master Declaration located in Charlotte County, Florida. The Association is organized and shall exist upon a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, the Declaration of Condominium or Chapter 718 Florida Statutes, as it may hereafter be amended, including but not limited to the following:

- A. To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Condominiums and Schooner Cove Amenities, and to use the proceeds of assessments in the exercise of its powers and duties.
- B. To protect, maintain, repair, replace and operate the Condominium and Association property.
- C. To purchase insurance upon the Condominium property and Association property for the protection of the Association and its Members.
- D. To reconstruct improvements after casualty and to make further improvements of the property.
- E. To make, amend and enforce reasonable Rules and Regulations governing the use of the common elements and Association property, and the operation of the Association.
- F. To approve or disapprove the transfer of ownership, leasing and occupancy of units, as provided by the Declaration(s) of Condominium.
- G. To enforce the provisions of the Condominium Act, the Declaration(s) of Condominium, the Master Declaration, these Articles, and the Bylaws and any Rules and Regulations of the Association.

H. To contract for the management and maintenance of the Condominium and the Condominium and Association property; to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the law or by the condominium documents to be exercised by the Board of Directors or the Membership of the Association.

I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.

J. To enter into agreements, or acquire leaseholds, memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has the power whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.

K. To borrow money without limit as to amount if necessary to perform its other functions hereunder.

All funds and the title to all property acquired by the Association shall be held in trust for the benefit of the Members in accordance with the provisions of the Declaration (s) of Condominium, these Articles of Incorporation, and the Bylaws.

Article III **Membership**

A. The Members of the Association shall consist of all record owners of legal title to one or more units in the Condominiums, as further provided in the Bylaws.

B. The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.

C. The owners of each unit, collectively, shall be entitled to one (1) vote in Association matters, as further set forth in the Declaration(s) of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

Article IV **Term**

The term of the Association shall be perpetual.

Article V **Bylaws**

The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

Article VI
Directors and Officers

A. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors. In the absence of a Bylaw provision to the contrary, the Board shall consist of three (3) Directors.

B. Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

C. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the Annual Meeting of the Members of the Association, and they shall serve at the pleasure of the Board.

Article VII
Amendments

Amendments to these Articles shall be proposed and adopted in the following manner:

A. Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition of the owners of one-fourth (1/4) of the units by instrument, in writing, signed by them.

B. Procedure. Upon any amendment or amendments to these Articles being proposed by said Board of unit owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

C. Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the Members of the Association, and that the notice contains the full text of the proposed amendment.

D. Effective Date. An amendment shall become effective upon filing with the secretary of State and recording a certified copy in the Public Records of Charlotte County, Florida.

Article VIII
Initial Registered Agent

The registered office of the Association shall be at 100 Sullivan Street - #112, Punta Gorda, Florida 33950. The registered agent at said address shall be JOAN F. GREENE.

Article IX
Indemnification

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

A. Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

B. A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

C. A transaction from which the Director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled. The indemnification hereby afforded to Directors and officers shall also extend to any other entity other than the Association found responsible or liable for the actions of such individuals in their capacity as Directors or officers, including, but not limited to Developer.

The foregoing Amended and Restated Articles of Incorporation and the recitals set forth herein are true and correct and are certified as such by the Board of Directors on this 8th day of August, 2007.

**SCHOONER COVE VILLAS CONDOMINIUM
ASSOCIATION, INC.**

By: _____

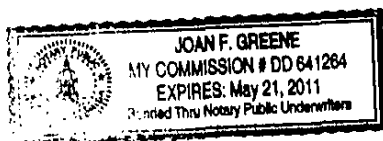
Richard H. Riley, its President

State of Florida
County of Charlotte

The foregoing Amended and Restated Articles of Amendment were acknowledged before me this 8th day of August, 2007 by RICHARD H. RILEY, the President of SCHOONER COVE VILLAS CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the said corporation. He is personally known to me or produced _____ as identification.

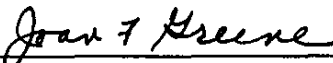
My commission expires: 5-21-2011

Joan F. Greene
Notary Public



Acceptance by Registered Agent

Having been named to accept service of process for the above-named corporation, at the place designed in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and acknowledge that I am familiar with and agree to accept the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.



Joan F. Greene