

# N04000000402

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(Address)

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(City/State/Zip/Phone #)

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(Document Number)

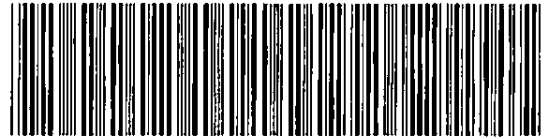
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 20, 2024

JOSHUA GERSTIN  
40 SE 5TH STREET SUITE 610  
BOCA RATON, FL 33432

SUBJECT: SERRANO HOMEOWNERS' ASSOCIATION, INC.  
Ref. Number: N04000000402

We have received your document for SERRANO HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

N03000008881

The above listed entity was administratively dissolved for failure to file the annual report/uniform business report and must reinstate before this document can be filed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

SHANTELL BROWN  
Regulatory Specialist II

Letter Number: 224A00021190

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Serrano 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:

Joshua Gerstin, Esq.

(Contact Person)

Gerstin & Associates

(Firm/Company)

40 SE 5th St., Suite 610

(Address)

Boca Raton, FL 33432

(City/State and Zip Code)

For further information concerning this matter, please call:

Joshua Gerstin, Esq.

(Name of Contact Person)

At (

561

750-3456

(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 Corporations)

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

| <u>Name</u>                           | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known, applicable) |
|---------------------------------------|---------------------|--|
| Serrano Homeowners' Association, Inc. | FL                  | N04000000402                                     |

**Second:** The name and jurisdiction of each merging corporation:

| <u>Name</u>                              | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known, applicable) |
|--|---------------------|--|
| Serrano at Country Lakes Homeowners' Ass | FL                  | N03000008881                                     |
| _____                                    | _____               | _____  |
| _____                                    | _____               | _____  |
| _____                                    | _____               | _____  |
| _____                                    | _____               | _____  |

**Third:** The Plan of Merger is attached.

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

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

(Attach additional sheets if necessary)

## PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

Name

Serrano Homeowners' Association, Inc.

Jurisdiction

FL

The name and jurisdiction of each merging corporation:

Name

Serrano at Country Lakes Homeowners' Association, Inc.

Jurisdiction

FL

The terms and conditions of the merger are as follows:

- a. The Surviving Entity shall own all of the real property of the Merged Entity.
- b. The Merged Entity's directors are authorized to execute all necessary documentation for transferring its real property to the Surviving Entity.
- c. All personal property of the Merged Entity, if any, shall be owned by the Surviving Entity.
- d. The directors and officers of the Merged Entity shall be the same as the Surviving Entity.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

- a. None. Both Parties were formed for the same purpose and to govern the same property, specifically, the Plat of Serrano, according to the Plat thereof, recorded in Plat Book 102, Pages 147 and 148

Other provisions relating to the merger are as follows:

The Merged Entity does not have members, so there will be no changes or conversion of memberships for the Surviving Entity

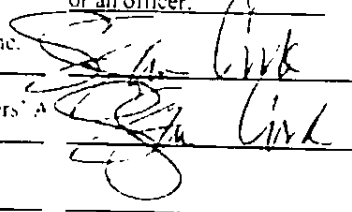
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of the chairman  
vice chairman of the board  
or an officer.

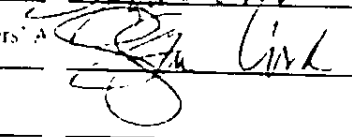
Typed or Printed Name of Individual & Title

Serrano Homeowners' Association, Inc.



Stephanie Cook, President

Serrano at Country Lakes Homeowners' A



Stephanie Cook, President

6-1-11

**Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the surviving corporation on August 7, 2024.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:  
23 FOR 13 AGAINST

**SECTION II**

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on \_\_\_\_\_. The number of directors in office was \_\_\_\_\_. The vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

**Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the merging corporation(s) on August 7, 2024.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 23 FOR 13 AGAINST

**SECTION II**

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on \_\_\_\_\_. The number of directors in office was \_\_\_\_\_. The vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

*Plan of Merger Agreement Between the Serrano Homeowners Association, Inc. and  
Serrano at Country Lakes Homeowners Association, Inc.*

This Plan of Merger Agreement ("Plan") is by and between the Serrano Homeowners Association, Inc. ("Surviving Entity"), a Florida Chapter 720 homeowners association, not-for-profit corporation, document number N04000000402 and Serrano at Country Lakes Homeowners Association, Inc. a Florida Chapter 720 homeowners association, not-for-profit corporation, document number N03000008881 ("Merged Entity") (the Surviving Entity and Merged Entity are collectively referred to as "Parties" and singularly as "Party"). In furtherance thereof, the Parties state the following:

**Recitals**

**WHEREAS**, the Parties were both formed for the same purpose and to govern the same property, specifically, the Plat of Serrano, according to the Plat thereof, recorded in Plat Book 102, Pages 147 and 148 ("Subject Property").

**WHEREAS**, the Articles of Incorporation for each Party are substantively identical. Each Party was vested with the same authority, powers, privileges, and obligations with respect to the Subject Property.

**WHEREAS**, when the Parties coexisted, the members/shareholders were identical, consisting of the owners of residential parcels within the Subject Property.

**WHEREAS**, the Merged Entity's Declaration was recorded in Book 18257, Page 314, of the public records of Palm Beach County. However, the Plat dedicated the Subject Property exclusively to the Surviving Entity, which has consistently exercised authority under the Merged Entity and enforced the covenants therein since its formation.

**WHEREAS**, at the time of formation, the Parties shared common officers and directors, including the same president and vice president, the same principal office, the same registered agent, and the same incorporator.

**WHEREAS**, business concerning the Surviving Entity was never conducted in the name of the Merged Entity. All such business was conducted in the name of the Surviving Entity.



**WHEREAS**, for all intents and purposes, the Merged Entity ceased to exist as of September 14, 2007. The Surviving Entity has been managing the Subject Property under the Country Lakes Declaration since its formation on January 6, 2004.

**NOW, THEREFORE**, in consideration of \$10.00 (Ten Dollars) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the Parties, the Parties agree to the following:

1. Recitals. The Parties represent and warrant that the above Recitals are true and correct and have the same force and effect as if set forth in full below.
2. Names of Merging Corporations:
  - a. Serrano Homeowners Association, Inc., a Florida Chapter 720 homeowners association, not-for-profit corporation, document number N04000000402, is the Surviving Entity.
  - b. Serrano at Country Lakes Homeowners Association, Inc., a Florida Chapter 720 homeowners association, not-for-profit corporation, document number N03000008881, is the Merged Entity.
3. Terms and Conditions of the Merger.
  - a. The Surviving Entity shall own all of the real property of the Merged Entity.
  - b. The Merged Entity's directors are authorized to execute all necessary documentation for transferring its real property to the Surviving Entity.
  - c. All personal property of the Merged Entity, if any, shall be owned by the Surviving Entity.
  - d. The directors and officers of the Merged Entity shall be the same as the Surviving Entity.
4. Surviving Entity Statement of Changes to its Articles of Incorporation.
  - a. None. Both Parties were formed for the same purpose and to govern the same property, specifically, the Plat of Serrano, according to the Plat thereof, recorded in Plat Book 102, Pages 147 and 148

**WHEREAS,** the land in front of the community is owned by the defunct Country Lakes. Therefore, without the merger, the Association would not be able to have an entrance sign placed in front of the community.

**WHEREAS,** the Plan of Merger is attached hereto as Exhibit "A".

**BE IT RESOLVED,** the Association hereby approves and adopts the Plan of Meger attached hereto as Exhibit "A."

**BE IT FURTHER RESOLVED,** the Plan of Merger attached hereto as Exhibit "A" shall be presented to the members for a vote at a special meeting for the members.

**SO RESOLVED AS SET FORTH HEREIN.**

**CERTIFICATE**

The undersigned hereby certifies he is the president of the Association and the foregoing is a true and correct copy of a resolution duly adopted at a properly noticed and held meeting of its Board of Directors on August 7, 2024. The passage of this resolution was, in all respects, legal, and it is in full force and effect.

Serrano Homeowners' Association, Inc.

By: 

Stephanie Cook, President

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***Resolution Approving the Merger between the  
Serrano at Country Lakes Homeowners' Association, Inc. and the  
Serrano Homeowners Association, Inc.***

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**WHEREAS**, the Serrano at Country Lakes Homeowners' Association, Inc. ("Country Lakes") and the Serrano Homeowners Association, Inc. ("Association") were both formed for the same purpose and to govern the same property, specifically, the Plat of Serrano, according to the Plat thereof, recorded in Plat Book 102, Pages 147 and 148 ("Subject Property")(collectively, Country Lakes and Association are referred to as "Both Associations").

**WHEREAS**, the Articles of Incorporation for Both Associations are substantively identical. Both Associations are vested with the same authority, powers, privileges, and obligations with respect to the Subject Property.

**WHEREAS**, during the time Both Associations coexisted, the members/shareholders were identical, consisting of the owners of residential parcels within the Subject Property.

**WHEREAS**, the Association's Declaration was recorded in Book 18257, Page 314, of the public records of Palm Beach County. However, the Plat dedicated the Subject Property exclusively to Country Lakes, which has consistently exercised authority under the Association and enforced the covenants therein since its formation.

**WHEREAS**, at the time of formation, Both Associations shared common officers and directors, including the same president and vice president, the same principal office, the same registered agent, and the same incorporator.

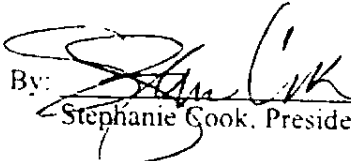
**WHEREAS**, business concerning the Association was never conducted in the name of Country Lakes. All such business was conducted in the name of the Association.

**WHEREAS**, for all intents and purposes, Country Lakes ceased to exist as of September 14, 2007. The Association has been managing the Subject Property under the Association's Declaration since its formation on January 6, 2004.

5. Membership Change: The Merged Entity does not have members, so there will be no changes or conversion of memberships for the Surviving Entity.
6. Date of Merger: The date of the Merger shall be the date of approval by a majority of the members of the Surviving Entity at a duly noticed and held Special Member's Meeting of the Surviving Entity.

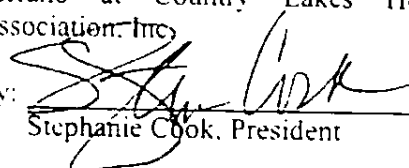
**IN WITNESS WHEREOF**, the signatures below evidence agreement to be bound by the terms of this Agreement and authority on behalf of the entity named below on this 7<sup>th</sup> day of August 2024.

Serrano Homeowners' Association, Inc.

By:  \_\_\_\_\_  
Stephanie Cook, President

By: \_\_\_\_\_  
Cornell Adams, Secretary

Serrano at Country Lakes Homeowners' Association, Inc.

By:  \_\_\_\_\_  
Stephanie Cook, President

By: \_\_\_\_\_  
Cornell Adams, Secretary

09. . . . .

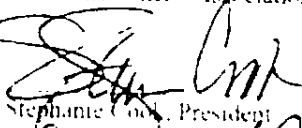
**Exhibit "A"**

- a. None. Both Parties were formed for the same purpose and to govern the same property, specifically, the Plat of Serrano, according to the Plat thereof, recorded in Plat Book 102, Pages 147 and 148.
5. Membership Change. The Merged Entity does not have members, so there will be no changes or conversion of memberships for the Surviving Entity.
6. Date of Merger. The date of the Merger shall be the date of approval by a majority of the members of the Surviving Entity at a duly noticed and held Special Member's Meeting of the Surviving Entity.

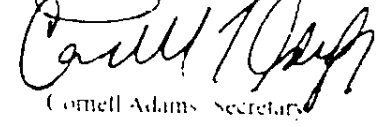
IN WITNESS WHEREOF, the signatures below evidence agreement to be bound by the terms of this Agreement and authority on behalf of the entity named below on this 7th day of August, 2024:

Serrano Homeowners' Association, Inc.

By:

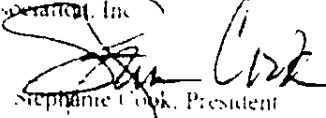
  
Stephanie Cook, President

By:

  
Cornell Adams, Secretary

Serrano at Country Lakes Homeowners' Association, Inc.

By:

  
Stephanie Cook, President

By:

  
Cornell Adams, Secretary