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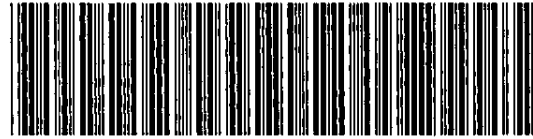
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2012 MAY 24 PM 3:01

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*2012*

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May 22, 2012

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**\* Reply to Palm Coast**

Ms. Sylvia Gilbert  
Regulatory Specialist II  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Articles of Merger of Tuscany at Hammock Dunes Condominium Association, Inc. and Beach Club at Hammock Dunes, Inc.**

Dear Ms. Gilbert:

As we discussed on the telephone today, the enclosed Articles of Merger of Tuscany at Hammock Dunes Condominium Association, Inc. and Beach Club at Hammock Dunes, Inc. were returned to our office without being filed with the State due to an oversight. Please file the enclosed original Articles of Merger of Tuscany at Hammock Dunes Condominium Association, Inc. and Beach Club at Hammock Dunes, Inc. with the State. The check for filing these was sent with my previous correspondence dated May 3, 2012.

Please return all correspondence along with the certified copy of the Articles of Merger in the enclosed self-addressed, stamped envelope.

Sincerely,

Shannon J. Towles  
Paralegal

/sjt  
Enclosures

THD001 ltr19



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 14, 2012

TAYLOR & CARLS, P.A.  
C/O SHANNON J. TOWLES  
150 N. WESTMONTE DRIVE  
ALTAMONTE SPRINGS, FL 32714

SUBJECT: TUSCANY AT HAMMOCK DUNES CONDOMINIUM ASSOCIATION, INC.

Ref. Number: N06000010822

We have received your document for TUSCANY AT HAMMOCK DUNES CONDOMINIUM ASSOCIATION, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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.

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) 245-6050.

Sylvia Gilbert  
Regulatory Specialist II

Letter Number: 812A00014213

**ARTICLES OF MERGER**  
**OF**  
**TUSCANY AT HAMMOCK DUNES CONDOMINIUM ASSOCIATION, INC.,**  
**AND**  
**BEACH CLUB AT HAMMOCK DUNES , INC.**

FILED  
2012 MAY 24 PM 3:01  
SEAL OF THE STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Not For Profit Corporation Act pursuant to Section 617.1105, Florida Statutes.

**ARTICLE I**  
**Plan of Merger**

A copy of the Plan of Merger of Tuscany at Hammock Dunes Condominium Association, Inc. and Beach Club at Hammock Dunes, Inc. both of which are Florida not-for-profit corporations, is hereto attached as **Exhibit "A"** (hereinafter "Plan of Merger").

**ARTICLE II**  
**Approval**

There are no members entitled to vote on the Plan of Merger.

The Plan of Merger was adopted by the Board of Directors of TUSCANY AT HAMMOCK DUNES CONDOMINIUM ASSOCIATION, INC., at a board meeting held on April 3, 2012. The number of directors in office was three (3). The number of votes cast in favor of the Plan of Merger was sufficient for approval. The vote for the Plan was as follows: 3 FOR, 0 AGAINST.

The Plan of Merger was adopted by the Board of Directors of BEACH CLUB AT HAMMOCK DUNES, INC., at a board meeting held on April 3, 2012. The number of directors in office was three (3). The number of votes cast in favor of the Plan of Merger was sufficient for approval. The vote for the Plan was as follows: 3 FOR, 0 AGAINST.

**ARTICLE III**  
**Effective Date**

The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

[DOCUMENT CONTINUES ON NEXT PAGE]

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on the day and year written below.

**Tuscany at Hammock Dunes Condominium Association, Inc.,  
a Florida not-for-profit corporation**

By: Robert W. Greenberg  
ROBERT W. GREENBERG  
(Print Name) As Its President  
Cosmo J. DiPerna  
85 Ave de La Mer # 304  
(Address)

Date: April 3, 2012

**Beach Club at Hammock Dunes, Inc.,  
a Florida not for profit corporation**

By: Robert W. Greenberg  
ROBERT W. GREENBERG  
(Print Name) As Its President  
Cosmo J. DiPerna  
85 Ave de La Mer 304  
(Address)

Date: April 3, 2012

**EXHIBIT "A"**

**PLAN OF MERGER**

**OF**

**TUSCANY AT HAMMOCK DUNES CONDOMINIUM ASSOCIATION, INC.,**

**AND**

**BEACH CLUB AT HAMMOCK DUNES , INC.**

This is a Plan of Merger for Tuscany at Hammock Dunes Condominium Association, Inc. and Beach Club at Hammock Dunes, Inc.

**ARTICLE I**

**Constituent Corporations**

The names of each constituent corporation are Tuscany at Hammock Dunes Condominium Association, Inc. and Beach Club at Hammock Dunes, Inc., both of which are Florida not-for-profit corporations (hereinafter collectively referred to as "Constituent Corporations").

**ARTICLE II**

**Merger**

Pursuant to Section 617.1101, Florida Statutes, Tuscany at Hammock Dunes Condominium Association, Inc. and Beach Club at Hammock Dunes, Inc., shall be merged into Tuscany at Hammock Dunes Condominium Association, Inc. (hereinafter the "Merger").

**ARTICLE III**

**Surviving Corporation**

Tuscany at Hammock Dunes Condominium Association, Inc. shall be the surviving corporation of the Merger and shall continue to be named as Tuscany at Hammock Dunes Condominium Association, Inc. (hereinafter the "Surviving Corporation")

**ARTICLE IV**

**Articles of Incorporation**

The Articles of Incorporation of Tuscany at Hammock Dunes Condominium Association, Inc., as in effect immediately prior to the Merger, shall be the Articles of Incorporation of the Surviving Corporation until further amended as provided by law.

**ARTICLE V**

**Directors and Officers**

The directors and officers of the Surviving Corporation immediately before the Merger, shall continue to be the directors and officers immediately following the Merger.

**ARTICLE VI  
Members**

The members of Tuscany at Hammock Dunes Condominium Association, Inc. immediately before the Merger, shall all be members of the Surviving Corporation immediately following the Merger, and, without further action, shall possess all rights and obligations granted to members of the Surviving Corporation by its Articles of Incorporation and Bylaws.

**ARTICLE VII  
Declarations**

The Merger shall not effect any revocation, change or addition to any of the respective Declaration of Condominium or Declaration of Covenants and Restrictions which are applicable to the properties managed and operated by each of the Constituent Corporations immediately before the Merger.

**ARTICLE VIII  
Assets and Liabilities**

On the effective date of the Merger, the separate existences of the Constituent Corporations shall cease and the Surviving Corporation shall, without further action, possess all of their rights and privileges immediately preceding the Merger, and all of its rights pursuant to its Articles of Incorporation and Bylaws. All assets of any nature of the Constituent Corporations shall, without further action, be vested in the Surviving Corporation immediately following the Merger. Following the Merger, the Surviving Corporation shall be responsible for all liabilities and obligations of the Constituent Corporations. Any claim existing or action or proceeding pending against any of the Constituent Corporations may be continued as if the Merger did not occur or the Surviving Corporation may be substituted for the particular Constituent Corporation in any such proceeding. Neither the rights of creditors, nor any liens upon the property of the Constituent Corporations shall be impaired by the Merger.

**ARTICLE IX  
Effective Date**

The Merger shall become effective on the date that the Articles of Merger are filed with the Florida Department of State.

**ARTICLE X  
Abandonment**

Notwithstanding anything to the contrary herein contained, this Plan of Merger may be terminated and abandoned by the Board of Directors of any of the Constituent Corporations, at any time prior to the filing of the Articles of Merger with the Florida Department of State.