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2013 APR 11 PM 4:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DOOR  
4/18/23*

ARTICLES OF MERGER

FILED

2013 APR 11 PM 4:14

of

WHISPERING PALMS SECTION I CONDOMINIUM ASSOCIATION, INC.,  
A Florida Not-For-Profit Corporations,

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

into/with

WHISPERING PALMS SECTION II CONDOMINIUM ASSOCIATION, INC.,  
a Florida not-For-Profit Corporation,

which will thereafter be known as

WHISPERING PALMS CONDOMINIUM ASSOCIATION OF LEE COUNTY, INC.,  
a Florida not-For-Profit Corporation,

ARTICLES OF MERGER between WHISPERING PALMS SECTION I CONDOMINIUM ASSOCIATION, INC., a Florida Not-for-Profit corporations ("Merging Corporation") and WHISPERING PALMS SECTION II 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"), WHISPERING PALMS SECTION I CONDOMINIUM ASSOCIATION, INC., a Florida Not-for-Profit corporations ("Merging Corporation") and WHISPERING PALMS SECTION II CONDOMINIUM ASSOCIATION, INC., a Florida Not-for-Profit corporation ("Surviving Corporation" adopt the following Articles of Merger.

1. The Plan of Merger dated January 4, 2013 ("Plan of Merger") which Plan of Merger was approved and adopted by sufficient votes of the respective membership of the Merging Corporations and the Surviving Corporation, as follows:

Whispering Palm Section I Condominium Association, Inc. (Merging Corporation)

Date of Meeting at Which Plan of  
Merger was Approved: 2-21, 2013

Number of Votes In Favor of Plan of Merger 22

Number of Votes In Opposition to Plan of Merger 0

Whispering Palms Section II Condominium Association, Inc. (Surviving Corporation)

Date of Meeting at Which Plan of  
Merger was Approved: \_\_\_\_\_, 2013

Number of Votes In Favor of Plan of Merger 10

Number of Votes In Opposition to Plan of Merger 2

1. 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.

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 Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 26 day of March, 2013.

WHISPERING PALMS SECTION I  
CONDOMINIUM ASSOCIATION, INC. (SEAL)

By: George Ultrino Sr.  
President

WHISPERING PALMS SECTION II  
CONDOMINIUM ASSOCIATION, INC. (SEAL)

By: Elizabeth Mahofski  
President

**PLAN OF MERGER  
FOR  
WHISPERING PALMS SECTION I CONDOMINIUM ASSOCIATION, INC.  
MERGING WITH AND INTO  
WHISPERING PALMS SECTION II CONDOMINIUM ASSOCIATION, INC.  
WHICH SHALL THEREAFTER BECOME KNOWN AS  
WHISPERING PALMS CONDOMINIUM ASSOCIATION OF LEE COUNTY, INC.**

January 4, 2013

Merger between Whispering Palm Section I Condominium Association, Inc., which shall each be known as the "Merging Corp." and Whispering Palms Section II Condominium Association, Inc., which shall be known as the "Surviving Corp." and which as part of the merger change its name to Whispering Palms Condominium Association of Lee County, Inc., (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").

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, which shall take effect on the Effective Date are as follows:

SEE EXHIBIT "A" ATTACHED

2. Effect of Merger. On the Effective Date, the separate existence of Merging Corp. shall cease, and shall be fully vested in Surviving 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. The foregoing notwithstanding, after the merger all of the financial obligations, including but not limited to accounts receivable, accounts payable and other liabilities and benefits (hereinafter "pre-existing obligations") of the former Whispering Palm Section I Condominium Association, Inc., shall remain the sole and exclusive obligation/benefit of the owners of the units within Whispering Palm Section I Condominium until such time as all outstanding pre-existing obligations are fulfilled. Likewise after the merger all of the financial obligations, including but not limited to accounts receivable, accounts payable and other liabilities and benefits (hereinafter "pre-existing obligations") of the former Whispering Palm Section II Condominium Association, Inc., shall remain the sole and exclusive obligation/benefit of the owners of the units within Whispering Palm Section II Condominium until such time as all outstanding pre-existing obligations are fulfilled.

4. 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.

5. Filing with the Florida Secretary 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 Secretary 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.

6. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of all Constituent Corporations, notwithstanding favorable action by the members of the respective Constituent Corporations.

**PROPOSED AMENDMENTS  
TO  
ARTICLES OF INCORPORATION  
OF  
WHISPERING PALMS II CONDOMINIUM ASSOCIATION, INC.  
TO BECOME KNOWN AS  
WHISPERING PALMS CONDOMINIUM ASSOCIATION OF LEE COUNTY, INC.**

Additions indicated by underlining

Deletions indicated by ~~hyphens~~

**ARTICLE I**

**NAME:** The name of the corporation, herein called the "Association", is Whispering Palms II Condominium Association of Lee County, Inc.

**ARTICLE III**

**PURPOSE AND POWERS:** The purpose for which the Corporation is organized is to provide an entity for the ownership, maintenance and operation of Whispering Palms II, a Condominium located in Lee County, Florida, and any Condominium which is operated by the Corporation pursuant to a corporate merger. The Association is organized and shall exist on a non-stock basis as a Florida corporation not for profit. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit, except as limited or modified by the these Articles, the Declarations of Condominium or Chapter 718, Florida Statutes, as it may hereafter be amended, including without limitation the following powers and duties:

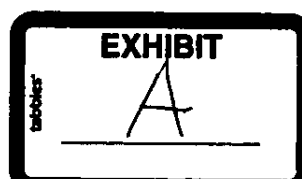
**ARTICLE III**

**MEMBERSHIP:**

(A) The Members of this Association are all owners of record legal title to one or more units in the Condominiums, as further provided in the Bylaws.

**ARTICLE VIII**

(C) Vote Required. Except as otherwise required by law, a proposed amendment to these



Articles of Incorporation shall be adopted if it is approved by ~~a majority of the total~~ at least two-thirds (2/3rds) of the voting interests in the Association who are present and voting, in person or by proxy, at any annual or special meeting called for the purpose, or if approved in writing by a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains the text of the proposed amendment.

## **ARTICLE XII**

**CORPORATE MERGER.** It is contemplated that Whispering Palms I Condominium Association, Inc., will merge with and into Whispering Palms II Condominium Association, Inc., which shall be deemed the Surviving Corporation and which shall thereafter be known as Whispering Palms Condominium Association of Lee County, Inc. In the event that the corporate merger is not approved, or the owners in all condominiums do not approve the requisite amendments to their Condominium Documents, then the amendments to these Articles of Incorporation shall be void. In the event the merger and all requisite amendments are approved, then notwithstanding anything to the contrary contained in the governing documents of this Association, all references to the "Association" shall mean the surviving corporation and all references to the Articles of Incorporation and Bylaws shall mean the Articles of Incorporation and Bylaws of the surviving corporation. The Board of Directors shall have the authority to adopt amendments to the Condominium Documents of this Association to effectuate the corporate merger in the event that any necessary amendments are inadvertently omitted from those amendments voted on by the membership.