

Division of Corporations

# NO 4000007115

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TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE**

Sandpiper Gulf Resort Property Owners Association,

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$78.75

merger/cus  
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## ARTICLES OF MERGER

of

**SANDPIPER GULF RESORT III CONDOMINIUM ASSOCIATION, INC.,**  
a Florida corporation not for profit,

into/with

**SANDPIPER GULF RESORT PROPERTY OWNERS ASSOCIATION, INC.,**  
a Florida corporation not for profit,

ARTICLES OF MERGER between SANDPIPER GULF RESORT III CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit ("Merging Corporation") and SANDPIPER GULF RESORT PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation not for profit ("Surviving Corporation").

Pursuant to s. 617.1105 of the Florida Not For Profit Corporation Act (the "Act"), SANDPIPER GULF RESORT III CONDOMINIUM ASSOCIATION, INC. and SANDPIPER GULF RESORT PROPERTY OWNERS ASSOCIATION, INC. adopt the following Articles of Merger.

1. The Plan of Merger dated October 22, 2013 ("Plan of Merger"), which Plan of Merger was approved and adopted by sufficient votes of the respective membership of the Merging Corporation and the Surviving Corporation, as follows:

### Sandpiper Gulf Resort Property Owners Association, Inc. (Surviving Corporation)

Date of Meeting at Which Plan of Merger was Approved: November 29, 2013

Number of Votes In Favor of Plan of Merger 97

Number of Votes In Opposition to Plan of Merger 0

### Sandpiper Gulf Resort III Condominium Association, Inc. (Merging Corporation)

Plan of Merger was voted on by written consent in lieu of meeting by the sole member of the Merging Corporation

Number of Votes In Favor of Plan of Merger 1

Number of Votes In Opposition to Plan of Merger 0

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2. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth herein.

3. Pursuant to s. 617.1105(4) of the Act, the date and time of the effectiveness of the Merger shall be the date upon with the Articles of Merger are delivered for filing by the Surviving Corporation to the Florida Department of State.

IN WITNESS WHEREOF, the parties have set their hands this 25 day of January, 2014.

SANDPIPER GULF RESORT III CONDOMINIUM  
ASSOCIATION, INC.

By: Michael A. Lehman  
Michael Lehman  
Its: President

SANDPIPER GULF RESORT PROPERTY OWNERS  
ASSOCIATION, INC.

By: Michael A. Lehman  
Michael Lehman  
Its: President

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EXHIBIT "A"**PLAN OF MERGER**

October 22, 2013

Merger between **SANDPIPER GULF RESORT III CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation not for profit ("Merging Corporation") and **SANDPIPER GULF RESORT PROPERTY OWNERS ASSOCIATION, INC.**, a Florida corporation not for profit ("Surviving Corporation"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Section 617.1101 et seq. of the Florida Not For Profit Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as in effect upon the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation until further amended as provided by law. The changes to the Surviving Corporation's Articles of Incorporation, if any, shall take effect on the Effective Date.

2. Effect of Merger. On the Effective Date, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall be fully vested in the Merging Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 617.1106 of the Act.

3. 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 and/or the Merging Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or 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.

4. Filing with the Florida Department of State and Effective Date. Upon receiving the requisite approvals from the membership and Boards of Directors of the Surviving Corporation and the Merging Corporation for this Plan of Merger, the Surviving Corporation and the Merging Corporation shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger and this Plan of Merger 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 Section 617.1105 of the Act, the Articles of Merger shall specify the Effective Date, which shall be the date upon with the Articles of Merger are delivered for filing by the Surviving Corporation to the Florida Department of State.

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