

LAW OFFICES OF

Steven Friedman

N 11627

MEMBER OF FLORIDA AND NEW YORK BARS

December 28, 1999

000003083750--4
-12/29/99--01099--014
*****78.75 *****78.75

Division Of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

VIA UPS

Re: Articles of merger of **CONDOMINIUM OWNERS OF PEMBROKE PINES ASSOCIATION, INC.** and Cooppa Guardian, Inc.

Ladies and Gentleman:

Enclosed for filing are Articles Of Merger and Plan Of Merger.

Please send this office a certified copy of the filed Articles and Plan.

My check payable to the Division Of Corporations in the sum of \$78.75 together with a return envelope is enclosed.

Please return Articles and check submitted on 12/20/99 as they were in error.

Thank you for your earliest possible attention to this matter.

EFFECTIVE DATE
1-1-2000

Very truly yours,



Steven Friedman, Esq.

FILED
99 DEC 29 PM 4:47
TALLAHASSEE, FLORIDA

Merger
1-11-00
MS

Cc: Client

FILED

99 DEC 29 PM 4:47

TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

COOPPA GUARDIAN, INC., a Florida corporation, N98000001001

INTO

**CONDOMINIUM OWNERS OF PEMBROKE PINES ASSOCIATION, INC., a
Florida entity, N11627**

File date: December 29, 1999, effective January 1, 2000

Corporate Specialist: Doug Spitler

FILED

99 DEC 29 PM 4:47

ARTICLES OF MERGER
OF COOPPA GUARDIAN, INC.
A NOT-FOR-PROFIT FLORIDA CORPORATION INTO,
CONDOMINIUM OWNERS OF PEMBROKE PINES ASSOCIATION, INC. A NOT-
FOR-PROFIT FLORIDA CORPORATION

ARTICLES OF MERGER between CONDOMINIUM OWNERS OF PEMBROKE PINES ASSOCIATION, INC. a Not-For-Profit Florida corporation, (hereinafter referred to as COOPPA, Inc.) and COOPPA GUARDIAN, INC. a Not-For-Profit Florida corporation.

Under Florida Statute § 617.1101, COOPPA, INC. and COOPPA GUARDIAN, INC. adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated 12/1/99, between COOPPA, INC. and COOPPA GUARDIAN, INC. was approved and adopted by the Members of COOPPA, INC. and COOPPA GUARDIAN, INC. on 12/7/99.

2. Under the Plan of Merger, all Members of COOPPA GUARDIAN, INC. shall become Members of COOPPA, INC. with all rights and privileges set forth in the Articles of Incorporation and ByLaws of COOPPA, INC.

3. The Plan of Merger is attached as an Exhibit and is incorporated by reference as if fully set forth herein.

4. Under Florida Statute § 617.1105, 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 on this 28 day of December, 1999.

CONDOMINIUM OWNERS OF PEMBROKE PINES ASSOCIATION, INC..

BY: 
Ray Schultz, President

EFFECTIVE DATE

1-1-2000

COOPPA GUARDIAN, INC.

BY: Al Friedman
Al Friedman, President

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared

Al Friedman, President

well known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same, and he did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 28th day of December, 1999.

Personally Known or Produced Identification _____

Type of Identification Produced: _____

[Signature]
NOTARY PUBLIC
MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL
SALLY SMITH CAIRO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC718418
MY COMMISSION EXP. FEB. 12, 2002

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I **HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared

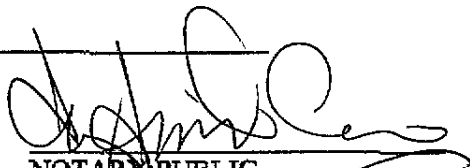
Ray Schultz, President

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Personally Known or Produced Identification _____

Type of Identification Produced: _____


NOTARY PUBLIC
MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL
SALLY SMITH CAEIRO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC718418
MY COMMISSION EXP. FEB. 19, 2002

**PLAN OF MERGER OF CONDOMINIUM OWNERS OF PEMBROKE PINES
ASSOCIATION, INC. and COOPPA GUARDIAN, INC.**

This Agreement and Plan of Merger dated December 1, 1999 made by and among **CONDOMINIUM OWNERS OF PEMBROKE PINES ASSOCIATION, INC.** a Florida Not-For-Profit Corporation (hereinafter referred to as **COOPPA, INC.**) and **COOPPA GUARDIAN, INC.**, a Florida Not-For-Profit Corporation.

WITNESSETH:

WHEREAS, **COOPPA GUARDIAN, INC.** desires to merge with and into **COOPPA, INC.**, with **COOPPA, INC.** being the surviving corporation on the terms and subject to the conditions set forth in this Plan Of Merger (**PLAN**) and

WHEREAS, the Board of Directors of both Not-For-Profit corporations have determined that it is advisable and in the best interest of both companies that **COOPPA GUARDIAN, INC.** be merged into **COOPPA, INC.**, on the terms and conditions set forth, in accordance with Florida Statute § 617.1101 et seq.

NOW THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

ARTICLE I

THE MERGER

1. The term "Effective Date" shall mean January 1, 2000.
2. On the Effective Date, **COOPPA GUARDIAN, INC.** shall be merged with and into **COOPPA, INC.** The separate existence of **COOPPA GUARDIAN, INC.** shall cease at the Effective Date and the existence of **COOPPA, INC.** shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of not-for-profit corporations organized under the laws of the State of Florida.
3. The Plan of Merger had been approved by the Members and Board of Directors of both **COOPPA, INC.** and **COOPPA GUARDIAN, INC.** in accordance with Florida Statute §617.1101 et seq. **COOPPA, INC.** shall deliver notice of the Merger to all Members of both corporations.

ARTICLE II

EFFECTS OF THE MERGER

Except as is provided in Article VI below, at the Effective Date, COOPPA, INC. shall possess all the rights, privileges, immunities and franchises, of both a public and private nature of COOPPA GUARDIAN, INC. and shall be responsible and liable for all liabilities and obligations of COOPPA GUARDIAN, INC. all as more particularly set forth in Florida Statute § 617.1106.

ARTICLE III

TERMS OF THE TRANSACTION; COVERSION OF MEMBERSHIP RIGHTS

Each Member of COOPPA GUARDIAN, INC. shall now be deemed a Member of COOPPA, INC., and shall enjoy all rights, privileges, as are provided to Members of COOPPA, INC., in accordance with its Articles of Incorporation and By-Laws currently in effect.

ARTICLE IV

ASSIGNMENT

If at any time COOPPA, INC. shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in COOPPA, INC. the title to any property or rights of COOPPA GUARDIAN, INC., or to otherwise carry out the provisions of this Plan, the proper officers and directors of COOPPA GUARDIAN, INC. as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, confirm, or record the title to such property or rights in COOPPA, INC.

ARTICLE V

EXPENSES

COOPPA, INC. shall pay all expenses of accomplishing the Merger.

ARTICLE VI

CONTINUED OPERATION AND AUTONOMY OF COOPPA GUARDIAN

Subsequent to the Merger, The COOPPA GUARDIAN NEWSPAPER shall operate as a division of COOPPA, INC under the following terms and conditions:

1. The COOPPA GUARDIAN Division shall be managed by a separate Board of Directors consisting of at least three (3) directors.
2. The directors shall appoint the officers of Cooppa Guardian consisting of a President, First and Second Vice Presidents, Secretary and Treasurer.
3. Election of directors shall occur on an annual basis.
4. Only officers and directors of Cooppa Guardian shall have the right to vote to elect Cooppa Guardian directors.
5. The President, Vice Presidents and Treasurer of Cooppa Guardian must be officers or directors of Cooppa Inc.
6. Cooppa Guardian shall maintain a separate bank account from Cooppa, Inc for operating purposes. The Presidents, Vice Presidents and Treasurers of Cooppa, Inc. and Cooppa Guardian shall have signatory rights regarding the Cooppa Guardian bank account.
7. Two signatures shall be required on all drafts and withdrawals concerning the Cooppa Guardian bank account.
8. All profits derived from the operation of Cooppa Guardian shall be turned over to Cooppa Inc. on an annual basis at such time as is to be determined by Cooppa Guardian's Board Of Directors for distribution in accordance with Cooppa Inc.'s lawful purposes as set forth in its articles and bylaws, but only after a reserve to be determined by Cooppa Guardian's Board Of Directors is established to cover Cooppa Guardian's operating contingencies.
9. Cooppa Guardian shall have complete autonomy with regard to the editorial content, operation and publication of Cooppa Guardian free from any interference or restraint from Cooppa, Inc.
10. To the extent that Cooppa Inc's Articles Of Incorporation and By Laws as amended are not inconsistent with the terms and conditions set forth above, they shall govern Cooppa Guardian's operations.

IN WITNESS WHEREOF, the parties have set their hands on this 28th day of December 1999.

CONDOMINIUM OWNERS OF PEMBROKE PINES ASSOCIATION, INC..

BY:


Ray Schultz, President

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared

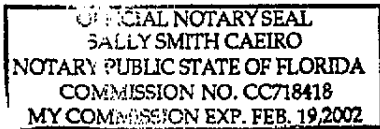
Ray Schultz, President

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WITNESS my hand and official seal in the County and State last aforesaid this 28 day of December 1999.


Personally Known or Produced Identification _____

Type of Identification Produced: _____




NOTARY PUBLIC
MY COMMISSION EXPIRES:

COOPPA GUARDIAN, INC.

BY: 
Al Friedman, President

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

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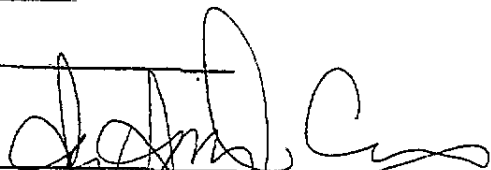
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