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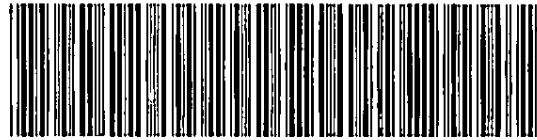
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1044 CASTELLO DRIVE, SUITE 106 | NAPLES, FLORIDA 34103 | PHONE: (239) 302-3607 | FAX: (239) 302-3609

ROBERT E. MURRELL, B.C.S.  
[RMURRELL@THEMURRELLFIRM.COM](mailto:RMURRELL@THEMURRELLFIRM.COM)

July 25, 2022

J. TODD MURRELL  
[TMURRELL@THEMURRELLFIRM.COM](mailto:TMURRELL@THEMURRELLFIRM.COM)

Amendment Section  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314


**Re: Merger documents for Quincy Square at Madison Park  
Condominium Association, Inc.**

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the merger documents (Articles of Merger, Plan of Merger, and the Amended and Restated Articles of Incorporation of Quincy Square at Madison Park Condominium Association, Inc.) for the above referenced corporation to be filed with your office. Please return a certified copy to our office at your earliest convenience. Also enclosed is a check in the amount of \$113.75 for filing fees (\$35 per Association for the merger, \$35 for the Amended and Restated Articles, plus \$8.75 for a certified copy to be returned to our office).

Thank you for your assistance.

Sincerely,  
THE MURRELL LAW FIRM, P.A.

  
Teresa Murrell  
For the Firm

Enclosures

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## ARTICLES OF MERGER

**Article 1.** The undersigned corporations, all validly and legally formed and in good standing as Florida corporations not for profit, have adopted a Plan of Merger, which is attached hereto as Exhibit "A". The Plan of Merger was adopted pursuant to Sections 617.1101 and 617.1103, Florida Statutes.

**Article 2.** Under the Plan of Merger, the surviving corporation will be **Quincy Square at Madison Park Condominium Association, Inc.**, a Florida corporation not for profit.

**Article 3.** The Plan of Merger shall become effective as and when provided therein.

**Article 4.** At the same time, the Articles of Incorporation of the Surviving Corporation are amended and restated in their entirety, pursuant to Section 617.1007 Florida Statutes. The Amended and Restated Articles of Incorporation are attached hereto as Exhibit "B".

**Article 5.** The name of the Surviving Corporation remains Quincy Square at Madison Park Condominium Association, Inc., a Florida corporation not for profit.

**Article 6.** The undersigned certifies that these Articles of Merger and the Exhibits hereto, were adopted and approved upon receiving at least a majority of the votes which members present at each such meeting or represented by proxy were entitled to cast at a meeting of the members held on May 23, 2022, which was sufficient for approval.

Date 7/25/22

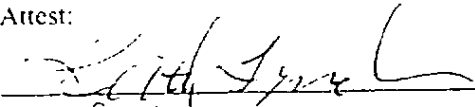
QUINCY SQUARE AT MADISON PARK  
CONDOMINIUM ASSOCIATION, INC.

By: 

Gerald Osterhoudt, President

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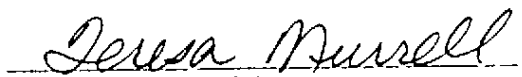
Attest:

  
Secretary

(CORPORATE SEAL)

STATE OF FLORIDA  
COUNTY OF COLLIER

This instrument was executed before me this 25th day of July, 2022, by Gerald Osterhoudt, as President of **QUINCY SQUARE AT MADISON PARK CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation not for profit, on behalf of the corporation, by means of [ ] physical presence or [ ] online notarization. He is personally known to me or did produce as identification.

  
Signature of Notary

(NOTARIAL SEAL)



TERESA MURRELL  
Commission # HH 190223  
Expires November 16, 2025  
Bonded Third Budget Notary Services

For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

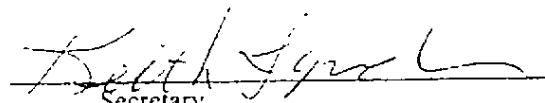
Date 7/25/22

QUINCY SQUARE AT MADISON PARK  
CONDOMINIUM ASSOCIATION, INC.

By: 

Gerald Osterhoudt, President


Attest:

  
Secretary

(CORPORATE SEAL)

STATE OF FLORIDA  
COUNTY OF COLLIER

This instrument was executed before me this 25<sup>th</sup> day of July, 2022, by Gerald Osterhoudt, as President of QUINCY SQUARE AT MADISON PARK CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, on behalf of the corporation, by means of ☒ physical presence or ☐ online notarization. He is personally known to me or did produce \_\_\_\_\_ as identification.

  
Signature of Notary

(NOTARIAL SEAL)



TERESA MURRELL  
Commission # HH 190223  
Expires November 18, 2025  
Bonded Thru Budget Notary Services

For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

Date 7/25/22

COACH HOMES AT FRANKLIN SQUARE  
CONDOMINIUM ASSOCIATION, INC.

By: Wm. Baker  
William Baker, President

Attest:

Carmelita Collier  
Secretary

(CORPORATE SEAL)

STATE OF FLORIDA  
COUNTY OF COLLIER

This instrument was executed before me this 25<sup>th</sup> day of July, 2022, by William Baker, as President of **COACH HOMES AT FRANKLIN SQUARE CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation not for profit, on behalf of the corporation, by means of ☒ physical presence or ☐ online notarization. He is personally known to me or did produce \_\_\_\_\_ as identification.

Teresa Murrell  
Signature of Notary

(NOTARIAL SEAL)



TERESA MURRELL  
Commission # HH 190223  
Expires November 16, 2025  
Bonded Thru Budget Notary Services

ARTICLES OF MERGER  
PAGE 3 OF 3

THE MURRELL LAW FIRM, P.A. ■ 1044 Castello Drive, Suite 106 ■ Naples, FL 34103  
Phone (239) 302-3607 ■ Fax (239) 302-3609

## PLAN OF MERGER

This Plan of Merger is by and between **QUINCY SQUARE AT MADISON PARK CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation not for profit, hereinafter called the "Surviving Corporation," and **COACH HOMES AT FRANKLIN SQUARE CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation not for profit, which is hereinafter referred to as the "Dissolving Corporation": ^

The Surviving Corporation and the Dissolving Corporation are sometimes referred to collectively herein as the "Constituent Corporations."

1. The Constituent Corporations are both Florida corporations not for profit, organized on a non-stock basis, and both are in good standing.
2. Previously, two (2) condominiums, one residential condominium with eighty-eight (88) units, and one residential condominium with eight (8) units, were formed by the recording of two (2) separate Declarations of Condominium, as follows:

*Declaration of Condominium of Quincy Square at Madison Park, a Condominium, consisting of eighty-eight (88) units, created by Declaration of Condominium recorded August 2, 2006, in O.R. Book 4081, at Pages 2983 et seq., of the Public Records of Collier County, Florida.*

*Declaration of Condominium for Coach Homes at Franklin Square, a Phase Condominium, consisting of eight (8) units, created by Declaration of Condominium recorded August 27, 2013, in O.R. Book 4959, at Pages 2284 et seq., of the Public Records of Collier County, Florida.*

The Constituent Corporations are the two (2) condominium associations which operate the above-referenced condominiums. The condominiums themselves are not being merged.

3. **The Surviving Corporation** shall become the condominium association that operates both of the above-referenced condominiums, and its name shall be "**Quincy Square at Madison Park Condominium Association, Inc.**"

4. **Principal Office of Surviving Corporation.** The principal office of the Surviving Corporation shall remain at the following address: % Cardinal Management Group of Florida, Inc., 4670 Cardinal Way, Suite 302, Naples, FL 34112.

5. **Changes in Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation shall be the Amended and Restated Articles of Incorporation attached to the Articles of Merger as Exhibit "B".

6. **Changes in Bylaws.** The Bylaws of the Surviving Corporation shall be the Amended and Restated Bylaws as recorded in the Public Records of Collier County.

7. **Name.** The name of the Surviving Corporation shall be "**Quincy Square at Madison Park Condominium Association, Inc.**"

8. **Directors and Officers.** The Directors and Officers of the Surviving Corporation on the effective date of the merger shall continue to be the current Directors and Officers of the Surviving Corporation. The Directors and Officers of the Surviving Corporation shall serve until their successors have been duly elected or appointed.

9. **Ratification by Members.** This Plan of Merger has been ratified and approved by the members of each of the Constituent Corporations as required by law. Execution of the Articles of Merger and this Plan of Merger by officers of each Constituent Corporation constitutes a representation and certification that such ratification and approval has been obtained.

10. **Effective Date of Merger.** This merger shall become effective on the date the Articles of Merger are filed in the office of the Secretary of State.

11. **Effect of Merger.** When the merger becomes effective, the separate existence of the Dissolving Corporation automatically ceases, except as may be required to carry out the purposes of this Plan of Merger, or as continued by statute. All of the rights, privileges, powers, franchises, assets, property, causes of action, and interests of any kind whatsoever of the Dissolving Corporation, including debts due on any and all accounts, automatically become the property of the Surviving Corporation, and do not revert and are not in any way impaired by reason of the Merger. All rights of creditors and all liens upon the property of the Constituent Corporations are preserved unimpaired, and all debts, liabilities and duties of the Dissolving Corporation thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if the debts, liabilities and duties had been initially incurred or contracted by it.

12. **Execution.** The Articles of Merger and this Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute a part of the original instrument.

IN WITNESS WHEREOF, the Constituent Corporations have caused these presents to be signed by their respective officers thereunto duly authorized by the respective Boards of Directors and Members of each corporation.

For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

Date 7/25/22

**QUINCY SQUARE AT MADISON PARK  
CONDOMINIUM ASSOCIATION, INC.**

By: [Signature]  
Gerald Osterhoudt, President

Attest:

[Signature]  
Secretary

(CORPORATE SEAL)

**STATE OF FLORIDA  
COUNTY OF COLLIER**

This instrument was executed before me this 25<sup>th</sup> <sup>July</sup> day of June, 2022, by Gerald Osterhoudt, as President of **QUINCY SQUARE AT MADISON PARK CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation not for profit, on behalf of the corporation, by means of ☒ physical presence or ☐ online notarization. He is personally known to me or did produce \_\_\_\_\_ as identification.

[Signature]  
Signature of Notary

(NOTARIAL SEAL)



**TERESA MURRELL**  
Commission # HH 190223  
Expires November 18, 2025  
Bonded Thru Budget Notary Services

**PLAN OF MERGER**

**EXHIBIT "A"**

- 3 -



For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

Date 7/25/22

COACH HOMES AT FRANKLIN SQUARE  
CONDOMINIUM ASSOCIATION, INC.

By: Wm. Baker  
William Baker, President

Attest:

Cecilia A. C. C. C.  
Secretary

(CORPORATE SEAL)

STATE OF FLORIDA  
COUNTY OF COLLIER

This instrument was executed before me this 25<sup>th</sup> day of <sup>July</sup>~~June~~, 2022, by William Baker, as President of COACH HOMES AT FRANKLIN SQUARE CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, on behalf of the corporation, by means of ☒ physical presence or ☐ online notarization. He is personally known to me or did produce \_\_\_\_\_ as identification.

Teresa Murrell  
Signature of Notary

(NOTARIAL SEAL)



TERESA MURRELL  
Commission # HH 190223  
Expires November 16, 2025  
Bonded Three Budget Notary Services

PLAN OF MERGER

EXHIBIT "A"

- 4 -

**NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION.  
FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION.**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
QUINCY SQUARE AT MADISON PARK  
CONDOMINIUM ASSOCIATION, INC.**

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Quincy Square at Madison Park Condominium Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on June 1, 2006, are hereby amended and restated in their entirety, and the name of the corporation remains Quincy Square at Madison Park Condominium Association, Inc. All amendments included herein have been adopted pursuant to Section 617.1002(4), Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended, and the provisions of these Amended and Restated Articles, other than the inclusion of amendments adopted pursuant to Section 617.1002 and the omission of matters of historical interest. The name of the corporation is and shall hereafter be "**Quincy Square at Madison Park Condominium Association, Inc.**" The Amended and Restated Articles of Incorporation of Quincy Square at Madison Park Condominium Association, Inc. shall be as follows:

**ARTICLE I**

**NAME:** The name of the corporation, (the "Association") shall be Quincy Square at Madison Park Condominium Association, Inc.

**ARTICLE II**

**PURPOSE AND POWERS:** The purpose for which the Association is organized is to provide an entity for the operation of a residential community which includes property submitted to the condominium form of ownership, located in Collier County, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no income of the Association shall be distributed or inure to the private benefit of any Unit Owner, Director or officer, except as otherwise provided by Florida law. For the accomplishment of its purposes, the Association has all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as expressly limited or modified by these Articles, the Master Declaration of Covenants, Conditions and Restrictions for Madison Park, the Declarations of Condominium for the various condominiums operated by the Association, the Bylaws of the Association, or the Florida Condominium Act. The Association also has all of the powers and duties reasonably necessary to operate the condominiums pursuant to said Declarations as they may hereafter be amended, including but not limited to the following:

- (A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.

(B) To protect, maintain, repair, replace and operate the condominium property and association property.

(C) To purchase insurance upon the condominium property and common areas for the protection of the Association and its members.

(D) To reconstruct improvements after casualty and to make further improvements of the property subject to its jurisdiction.

(E) To make, amend and enforce reasonable rules and regulations governing the use of the common areas and common elements, and the operation of the Association.

(F) To approve or disapprove the transfer of ownership and leasing of units, as and to the extent provided for in the respective Declarations.

(G) To enforce the provisions of the Condominium Act, the Master Declaration of Covenants, Conditions and Restrictions for Madison Park, the Declarations of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.

(H) To contract for the management and maintenance of the property within Quincy Square at Madison Park, a Condominium and Coach Homes at Franklin Square, a Phase Condominium and the condominium properties therein, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required to be exercised by the Board of Directors or the membership of the Association.

(I) To employ accountants, attorneys, engineers, architects, and other professional personnel to perform the services required for proper operation of the Association.

(J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities intended to provide enjoyment, recreation, or other use or benefit to the unit owners.

(K) To borrow money if necessary to perform its other functions hereunder.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Master Declaration of Covenants, Conditions and Restrictions for Madison Park, the Declarations of Condominium, these Articles of Incorporation and the Bylaws.

### **ARTICLE III**

#### **MEMBERSHIP:**

(A) The members of the Association are the record owners of a fee simple interest in one or more units, as further provided in the Bylaws.

(B) The undivided share owned by each member in the funds and assets of the Association cannot be assigned or transferred in any manner, except as an appurtenance to his Unit.

(C) The owners of each Unit, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

#### **ARTICLE IV**

**TERM:** The term of the Association shall be perpetual.

#### **ARTICLE V**

**BYLAWS:** The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

#### **ARTICLE VI**

##### **DIRECTORS AND OFFICERS:**

(A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors provided in the Bylaws, and in the absence of specification in the Bylaws shall consist of five (5) Directors.

(B) Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed from office, and vacancies on the Board of Directors shall be filled, in the manner provided by the Bylaws.

(C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by a majority of the entire Board of Directors at its first meeting after the annual meeting of the members of the Association, and shall serve at the pleasure of a majority of the Board.

#### **ARTICLE VII**

**AMENDMENTS:** Amendments to these Articles shall be proposed and adopted in the following manner:

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by written petition to the Board signed by at least one-fourth (1/4th) of the voting interests of the Association.

(B) Procedure. Upon any amendment to these Articles being so proposed by the Board or the Unit Owners, the proposed amendment shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

(C) Vote Required for Adoption. Except as otherwise provided by Florida law, these Articles of Incorporation may be amended by the approval of sixty percent (60%) of the voting interests of the Association who are present and voting, at any annual or special meeting called for the purpose.

(D) Effective Date. An amendment becomes effective after proper filing with the Florida Secretary of State and recording a certified copy in the Public Records of Collier County, Florida in the same manner as required for recording an amendment to the Bylaws.

## **ARTICLE VIII**

**INDEMNIFICATION:** To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgement or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgement in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

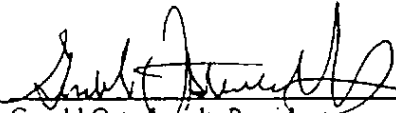
In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

**CERTIFICATE**

The undersigned, being the duly elected and acting President of Quincy Square at Madison Park Condominium Association, Inc., hereby certifies that the foregoing were approved and adopted by the affirmative vote of sixty percent (60%) of the votes of all Members who were present and voting, in person or by proxy, at a meeting of the members held on May 23, 2022, where a quorum was present after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that said vote was sufficient for their amendment. The foregoing both amended and restated the Articles of Incorporation in their entirety. The number of votes cast was sufficient for their amendment.

Executed this 24 day of June, 2022.

**QUINCY SQUARE AT MADISON PARK  
CONDOMINIUM ASSOCIATION, INC.**



Gerald Osterhoudt, President  
4670 Cardinal Way, Suite 302  
Naples, FL 34112

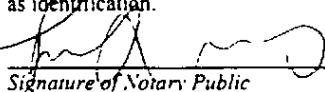
Attest:

  
Secretary

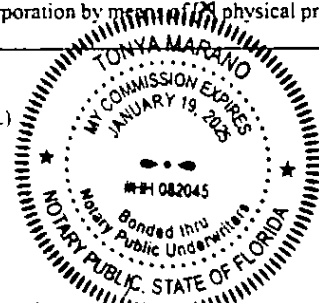
(SEAL)

**STATE OF FLORIDA  
COUNTY OF COLLIER**

Subscribed to before me this 24 day of June, 2022 by Gerald Osterhoudt, as President of Quincy Square at Madison Park Condominium Association, Inc., a Florida corporation not for profit, on behalf of the corporation by means of physical presence or [ ] online notarization. He is personally known to me or did produce FL DL as identification.

  
Signature of Notary Public

(NOTARY SEAL)



**STATE OF ~~FLORIDA~~ Minnesota  
COUNTY OF ~~COLLIER~~ Dakota**

Subscribed to before me this 22nd day of June, 2022 by Keith Lynch as Secretary of Quincy Square at Madison Park Condominium Association, Inc., a Florida corporation not for profit, on behalf of the corporation by means of [ ] physical presence or [x] online notarization. He/She is personally known to me or did produce Driver's License as identification.

  
Signature of Notary Public

(NOTARY SEAL)

