

N 06000003042

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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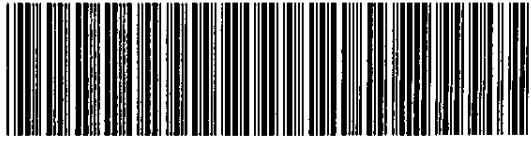
(Business Entity Name)

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Tewro  
1-17-12

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Puerto Del Rio, Phase Three Condominium 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:

Kathi Van Meir  
(Contact Person)

Mosley & Wallis, P.A.  
(Firm/Company)

1221 E. New Haven Ave.  
(Address)

Melbourne, FL 32901  
(City/State and Zip Code)

For further information concerning this matter, please call:

K. Van Meir At ( 321 ) 984-3842 Ext. 24  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

LAW OFFICES OF  
**MOSLEY & WALLIS, P.A.**

1221 EAST NEW HAVEN AVENUE  
MELBOURNE, FLORIDA 32901

CURTIS R. MOSLEY  
MICHAEL M.M. WALLIS (1956-2000)

AREA CODE 321  
TELEPHONE 984-3842  
TELECOPIER 768-1671

December 29, 2011

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

Re: Puerto Del Rio Phase One Condominium Association, Inc.  
Merger with Puerto Del Rio Phase Three Condominium Association, Inc.

Gentlemen:

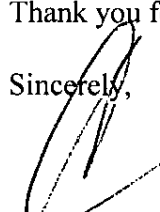
Enclosed please find the following in connection with the above matter:

1. Certificate of Merger for Florida Not For Profit
2. Exhibit "A" Plan of Merger
3. Check in the amount of \$70.00 for fees

Please contact the undersigned if you have any questions, or need additional information.

Thank you for your assistance.

Sincerely,



Kathleen S. Van Meir, CLC

/kv  
enc



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 10, 2012

KATHLEEN S. VAN MEIR, CLC  
LAW OFFICES OF MOSLEY & WALLIS, P.A.  
1221 EAST NEW HAVEN AVENUE  
MELBOURNE, FL 32901

*Rec'd 1-13-12*

SUBJECT: PUERTO DEL RIO, PHASE THREE CONDOMINIUM  
ASSOCIATION, INC.  
Ref. Number: N06000003042

We have received your document for PUERTO DEL RIO, PHASE THREE  
CONDOMINIUM ASSOCIATION, INC. and check(s) totaling \$70.00. However,  
the enclosed document has not been filed and is being returned to you for the  
following reason(s):

Please entitle your document Articles of Merger.

The merger must contain the appropriate approval: If the members have voting  
rights, as to each corporation:

(1) the date of the meeting of members at which the plan of merger was adopted  
- a statement that the number of votes cast for the merger was sufficient for  
approval, and the vote on the plan.

OR

(2) a statement that such plan was adopted by written consent of the members  
and executed in accordance with section 617.0701, Florida Statutes.

When there are no members entitled to vote, as to each corporation:

- (1) a statement that there are no members or members entitled to vote,
- (2) the date of adoption of the plan by the board of directors, and
- (3) the number of directors then in office and the vote for the plan.

Nonprofit corporations do not have shares. Please remove any reference from #4  
plan of merger about shares.

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) 245-6905.

Thelma Lewis  
Document Specialist Supervisor

Letter Number: 812A00000605

RECEIVED  
12 JUN 2012  
TALLAHASSEE, FLORIDA

**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)
<u>Puerto Del Rio, Phase Three Condominium Association, Inc.</u>	<u>Florida</u>	<u>N06000003042</u>

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 TALLAHASSEE FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Puerto Del Rio, Phase One Condominium Association, Inc.</u>	<u>Florida</u>	<u>N03000000265</u>
<u>Puerto Del Rio, Phase Three Condominium Association, Inc.</u>	<u>Florida</u>	<u>N06000003042</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

**Third:** The Plan of Merger is attached. **SEE EXHIBIT "A" ATTACHED.**

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

**OR** n/a / / (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).

*(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 November 17, 2011.

The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:

138 FOR 2 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

November 17, 2011 . The number of votes cast for the merger was sufficient for approval and the vote

for the plan was as follows: 112 FOR 0 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

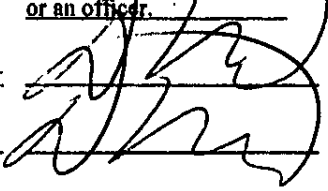
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

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

Typed or Printed Name of Individual & Title

Puerto Del Rio, Phase Three Condominium Association, Inc.



Danny P. Ringdahl, President

Puerto Del Rio, Phase One Condominium Association, Inc.

Danny P. Ringdahl, President

\_\_\_\_\_

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Exhibit "A"

PLAN OF MERGER

merging

PUERTO DEL RIO, PHASE ONE CONDOMINIUM ASSOCIATION, INC.

(a Florida Not For Profit Corporation) ("Phase One")

with and into

PUERTO DEL RIO, PHASE THREE CONDOMINIUM ASSOCIATION, INC.

(a Florida Not For Profit Corporation) ("Phase Three")

THIS PLAN OF MERGER is made as of the date set forth below by and between Puerto Del Rio, Phase One Condominium Association, Inc., a Florida not for profit corporation and Puerto Del Rio, Phase Three Condominium Association, Inc., a Florida not for profit corporation (the "Surviving Corporation").

1. Phase One shall merge with and into Phase Three (the "Merger") and the Surviving Corporation shall exist by virtue and under the laws of the State of Florida. The Surviving Corporation and its identity, existence, purpose, powers, franchises, rights and immunities of a not for profit corporation are unaffected and unimpaired by the Merger, and the corporate identity, existence, purpose, powers, franchises, rights and immunities of Phase One shall be merged with and into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith. The separate existence of Phase One, except insofar as it may be continued by reason of Florida law, shall cease upon the Merger becoming effective and thereupon Phase One and the Surviving Corporation shall become a single not for profit corporation.
2. At the Effective Time (as defined below), the Articles of Incorporation of Phase Three, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.
3. At the Effective Time, the By-Laws of Phase Three, as in effect immediately prior to the Effective Time, shall be the By-Laws of the Surviving Corporation until otherwise altered, amended or terminated.
4. At the Effective Time, each of the membership interests of Phase Three shall remain and each member of Phase One shall become a member of the Surviving Corporation, without any action on the part of the member.



5. At the Effective Time, the Board of Directors and Officers of Phase Three immediately prior to the Effective Time shall be the Board of Directors of the Surviving Corporation, to hold office in accordance with applicable law and the Articles and By-Laws of the Surviving Corporation.

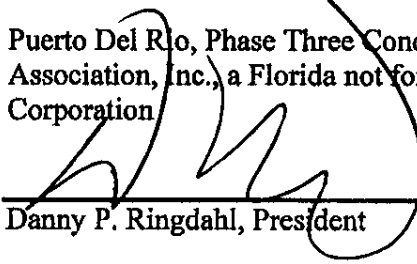
IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger as of the 11 day of ~~November~~, 2011.

Puerto Del Rio Phase One Condominium  
Association, Inc., a Florida not for profit  
Corporation



\_\_\_\_\_  
Danny P. Ringdahl, President

Puerto Del Rio, Phase Three Condominium  
Association, Inc., a Florida not for profit  
Corporation



\_\_\_\_\_  
Danny P. Ringdahl, President