

Division of Corporations

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NO7000003541

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MERGER OR SHARE EXCHANGE

Banbury at Sarasota National Condominium Association

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Banbury at Sarasota National Condominium Association, Inc.

(Name of Surviving Corporation)

(f/k/a Banbury at Sarasota National Section I Condominium Association, Inc.)
The enclosed Articles of Merger and fee are submitted for filing. Doc # NO7000003541

Please return all correspondence concerning this matter to following:

Steven M. Falk, Esq.

(Contact Person)

Roetzel & Andress, LPA

(Firm/Company)

850 Park Shore Drive, Suite 300

(Address)

Naples, FL 34103

(City/State and Zip Code)

For further information concerning this matter, please call:

Steven M. Falk, Esq.

(Name of Contact Person)

At (239) 649-6200

(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

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ARTICLES OF MERGER

of

BANBURY AT SARASOTA NATIONAL RECREATION ASSOCIATION, INC.,
a Florida Not-For-Profit Corporation,

into/with

BANBURY AT SARASOTA NATIONAL CONDOMINIUM ASSOCIATION, INC.,
a Florida Not-For-Profit Corporation,

ARTICLES OF MERGER between BANBURY AT SARASOTA NATIONAL RECREATION ASSOCIATION, INC., a Florida Not-for-Profit corporation ("Merging Corporation") and BANBURY AT SARASOTA NATIONAL CONDOMINIUM ASSOCIATION, INC., a Florida Not-for-Profit corporation ("Surviving Corporation").

Pursuant to s. 617.1105 of the Florida Not-for-Profit Corporation Act (the "Act") BANBURY AT SARASOTA NATIONAL RECREATION ASSOCIATION, INC. and BANBURY AT SARASOTA NATIONAL CONDOMINIUM ASSOCIATION, INC., adopt the following Articles of Merger.

1. The Plan of Merger dated 3/9/09 ("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:

Banbury at Sarasota National Condominium Association, Inc. (Surviving Corporation)

Date of Members' Meeting at Which Plan of Merger was Approved:

5/8/09

Number of Votes In Favor of Plan of Merger

3

Number of Votes In Opposition to Plan of Merger

0

Banbury at Sarasota National Recreation Association, Inc. (Merging Corporation)

Date of Members' Meeting at Which Plan of Merger was Approved:

5/8/09

Number of Votes In Favor of Plan of Merger

3

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, including the amendments to the Articles of Incorporation of the Surviving Corporation. Pursuant to the Plan of Merger, the name of the Surviving Corporation is renamed to be "Banbury at Sarasota National Condominium Association, Inc."


3. Pursuant to s. 617.1105(4) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, the parties have set their hands this 29th day of May, 2009.

BANBURY AT SARASOTA NATIONAL
RECREATION ASSOCIATION, INC. (SEAL)

By: 
Scott Brooks
Its: President

BANBURY AT SARASOTA NATIONAL
CONDOMINIUM ASSOCIATION, INC. (SEAL)

By: 
Scott Brooks
Its: President

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PLAN OF MERGER

Merger between Banbury at Sarasota National Condominium Association, Inc. which shall be known as the "Surviving Corp." and Banbury at Sarasota National Recreation Association, Inc. which shall be known as the "Merging Corp." (collectively the "Constituent Corporations"). 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"). Pursuant to this Plan of Merger, the Surviving Corp. shall be Banbury at Sarasota National Condominium Association, Inc.

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date, with the following changes, shall be the Articles of Incorporation of the Surviving Corp. until further amended as provided by law. The changes to Surviving Corp.'s Articles of Incorporation shall take effect on the Effective Date.

2. Effect of Merger. On the Effective Date, the separate existence of Merging Corp. shall cease, and Surviving Corp. shall be fully vested in Merging Corp.'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, Surviving Corp. 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 Surviving Corp. or Merging Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., 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 Surviving Corp., 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 Surviving Corp. and Merging Corp. for this Plan of Merger, Merging Corp. and Surviving Corp. shall cause their respective President (or Vice President) 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 Surviving Corp. 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 filing date of the Articles of Merger.