

N02000005278

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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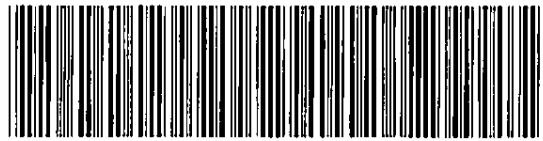
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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10/19/23--01025--022 **78.75

FILED
2023 OCT 19 AM 11:04
CLERK OF COURT
STATE OF TEXAS

A. BUTLER

NOV - 2 2023



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Attached is a form for filing *Articles of Merger* pursuant to section 617.1105, Florida Statutes, when two or more not for profit corporations merge. This form is basic and may not meet all merger needs. The advice of an attorney is recommended.

Please complete only one Plan of Merger form or attach your own Plan of Merger.

The document must be typed or printed and must be legible.

Pursuant to section 617.0123, Florida Statutes, a delayed effective date may be specified but may not be later than the 90th day after the date on which the document is filed.

Filing Fee **\$35.00 for each merging and \$35 for each surviving corporation** (Includes a letter of acknowledgment)

Certified Copy (optional) **\$8.75**

\$78.75 CHECK #1135 16OCT23

Send one check in the total amount payable to the Florida Department of State.

Please include a cover letter containing your telephone number, return address and certification requirements, or complete the attached cover letter.

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

For further information, you may contact the Amendment Section at (850) 245-6050.

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: OAK PARK ESTATES HOMEOWNERS' 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:

WILLIAM KRAMER

(Contact Person)

Secretary, Oak Park Estates Homeowners' Association Inc.

(Firm/Company)

947 SCENIC OAK LN

(Address)

FT WALTON BEACH, FL 32547

(City/State and Zip Code)

For further information concerning this matter, please call:

WILLIAM KRAMER

(Name of Contact Person) At (850) 543-3729

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

ARTICLES OF MERGER
Not for Profit Corporation

FILED

I. The Surviving Corporation:

OAK PARK ESTATES HOMEOWNERS' ASSOCIATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION
(Document Number N02000005278, the Surviving Corporation)

2023 OCT 19 AM 11:04

STATE
FL

II. The Merging Corporation:

OAK PARK ESTATES 1ST ADDITION HOMEOWNERS' ASSOCIATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION
(Document Number N02000005277, the Merging Corporation)

III. The Plan of Merger is attached as Exhibit A.

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

V. ADOPTION OF MERGER BY SURVIVING CORPORATION:

The Plan of Merger was adopted by the members of the surviving corporation on October 15, 2023. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:

5 FOR 0 AGAINST

VI. ADOPTION OF MERGER BY MERGING CORPORATION:

The Plan of Merger was adopted by the members of the merging corporation on October 15, 2023. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:

17 FOR 0 AGAINST

VII. SIGNATURES FOR EACH CORPORATION:

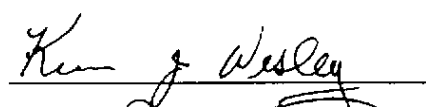

<u>Name of Corporation</u>	<u>Signature of Officer</u>	<u>Printed Name and Title</u>
1. Oak Park Estates Homeowners' Association, Inc.		Kun J Wesley PRES
2. Oak Park Estates 1 st Addition Homeowners' Association, Inc.		CHRISTOPHER DINAW PRES

EXHIBIT "A"
PLAN OF MERGER

THIS PLAN OF MERGER is by and between OAK PARK ESTATES HOMEOWNERS' ASSOCIATION, INC. (the "Surviving Corporation"), a Florida not-for-profit corporation, and OAK PARK ESTATES 1ST ADDITION HOMEOWNERS' ASSOCIATION, INC. (the "Merging Corporation"), a Florida not-for-profit corporation. This Plan of Merger ("Plan") is being effected in accordance with § 617.1101 et seq. of the "Florida Not For Profit Corporation Act" (the "Act").

The terms and conditions of the merger are as follows:

1. The corporations are Florida not for profit corporations, operating two separate homeowners' associations pursuant to the Declaration of Covenants, Conditions, and Restrictions as follows:
 - a. Declaration of Covenants, Conditions, and Restrictions of Oak Park Estates, a Homeowners' Association, recorded in the Official Records Book 2363, Pages 1472-1499, Public Records of Okaloosa County, Florida (File#1928736 RCD: Jun 11 2002 @ 12:05PM, Newman C. Brackin, Clerk and refiled File#1940389 RCD: Jul 29 2002 @ 01:24PM, Book 2371, Pages 4988-4997, Public Records of Okaloosa County, Florida).
 - b. Declaration of Covenants, Conditions, and Restrictions of Oak Park Estates 1st Addition, a Homeowners' Association, recorded in the Official Records Book 2361, Pages 1010-1037, Public Records of Okaloosa County, Florida (File#1925875 RCD: May 30 2002 @ 02:31PM, Newman C. Brackin, Clerk).

The Surviving Corporation shall become the Homeowners' Association that operates the Association as well as all common areas of the Association.

2. Lot owners in Oak Park Estates 1st Addition Homeowners' Association shall become immediate members of Oak Park Estates Homeowners' Association.
3. The Declaration of Covenants, Conditions, and Restrictions of Oak Park Estates 1st Addition shall be consolidated into the comprehensive OAK PARK ESTATES HOMEOWNERS' ASSOCIATION CONSOLIDATED AND REVISED COVENANTS, CONDITIONS, AND RESTRICTIONS.
4. Lot owners in Oak Park Estates 1st Addition Homeowners' Association shall be governed by the governing documents of Oak Park Estates Homeowners' Association contained in the OAK PARK ESTATES HOMEOWNERS' ASSOCIATION CONSOLIDATED AND REVISED COVENANTS, CONDITIONS, AND RESTRICTIONS.
5. The portion of Scenic Oak Lane currently part of Oak Park Estates 1st Addition Homeowners' Association common area shall be quit-claimed to Oak Park Estates Homeowners' Association.
6. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") shall be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law. The name of the Surviving Corporation shall remain Oak Park Estates Homeowners' Association, Inc.

The Articles of Incorporation, identified as EXHIBIT "B" in the OAK PARK ESTATES HOMEOWNERS' ASSOCIATION CONSOLIDATED AND REVISED COVENANTS, CONDITIONS, AND RESTRICTIONS, shall be amended as follows: (~~strike through~~ language indicates deletions; underlined language indicates additions)

- a. ARTICLE 8 OFFICERS shall be amended as follows:

President:

~~Keith L. Rockman~~

Chris Dinallo (920 Scenic Oak Lane, Ft Walton Beach FL 32547)

Vice President:

~~Jason C. Buck~~

Barbara Swancey (932 Scenic Oak Lane, Ft Walton Beach FL 32547)

Secretary-Treasurer:

~~Betty F. Buck~~

Secretary:

William H. Kramer (947 Scenic Oak Lane, Ft Walton Beach FL 32547)

Treasurer:

Charlotte Ashley (928 Scenic Oak Lane, Ft Walton Beach FL 32547)

- b. ARTICLE 9 DIRECTORS shall be amended as follows:

9.6 Successor Directors. As of the recording of this document the names and addresses of the elected successors are as follow:

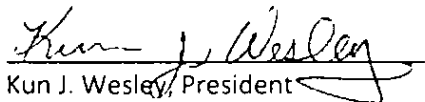
<u>Name:</u>	<u>Address:</u>
1. Christopher Dinallo	920 Scenic Oak Ln, Ft. Walton Beach, FL 32547
2. Charlotte Ashley	928 Scenic Oak Ln, Ft. Walton Beach, FL 32547
3. Michael Diaz	33 Driftwood Ave SW, Ft. Walton Beach, FL 32548
4. William Kramer	947 Scenic Oak Ln, Ft. Walton Beach, FL 32547
5. Barbara Swancey	932 Scenic Oak Ln, Ft. Walton Beach, FL 32547

7. By-Laws. The By-Laws of the Surviving Corporation, as may have been previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date"), shall be the By-Laws of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.
8. Effect of Merger. On the Effective Date, the separate existence of the Merging Corporation shall cease, except as may be required for carrying out the purposes of this Plan of Merger or as continued by statute, and the Surviving Corporation shall be fully vested in the Merging Corporation's rights, privileges, immunities, powers, franchises, assets, causes of action and interests of any kind, subject to its restrictions, debts due on any and all accounts, liabilities, disabilities, and duties, all as more particularly set forth in § 617.1106 of the Act. Such assets shall in effect become 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 corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation 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 by the Surviving Corporation. The Directors and Officers of the Surviving Corporation on the Effective Date of the merger may continue as the Directors and Officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been duly elected or appointed and qualified. Alternatively, they may resign their position to permit a Director or Officer of the Merging Corporation to serve in their place.

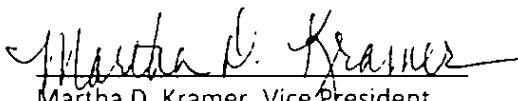
9. Supplemental Action. If at any time after the Effective Date the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Corporation or the Merging Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on request of the Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary and proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Corporation, or to otherwise carry out the provisions of this Plan.
10. Filing With the Florida Department of State and Effective Date. Following the proper membership vote and execution of this Plan of Merger, the Merging Corporation and the Surviving Corporation shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached to this Plan of Merger. Further, this Plan of Merger shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by the Surviving Corporation to the Florida Department of State. In accordance with § 617.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles of Merger.
11. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time prior to the filing of Articles of Merger by the Surviving Corporation or the Merging Corporation which is entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time by an agreement in writing executed in the same manner or at any time thereafter as long as such change is in accordance with § 617.1103 of the Act.
12. Termination. At any time before the Effective Date, this Plan may be terminated and the Plan of Merger abandoned by mutual consent of the Boards of Directors of the Surviving Corporation and the Merging Corporation.
13. Principal Office. The principal address of the Surviving Corporation shall be 947 Scenic Oak Lane, Fort Walton Beach, FL 32547.

IN WITNESS WHEREOF, the parties have set their hands this 5th day of September, 2023.

Surviving Corporation Signatures



Kun J. Wesley, President
Oak Park Estates Homeowners' Association, Inc.
(Surviving Corporation)

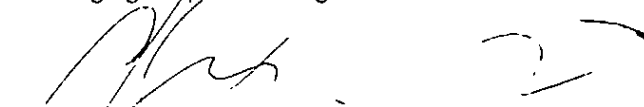


Martha D. Kramer, Vice President
Oak Park Estates Homeowners' Association, Inc.
(Surviving Corporation)



William H. Kramer, Secretary
Oak Park Estates Homeowners' Association, Inc.
(Surviving Corporation)

Merging Corporation Signatures



Christopher Dinallo, President
Oak Park Estates 1st Addition Homeowners' Association, Inc.
(Merging Corporation)



Michael Diaz, Vice President
Oak Park Estates 1st Addition Homeowners' Association, Inc.
(Merging Corporation)



Charlotte Ashley, Treasurer
Oak Park Estates 1st Addition Homeowners' Association, Inc.
(Merging Corporation)

This instrument prepared by:

*WILLIAM H. KRAMER
Oak Park Estates
Homeowners' Association, Inc.
947 Scenic Oak Ln
Ft Walton Beach, FL 32547-4980
(850) 543-3729*

STATE OF FLORIDA
COUNTY OF OKALOOSA

OAK PARK ESTATES HOMEOWNERS' ASSOCIATION, INCORPORATED
BOARD OF DIRECTORS SECONDARY RESOLUTION TO MERGE

This secondary resolution by the Oak Park Estates Homeowners' Association, Inc. Board of Directors to merge Oak Park Estates Homeowners' Association, Inc. with Oak Park Estates 1st Addition Homeowners' Association, Inc., is made and effective this 14th day of October, 2023 by the undersigned, and approved by vote of the membership of Oak Park Estates Homeowners' Association.

WHEREAS, on or about December 14, 2001, Keith L. Rockman, President of Whitrock Associates, Inc., established a not-for-profit corporation with ARTICLES OF INCORPORATION FOR OAK PARK ESTATES HOMEOWNER'S ASSOCIATION, INC., more particularly set forth in the Declaration of Covenants, Conditions and Restrictions of Oak Park Estates as EXHIBIT "B", recorded in O.R. Book 2363, Page 1480 of the public records of Okaloosa County, Florida (the "Articles"); and

WHEREAS, this aforementioned corporation represents only the first six lots in the development; and

WHEREAS, on or about May 30th, 2002, Keith L. Rockman, President of Whitrock Associates, Inc., established a not-for-profit corporation with ARTICLES OF INCORPORATION FOR OAK PARK ESTATES 1ST ADDITION NEIGHBORHOOD HOMEOWNER'S ASSOCIATION, INC., more particularly set forth in the Declaration of Covenants, Conditions and Restrictions of Oak Park Estates 1st Addition as EXHIBIT "B", recorded in O.R. Book 2361, Page 1010 of the public records of Okaloosa County, Florida (the "Articles"); and

WHEREAS, this aforementioned corporation represents the remaining nineteen lots in the development; and

WHEREAS, the administration of these two separate corporations within a single neighborhood, has in the past, and continues to present, unnecessary complexity; and

WHEREAS, control of both these corporations, and both these homeowners' associations, has passed from the developer and is now solely controlled by the respective lot owners (the "Homeowners"); and

WHEREAS, the Homeowners will be better served by unifying all the lot owners into a single not-for-profit corporation; and

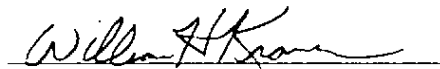
WHEREAS, the undersigned, Board Members, representing all of the owners of lots in Oak Park Estates, recommend and resolve to merge these two aforementioned not-for-profit corporations into a single not-for-profit corporation as detailed below:

NOW THEREFORE, in consideration of the recitals set forth above and other good and valuable consideration, the undersigned resolve to merge the two corporations as follows:

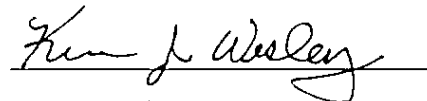
1. The initial Board of Director's resolution was presented to the members of Oak Park Estates Homeowners' Association along with a Plan of Merger and approved by vote at the Special Membership Meeting 14 October, 2023. Results were 5 votes FOR and 0 votes AGAINST.
2. A similar resolution was presented to the members of Oak Park Estates 1st Addition Homeowners' Association along with a Plan of Merger and approved by vote at the Special Membership Meeting 14 October, 2023. Results were 17 votes FOR and 0 votes AGAINST.
3. With the approval of a 67% majority of each Association, Articles of Merger are drafted as outlined in the Plan of Merger and filed with the Florida Department of State.
4. An election was held for Board Members to serve on the new not-for-profit corporation.
5. Upon completion of the election of the new Board Members, The OAK PARK ESTATES HOMEOWNERS' ASSOCIATION CONSOLIDATED AND REVISED COVENANTS, CONDITIONS, AND RESTRICTIONS will be updated to reflect the new Board and recorded with the Okaloosa Clerk of County office.

IN WITNESS WHEREOF, the undersigned, representing Board of Directors of Oak Park Estates and with full authority to so do have executed these presents, causing their respective names to be signed this 14th day of October, 2023.

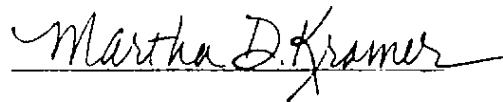
OAK PARK ESTATES HOMEOWNERS' ASSOCIATION, INC. a Florida not-for-profit corporation.



William H. Kramer
Oak Park Estates Board Member
947 Scenic Oak Ln
Ft. Walton Beach, FL 32547-4980



Kun J. Wesley
Oak Park Estates Board Member
944 Scenic Oak Ln
Ft. Walton Beach, FL 32547-4980



Martha D. Kramer
Oak Park Estates Board Member
947 Scenic Oak Ln
Ft. Walton Beach, FL 32547-4980

This instrument prepared by:

*WILLIAM H. KRAMER
Oak Park Estates 1st Addition
Homeowners' Association, Inc.
947 Scenic Oak Ln
Ft Walton Beach, FL 32547-4980
(850) 543-3729*

STATE OF FLORIDA
COUNTY OF OKALOOSA

OAK PARK ESTATES 1st ADDITION HOMEOWNERS' ASSOCIATION, INCORPORATED
BOARD OF DIRECTORS SECONDARY RESOLUTION TO MERGE

This secondary resolution by the Oak Park Estates 1st Addition Homeowners' Association, Inc. Board of Directors to merge Oak Park Estates Homeowners' Association, Inc. with Oak Park Estates 1st Addition Homeowners' Association, Inc., is made and effective this 14th day of October, 2023 by the undersigned, and approved by vote of the membership of Oak Park Estates 1st Addition Homeowners' Association.

WHEREAS, on or about December 14, 2001, Keith L. Rockman, President of Whitrock Associates, Inc., established a not-for-profit corporation with ARTICLES OF INCORPORATION FOR OAK PARK ESTATES HOMEOWNER'S ASSOCIATION, INC., more particularly set forth in the Declaration of Covenants, Conditions and Restrictions of Oak Park Estates as EXHIBIT "B", recorded in O.R. Book 2363, Page 1480 of the public records of Okaloosa County, Florida (the "Articles"); and

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WHEREAS, this aforementioned corporation represents the remaining nineteen lots in the development; and

WHEREAS, the administration of these two separate corporations within a single neighborhood, has in the past, and continues to present, unnecessary complexity; and

WHEREAS, control of both these corporations, and both these homeowners' associations, has passed from the developer and is now solely controlled by the respective lot owners (the "Homeowners"); and

WHEREAS, the Homeowners will be better served by unifying all the lot owners into a single not-for-profit corporation; and

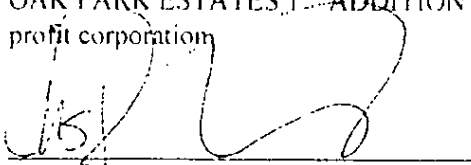
WHEREAS, the undersigned, Board Members, representing all of the owners of lots in Oak Park Estates 1st Addition, recommend and resolve to merge these two aforementioned not-for-profit corporations into a single not-for-profit corporation as detailed below:

NOW THEREFORE, in consideration of the recitals set forth above and other good and valuable consideration, the undersigned resolve to merge the two corporations as follows:

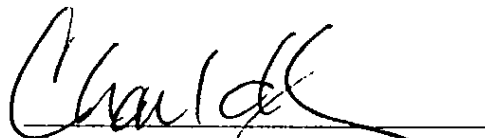
1. The initial Board of Director's resolution was be presented to the members of Oak Park Estates 1st Addition Homeowners' Association along with a Plan of Merger and approved by vote at the Special Membership Meeting 14 October, 2023. Results were 17 votes FOR and 0 votes AGAINST.
2. A similar resolution was presented to the members of Oak Park Estates Homeowners' Association along with a Plan of Merger and approved by vote at the Special Membership Meeting 14 October, 2023. Results were 5 votes FOR and 0 votes AGAINST.
3. With the approval of a 67% majority of each Association, Articles of Merger are drafted as outlined in the Plan of Merger and filed with the Florida Department of State.
4. An election was held for Board Members to serve on the new not-for-profit corporation.
5. Upon completion of the election of the new Board Members, The OAK PARK ESTATES HOMEOWNERS' ASSOCIATION CONSOLIDATED AND REVISED COVENANTS, CONDITIONS, AND RESTRICTIONS will be updated to reflect the new Board and recorded with the Okaloosa Clerk of County office.

IN WITNESS WHEREOF, the undersigned, representing Board of Directors of Oak Park Estates 1st Addition and with full authority to so do have executed these presents, causing their respective names to be signed this 14th day of October, 2023.

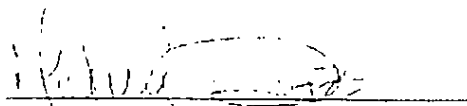
OAK PARK ESTATES 1st ADDITION HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation



Christopher Dinallo
Oak Park Estates 1st Add. Board Member
920 Scenic Oak Ln
Ft. Walton Beach, FL 32547-4980



Charlotte Ashley
Oak Park Estates 1st Add. Board Member
928 Scenic Oak Ln
Ft. Walton Beach, FL 32547-4980



Michael Diaz
Oak Park Estates 1st Add. Board Member
154B Salerno Rd
Fort Lee, VA 23801