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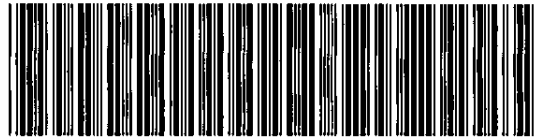
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March 15, 2007

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VIA HAND DELIVERY

Division of Corporations
Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Articles of Merger for Crews Lake Trails Property Owners' Association, Inc.
Our File No. 410319-1

Dear Madam or Sir:

Enclosed for filing are an original and one copy of **Articles of Merger for CREWS LAKE TRAILS PROPERTY OWNERS' ASSOCIATION, INC.** Please file these Articles and issue a **Certified Copy**. A check in the amount of \$78.75 is enclosed (\$70 filing fee (\$35 for each party) and \$8.75 certified copy fee). Upon receipt of this request, please date-stamp the copy of this letter attached, and call me when the certified copy is ready for pick up.

Thank you for your assistance in this matter.

Sincerely,



Mari-Jo Lewis-Wilkinson
Paralegal

Enclosures

ARTICLES OF MERGER
of
BROOKSIDE BLUFF SUBDIVISION PROPERTY OWNERS' ASSOCIATION, INC.,
a Florida not-for-profit corporation
into
CREWS LAKE TRAILS PROPERTY OWNERS' ASSOCIATION, INC.,
a Florida not-for-profit corporation

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1. Brookside Bluff Subdivision Property Owners' Association, Inc., a Florida not-for-profit corporation, Document No. N03000004937 ("Brookside"), and Crews Lake Trails Property Owners' Association, Inc., a Florida not-for-profit corporation, Document No. N03000000577 ("Crews Lake"), are the parties to the merger, with Crews Lake being the Surviving Corporation.

2. The Plan of Merger is attached hereto.

3. The date on which the merger shall be effective (referred to in the Plan of Merger as the "Effective Date") shall be January 1, 2007, or as soon thereafter as these Articles of Merger are filed in the Office of the Florida Department of State.

4. On November 30, 2006, the Board of Directors of Brookside Bluff adopted a resolution approving the Plan of Merger.

5. On December 1, 2006, the Board of Directors of Crews Lake Trails adopted a resolution approving the Plan of Merger.

6. Effective December 5, 2006, not less than seventy-five percent (75%) of the Members of Brookside Bluff adopted a resolution approving the Plan of Merger.

7. Effective November 1, 2006, not less than seventy-five percent (75%) of the Members of Crews Lake adopted a resolution approving the Plan of Merger.

These Articles of Merger have been signed by Brookside Bluff this 12th day of March, 2007.

BROOKSIDE BLUFF SUBDIVISION
PROPERTY OWNERS' ASSOCIATION, INC.

By: 

Jonathan Grant, President

CREWS LAKE TRAILS PROPERTY
OWNERS' ASSOCIATION, INC.

By: 

Rick Wold, President

PLAN OF MERGER

A. CORPORATIONS PROPOSING TO MERGE

1. The corporations proposing to merge are Brookside Bluff Subdivision Property Owners' Association, Inc., a Florida not-for-profit corporation (referred to herein as "Brookside Bluff") and Crews Lake Trails Property Owners' Association, Inc., a Florida not-for-profit corporation (referred to herein as "Crews Lake" and also as "Surviving Corporation" as such term is used in Sections 617.1101 – 617.1107 of the Florida Statutes).

2. Brookside Bluff shall, upon the Effective Date of the merger as specified in the Articles of Merger (referred to herein as "Effective Date"), be merged into Crews Lake in accordance with the applicable statutes of the State of Florida and on the terms and provisions of this Plan of Merger. Crews Lake shall be the Surviving Corporation and the separate corporate existence of Brookside Bluff shall cease upon the Effective Date.

3. The name of the Surviving Corporation shall continue and shall be Crews Lake Trails Property Owners Association, Inc.

B. TERMS AND CONDITIONS OF PROPOSED MERGER

1. The corporate identity, existence, purposes, powers, rights, privileges, immunities and franchises, of a public, as well as of a private nature of Crews Lake, shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purposes, powers, rights, privileges, immunities and franchises, of a public, as well as of a private nature, of Brookside Bluff shall be merged into Crews Lake, and Crews Lake shall be fully vested therewith. Upon the Effective Date, the separate corporate existence of Brookside Bluff, except to the extent the same may be continued by statute, shall cease, and Brookside Bluff and Crews Lake shall be and become a single corporation.

2. On and after the Effective Date, all rights, privileges, immunities, and franchises of a public, as well as a private nature, of Brookside Bluff, shall be possessed by Crews Lake, as the Surviving Corporation; and all property, real, personal, tangible and intangible, and all debts due on whatever account, and all other choses of action and all and every other interest of or belonging to or due to Brookside Bluff shall be taken and deemed to be transferred to and vested in Crews Lake, as the Surviving Corporation, without any further act or deed; and the title to any real property or any interest therein, shall not revert or be in any way impaired by reason of such merger.

3. From and after the Effective Date, Crews Lake, as the Surviving Corporation, shall be responsible and liable for all of the liabilities and obligations of Brookside Bluff; and any claim existing or action or proceeding pending by or against Brookside Bluff may be prosecuted as if the merger had not taken place, or, Crews Lake, as the Surviving Corporation, may be substituted in the place of Brookside Bluff. Neither the rights of creditors nor any liens upon the property of Brookside Bluff shall be impaired by the merger.

4. If at any time Crews Lake, as the Surviving Corporation, shall consider or be advised that any further deeds, assignments or other instruments, or any further actions are necessary or desirable to vest, perfect or confirm, of record or otherwise, in Crews Lake, as the Surviving Corporation, the title to any property or rights of Brookside Bluff acquired or to be acquired by reason of merger, or otherwise to carry out the provisions hereof, the proper officers and directors of Brookside Bluff prior to the Effective Date, and thereafter the proper officers of Crews Lake, as the Surviving Corporation, on behalf of Brookside Bluff, shall execute and deliver all such deeds, assignments and other instruments, and take all other actions necessary or desirable to vest, perfect or confirm title to such property or rights in Crews Lake, as the Surviving Corporation and otherwise to carry out the terms hereof.

C. CONVERSION OF MEMBERSHIP

Upon the Effective Date, all of the Members of Brookside Bluff shall be and become Members of Crews Lake as the Surviving Corporation and shall each be entitled to the same rights as Members, including the right to one (1) vote for each Lot in the Subdivision as hereinafter defined.

D. ARTICLES OF INCORPORATION, BYLAWS, DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

1. The Articles of Incorporation of Crews Lake, in the form presently on file with the Office of the Secretary of State of the State of Florida, shall, on and after the Effective Date, constitute the Articles of Incorporation of the Surviving Corporation, unless and until amended in accordance with the provisions thereof and in accordance with the requirements of Florida law except that: (i) all references in the Articles of Incorporation of the Surviving Corporation to Crews Lake Trails, Plat Book 120, Pages 43 and 44, Public Records of Polk County, Florida ("Crews Lake Trails") shall also include Brookside Bluff Subdivision, Plat Book 121, Pages 42 and 43, Public Records of Polk County, Florida ("Brookside Bluff Subdivision"), which together, for purposes of the Articles of Incorporation, shall constitute one Subdivision and will be referred to herein as "Subdivision"; (ii) all references in the Articles of Incorporation to Restrictive Covenants and Conditions of Crews Lake Trails as recorded in Official Records Book 05218, Page 2239, Public Records of Polk County, Florida, shall also include the Declaration for Brookside Bluff Subdivision recorded in Official Records Book 05366, Page 863, Public Records of Polk County, Florida, which will be referred to herein collectively as the "Declaration", so that the Surviving Corporation shall have all rights to enforce the provisions of the Declaration and the Surviving Corporation shall be deemed the Association referenced in the Declaration and shall have all rights, duties and obligations as the Association referenced in the Declaration, including both Crews Lake Trails and Brookside Bluff Subdivision; and (iii) each Owner of a Lot in the Subdivision, meaning both Crews Lake Trails and Brookside Bluff Subdivision, shall be a Member of the Surviving Corporation entitled to vote in accordance with the provisions of the Declaration, the Articles of Incorporation, as amended, and the Bylaws of the Surviving Corporation and shall have all duties, obligations and liabilities as a Member, including the obligation to pay assessments and fees to the Surviving Corporation for the

purposes specified in the Declaration, Articles of Incorporation, as amended, and Bylaws of the Surviving Corporation.

2. On and after the Effective Date, the Bylaws of Crews Lake, in their present form, shall be the Bylaws of the Surviving Corporation, unless and until they shall be altered, amended or repealed, or until new Bylaws shall be adopted, in accordance with the provisions of such Bylaws; except that all references to the Declaration shall mean both the Declaration for Brookside Bluff Subdivision and the Declaration for Crews Lake Trails as identified above and all references to Subdivision shall mean collectively Brookside Bluff Subdivision and Crews Lake Trails; and except that the term "Properties" shall mean and refer to the real property described in the Declaration, meaning both the Declaration for Brookside Bluff Subdivision and the Declaration for Crews Lake Trails.

3. The directors of Crews Lake, as of the Effective Date, shall serve as the directors of the Surviving Corporation until their respective successors are duly elected and have qualified.

4. Subject to the authority of the Board of Directors, as provided in the Bylaws of Crews Lake, as the Surviving Corporation, or by law, the officers of Crews Lake, as of the Effective Date, shall be the officers of the Surviving Corporation.