

NO4000007356

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

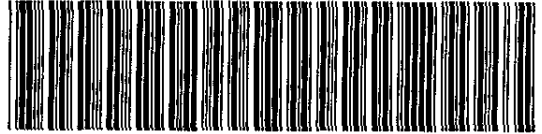
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400053848844

05/10/05 --01025--001 **10.00

05/10/05 --01025--001 **10.00

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY 10 PM 3:00

Merge w/Anance
meal
Wut

**DEBOEST, STOCKMAN, DECKER,
BROUGHTON & HAGAN, P.A.**

Attorneys at Law

Terry V. Broughton
Richard D. DeBoest, II
James G. Decker
Samuel J. Hagan, IV
William E. Stockman

1415 Hendry Street
Fort Myers, FL 33901
P.O. Box 1470
Fort Myers, FL 33902
Telephone: (239) 334-1381
Facsimile: (239) 334-0266

May 6, 2005

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 323140

Re: Cross Entity Merger with Name Change/Bayside Estates Homeowners Inc.

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Merger of Bayside Estates Homeowners, Inc. Enclosed is our firm check in the amount of \$70.00 representing the merger filing fee and a check in the amount of \$8.75 to cover the certified copy cost. Please return a certified copy of the Article of Merger in the envelope provided. If you have any questions or need additional information, please do not hesitate to contact me.

Very truly,

DEBOEST, STOCKMAN, DECKER,
BROUGHTON & HAGAN, P.A.

Richard D. DeBoest, II

Richard D. DeBoest, II
For the Firm
Signed electronically to avoid delay.

RDD2:smp
Enclosure

Cc: Client

↑
*no envelope
enclosed.
- Kelt*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

05 MAY 10 PM 3:00

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>BAYSIDE ESTATES</u> <u>HOMEOWNERS, INC.</u> <u>17601 SAN CARLOS BLVD.</u> <u>FT. MYERS, FL 33931</u>	<u>LEE COUNTY</u>	<u>FL</u> <u>FOR PROFIT</u>
Florida Document/Registration Number: <u>J 73534</u>		FEI Number: <u>592820104</u>
2. _____	_____	_____

Florida Document/Registration Number: _____		FEI Number: _____
3. _____	_____	_____

Florida Document/Registration Number: _____		FEI Number: _____
4. _____	_____	_____

Florida Document/Registration Number: _____		FEI Number: _____

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Street Address

BAYSIDE ESTATES HOMEOWNERS
ASSOCIATION, INC.

Jurisdiction

LEE COUNTY

Entity Type

FL NOT FOR PROFIT

Florida Document/Registration Number: NO4000007356

FEI Number: 20-1979793

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:
The date the Articles of Merger are filed with Florida Department of State ✓
OR

OR

1000

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
-----------------------	---------------------	--

BAYSIDE ESTATES
HOMEOWNERS, INC.

Signature(s) _____

John Chandler

Typed or Printed Name of Individual

JOHN CHANDLER
PRESIDENT

BAYSIDE ESTATES
HOMEOWNERS ASSOCIATION
INC.

John Chandler

0.0 0.2 0.4 0.6 0.8 1.0

JOHN CHANDLER
PRESIDENT

1000

[illegible]

[illegible]

1000

1000

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
BAYSIDE ESTATES HOMEOWNERS, INC.	

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
BAYSIDE ESTATES HOMEOWNERS ASSOCIATION, INC.	

THIRD: The terms and conditions of the merger are as follows:

ON THE EFFECTIVE DATE THE SEPERATE EXISTENCE OF
MERGING CORP. SHALL CEASE AND SHALL BE FULLY
VESTED IN SURVIVING CORP'S. RIGHTS, PRIVILEGES,
IMMUNITIES, POWERS AND FRANCHISES, SUBJECT TO
ITS RESTRICTIONS, LIABILITIES, DISABILITIES, AND DUTIES
ALL AS MORE PARTICULARLY SET FORTH IN CHAPTER
617, FLORIDA STATUTES, (Attach additional sheet(s) if necessary)

* UPON THE MERGER THE NAME OF THE SURVIVING
CORP. SHALL BE CHANGED TO: BAYSIDE ESTATES
HOMEOWNERS, INC.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

UPON THE EFFECTIVE DATE THE INTERESTS, SHARES, OBLIGATIONS OF THE MERGED PARTY SHALL BECOME VESTED IN THE SURVIVING PARTY IN THE SAME MANNER AND FASHION AS THEY EXIST ON THE EFFECTIVE DATE.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

UPON THE EFFECTIVE DATE THE RIGHTS TO ACQUIRE INTERESTS, SHARES, OBLIGATIONS OF THE MERGED PARTY SHALL BECOME VESTED IN THE SURVIVING PARTY IN THE SAME MANNER AND FASHION AS THEY EXIST ON THE EFFECTIVE DATE.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

N/A

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

NONE

(Attach additional sheet(s) if necessary)