

N04000006396

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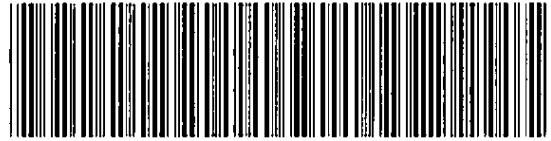
(Document Number)

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FILED
Sep 22, 2023 08:00 AM
Secretary of State

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CLEAR LAKE ESTATES PROPERTY OWNERS 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:

HANS C. WAHL, ESQ.

(Contact Person)

COBB & GONZALEZ, PA

(Firm/Company)

4655 SALISBURY RD.

(Address)

JACKSONVILLE, FL 32256

(City/State and Zip Code)

FILED
Sep 22, 2023 08:00 AM
Secretary of State

For further information concerning this matter, please call:

(Name of Contact Person) At (_____) _____
(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> (If known/ applicable)
CLEAR LAKE ESTATES PROPERTY OWNERS ASSOCIATION, INC.	FLORIDA	N04000006396

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CLEAR LAKES HOA, INC.	FLORIDA	N14000000355

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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)

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 _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
_____ FOR _____ 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 AUGUST 23, 2023. The number of directors in office was FOUR. The vote for the plan was as follows: FOUR FOR ZERO 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 _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ 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 AUGUST 23, 2023. The number of directors in office was FOUR. The vote for the plan was as follows: FOUR FOR ZERO AGAINST

Name of Corporation

Typed or Printed Name of Individual & Title

[illegible]

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

Jurisdiction

CLEAR LAKE ESTATES PROPERTY OWNERS
ASSOCIATION, INC.

FLORIDA

110400000063916

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

CLEAR LAKES HOA, INC.

FLORIDA

11140000000355

The terms and conditions of the merger are as follows:

*PLEASE SEE ENCLOSED DOCUMENTS

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

Other provisions relating to the merger are as follows:

AGREEMENT OF MERGER

This is an Agreement of Merger ("Agreement"), dated as of 23 August, 2023, between CLEAR LAKE ESTATES PROPERTY OWNERS ASSOCIATION, INC. ("Surviving Corporation"), a Florida not-for-profit corporation, with Florida Document Number N04000006396, and CLEAR LAKES HOA INC. ("Disappearing Corporation"), a Florida not-for-profit corporation, with Florida Document Number N14000000355.

Background:

A. Each of the Surviving Corporation and the Disappearing Corporation is a Florida not-for-profit corporation. Surviving Corporation has members, but Disappearing Corporation does not have members.

B. The boards of directors of each of the Surviving Corporation and the Disappearing Corporation have deemed it advisable for the Disappearing Corporation to merge into the Surviving Corporation.

Agreement:

The Surviving Corporation and the Disappearing Corporation agree as follows:

1. Merger Terms

1.1 Filing; Effective Date: The Surviving Corporation shall file with the Florida Secretary of State, Division of Corporations, a copy of this Agreement, together with officers' certificates of the Surviving Corporation and the Disappearing Corporation. The merger contemplated by this Agreement shall become effective on the date the Articles of Merger are filed with the Florida Secretary of State, Division of Corporations (the "Effective Date").

1.2 Effect of Merger: As of the Effective Date, (a) the Disappearing Corporation shall be merged into the Surviving Corporation; (b) the separate corporate existence of the Disappearing Corporation shall cease; (c) the Surviving Corporation shall continue its corporate existence under Florida law; (d) the Surviving Corporation shall succeed to all the rights and property of the Disappearing Corporation and shall be subject to all the debts, liabilities, and obligations of the Disappearing Corporation; and (v) the merger shall have all other effects prescribed by laws.

1.3 Articles of Incorporation: As of the Effective Date, the articles of incorporation of the Surviving Corporation shall be the effective articles of incorporation.

1.4 Bylaws: The Surviving Corporation's bylaws in effect immediately preceding the Effective Date shall be and remain its bylaws until amended or repealed as provided by law.

2. Other Provisions

2.1 Termination: This agreement may be terminated and the merger abandoned at any time before the Effective Date by consent of the board of directors of each party.

2.2 Amendment: This Agreement may be amended only as stated in and by a writing signed by both the Surviving Corporation and the Disappearing Corporation that recites that it is an amendment to this Agreement.

2.3 Further Assurances: The Disappearing Corporation shall from time to time, when requested by the Surviving Corporation, take any actions and execute and deliver any documents necessary or desirable to evidence or carry out the merger contemplated by this Agreement.


2.4 Governing Law: This Agreement shall be governed by Florida law.


2.5 Counterparts: This Agreement may be executed in one or more counterparts, each of which shall be deemed an original and all of which shall be taken together and deemed to be one instrument.

The Surviving Corporation and the Disappearing Corporation have signed this Agreement as of the date stated in its first paragraph:

Surviving Corporation:


Clear Lake Estates Property
Owners Association, Inc.


By: 
Name: Jeffrey Newman
Title: President

By: 
Name: Brittany Nelson
Title: Secretary

Disappearing Corporation:

Clear Lakes HOA Inc

By: 
Name: Jeffrey Newman
Title: President

By: 
Name: Brittany Nelson
Title: Secretary

BOARD RESOLUTION AUTHORIZING THE MERGER
WITH CLEAR LAKES HOA, INC.

THIS BOARD RESOLUTION AUTHORIZING THE MERGER OF CLEAR LAKE ESTATES PROPERTY OWNERS ASSOCIATION, INC., WITH CLEAR LAKES HOA, INC. ("Resolution") is made this 23rd day of August, 2023 by Clear Lake Estates Property Owners Association, Inc. ("Association")

WHEREAS, the board of directors ("Board") of Association, a Florida not-for-profit corporation, has considered the merger of CLEAR LAKES, INC. ("HOA"), a Florida not-for-profit corporation, into Association ("Merger"); and

WHEREAS, Association and HOA have agreed upon the terms of the Merger, which are set out in the proposed Agreement of Merger in the form presented to the Board ("Merger Agreement"); and

WHEREAS, Association will be the surviving corporation in the Merger; and

WHEREAS, the Merger Agreement is subject to formal approval by the boards of administration of Association and HOA; and

WHEREAS, THE board of administration ("Board") now desires to approve the Merger Agreement, having determined that the Merger and the Merger Agreement are in the best interest of the Association.

NOW THEREFORE, BE IT:

RESOLVED, that the Board hereby authorizes and approves the Merger upon the terms and conditions set forth in the Merger Agreement, in accordance with Chapter 617, Florida Statutes;

RESOLVED FURTHER, that the President and each of the other directors of the Association be, and hereby are, authorized and directed to execute and deliver, in the name and on behalf of Association, the Merger Agreement and related Officers' Certificates, and to cause the Merger Agreement and related Officers' Certificates to be filed with the Secretary of State, Division of Corporations, State of Florida; and

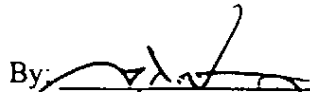
RESOLVED FURTHER, that the President and each of the other directors and officers of Association be, and hereby are, authorized and directed to provide notice of the Merger to the Secretary of State, Division of Corporation, State of Florida as required by Chapter 617, Florida Statutes, and to make such other filings with and take such other action with respect to any government agency as may be necessary or appropriate to carry out the Merger and to complete the transactions contemplated by the Merger Agreement, in such form and at such time as may be determined by such officers or directors.

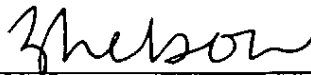
such further actions and to execute and deliver all such other agreements and documents in order to carry out fully the purposes and intent of the foregoing resolutions; and

RESOLVED FURTHER, that any and all action previously taken by HOA or any of its officers or directors in connection with the proposed Merger be, and hereby are, ratified and confirmed.

IN WITNESS WHEREOF, the undersigned have executed this Board Resolution Authorizing the Merger with CLEAR LAKE ESTATES PROPERTY OWNERS ASSOCIATION, INC., who shall be the Surviving Corporation.

CLEAR LAKES HOA, INC.

By: 
Name: JEFFREY P. NEWMAN
Title: President

By: 
Name: Brittany Nelson
Title: Secretary


**OFFICERS' CERTIFICATE OF AGREEMENT OF MERGER
OF CLEAR LAKES HOA INC.**

The undersigned certify that:


1. They are the President and Secretary, respectively, of Clear Lakes HOA Inc., a Florida not-for-profit corporation.
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the affirmative vote of a majority of the Board of Directors of the corporation.
3. No other approvals are required.
4. The Secretary of State, Division of Corporations has been given notice of the merger.

We further declare under penalty of perjury under the laws of the State of Florida that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: 23 Aug 2023


Name: Jeffrey Newman
Title: President

Dated: 23 Aug 2023


Name: Brittany Nelson
Title: Secretary

**BOARD RESOLUTION AUTHORIZING THE MERGER WITH CLEAR LAKE
ESTATES PROPERTY OWNERS ASSOCIATION, INC.**

THIS BOARD RESOLUTION AUTHORIZING THE MERGER OF CLEAR LAKE ESTATES PROPERTY OWNERS ASSOCIATION, INC., WITH CLEAR LAKES HOA, INC. ("Resolution") is made this 23rd day of August, 2023 by Clear Lakes HOA, Inc. ("HOA")

WHEREAS, the board of administration ("Board") of HOA, a Florida not-for-profit corporation, has considered the merger with CLEAR LAKE ESTATES PROPERTY OWNERS ASSOCIATION, INC. ("Property Owners"), a Florida not-for-profit corporation, ("Merger"); and

WHEREAS, HOA and Property Owners have agreed upon the terms of the Merger, which are set out in the proposed Agreement of Merger form presented to the Board ("Merger Agreement"); and

WHEREAS, HOA will be the dissolving corporation in the Merger; and

WHEREAS, the Merger Agreement is subject to formal approval by the boards of administration of HOA and Property Owners; and

WHEREAS, The Board now desires to approve the Merger Agreement, having determined that the Merger and the Merger Agreement are in the best interest of HOA.

NOW THEREFORE, BE IT:

RESOLVED, that the Board hereby authorizes and approves the Merger upon the terms and conditions set forth in the Merger Agreement, in accordance with Chapter 617, Florida Statutes;

RESOLVED FURTHER, that the President and each of the other directors of HOA be, and hereby are, authorized and directed to execute and deliver, in the name and on behalf of HOA, the Merger Agreement and related Officers' Certificates, and to cause the Merger Agreement and related Officers' Certificates to be filed with the Secretary of State, Division of Corporations, State of Florida; and

RESOLVED FURTHER, that the President and each of the other directors and officers of HOA be, and hereby are, authorized and directed to provide notice of the Merger to the Secretary of State, Division of Corporation, State of Florida as required by Chapter 617, Florida Statutes, and to make such other filings with and take such other action with respect to any government agency as may be necessary or appropriate to carry out the Merger and to complete the transactions contemplated by the Merger Agreement, in such form and at such time as may be determined by such officers or directors.

RESOLVED FURTHER, that the President and each of the other officers and directors of HOA be, and hereby are, authorized and directed to take, in the name and on behalf of HOA, all

RESOLVED FURTHER, that the President and each of the other officers and directors of Association be, and hereby are, authorized and directed to take, in the name and on behalf of the Association, all such further actions and to execute and deliver all such other agreements and documents in order to carry out fully the purposes and intent of the foregoing resolutions; and

RESOLVED FURTHER, that any and all action previously taken by Association or any of its officers or directors in connection with the proposed Merger be, and hereby are, ratified and confirmed.

IN WITNESS WHEREOF, the undersigned have executed this Board Resolution Authorizing the Merger with CLEAR LAKES HOA, INC., with Association being the Surviving Corporation.

CLEAR LAKE ESTATES PROPERTY OWNERS ASSOCIATION, INC.

By: [Signature]
Name: JEFFREY P. NELSON
Title: President

By: [Signature]
Name: BRITANY NELSON
Title: Secretary

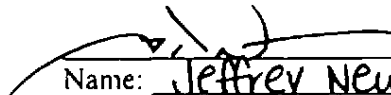
**OFFICERS' CERTIFICATE OF AGREEMENT OF MERGER
OF CLEAR LAKE ESTATES PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned certify that:

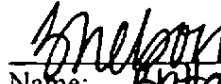
1. They are the President and Secretary, respectively, of Clear Lake Estates Property Owners Association, Inc., a Florida not-for-profit corporation.
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the affirmative vote of a majority of the Board of Directors and the members of the corporation.
3. No other approvals are required.
4. The Secretary of State, Division of Corporations has been given notice of the merger.

We further declare under penalty of perjury under the laws of the State of Florida that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: 23 Aug 2023


Name: Jeffrey Newman
Title: President

Dated: 23 Aug 2023


Name: Brittany Nelson
Title: Secretary