

N12477

Florida Department of State  
Division of Corporations  
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## MERGER OR SHARE EXCHANGE

GULF ISLAND CONDOMINIUM OWNERS' ASSOCIATION, INC.

Certificate of Status	0
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merger  
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May 6, 2009

## FLORIDA DEPARTMENT OF STATE

Division of Corporations  
GULF ISLAND CONDOMINIUM OWNERS' ASSOCIATION, INC.  
6035 SEA RANCH DRIVE  
HUDSON, FL 34667

SUBJECT: GULF ISLAND CONDOMINIUM OWNERS' ASSOCIATION, INC.  
REF: N12477

*Amended -  
see  
attached.  
Thank you.*

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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.

We need the approval for the merging corporation also. Please remove the word shareholders as indicated in your document.

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) 245-6892.

Tina Roberts  
Regulatory Specialist II

FAX Aud. #: H09000114712  
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P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF MERGER**  
 (Not for Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
GULF ISLAND CONDOMINIUM OWNERS' ASSOCIATION, INC.	FLORIDA	N12477

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
GULF ISLAND BEACH & TENNIS CLUB CONDOMINIUM ASSOCIATION I, INC.	FLORIDA	N94000002891

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR**     /     /     (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

*(Attach additional sheets if necessary)*

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**Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the surviving corporation on MARCH 26, 2009.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:  
74 FOR 8 AGAINST

**SECTION II**

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on \_\_\_\_\_. The number of directors in office was \_\_\_\_\_. The vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

**Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the merging corporation(s) on MARCH 26, 2009. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 74 FOR 8 AGAINST

**SECTION II**

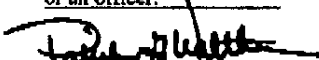
(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

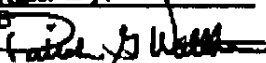
There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on \_\_\_\_\_. The number of directors in office was \_\_\_\_\_. The vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

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**Seventh: SIGNATURES FOR EACH CORPORATION**Name of CorporationSignature of the chairman/  
vice chairman of the board  
or an officer.Typed or Printed Name of Individual & TitleGULF ISLAND CONDOMINIUM  
OWNERS' ASSOCIATION, INC.

PATRICK WALTHER, PRESIDENT

GULF ISLAND BEACH & TENNIS CLUB  
CONDOMINIUM ASSOCIATION I, INC.

PATRICK WALTHER, PRESIDENT

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## PLAN OF MERGER

This is a Plan of Merger pursuant to which GULF ISLAND BEACH & TENNIS CLUB CONDOMINIUM ASSOCIATION I, INC., a Florida corporation not-for-profit, shall be merged into GULF ISLAND CONDOMINIUM OWNERS' ASSOCIATION, INC., a Florida corporation not-for-profit.

## BACKGROUND INFORMATION

The board of directors of each of GULF ISLAND CONDOMINIUM OWNERS' ASSOCIATION, INC. and GULF ISLAND BEACH & TENNIS CLUB CONDOMINIUM ASSOCIATION I, INC., have determined that it is advisable and to the advantage of each such corporation and its respective members that GULF ISLAND BEACH & TENNIS CLUB CONDOMINIUM ASSOCIATION I, INC. be merged into GULF ISLAND CONDOMINIUM OWNERS' ASSOCIATION, INC., at the conclusion of which GULF ISLAND CONDOMINIUM OWNERS' ASSOCIATION, INC. shall remain as the surviving or resulting entity and the corporate existence of GULF ISLAND BEACH & TENNIS CLUB CONDOMINIUM ASSOCIATION I, INC., shall terminate and expire. In furtherance thereof, each board has approved and adopted the terms of this Plan of Merger and has recommended the adoption of the Plan of Merger and its underlying transactions to the members of each Association. Accordingly, the merger shall be effected as follows:

## OPERATIVE PROVISIONS

1. Merger. In accordance with applicable provisions of the Florida Not for Profit Corporation Act, at the Effective Date (as defined below), GULF ISLAND BEACH & TENNIS CLUB CONDOMINIUM ASSOCIATION I, INC. shall be merged with and into GULF ISLAND CONDOMINIUM OWNERS' ASSOCIATION, INC. (the "Merger"), and GULF ISLAND CONDOMINIUM OWNERS' ASSOCIATION, INC. shall constitute the surviving and resulting corporation of such Merger (hereinafter GULF ISLAND CONDOMINIUM OWNERS' ASSOCIATION, INC. sometimes is referred to as the "Surviving Corporation"). The separate and corporate existence of GULF ISLAND BEACH & TENNIS CLUB CONDOMINIUM ASSOCIATION I, INC. shall cease, and GULF ISLAND CONDOMINIUM OWNERS' ASSOCIATION, INC. shall continue its corporate existence pursuant to the laws of the State of Florida.

2. Effective Date. The Merger shall become effective on the date of filing Articles of Merger with the Florida Secretary of State (the "Effective Date").

3. Surviving Corporation. The Surviving Corporation shall possess and retain every interest in all of its assets and property of every description. The rights, privileges, immunities powers, franchises and authority of a public as well as private nature of GULF ISLAND BEACH & TENNIS CLUB CONDOMINIUM ASSOCIATION I, INC. shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate and other

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property owned by GULF ISLAND BEACH & TENNIS CLUB CONDOMINIUM ASSOCIATION I, INC. shall be vested in the Surviving Corporation and shall not revert or in any way be impaired by reason of the Merger.

4. Obligations. All obligations belonging to or due to GULF ISLAND BEACH & TENNIS CLUB CONDOMINIUM ASSOCIATION I, INC. shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of GULF ISLAND BEACH & TENNIS CLUB CONDOMINIUM ASSOCIATION I, INC., existing as of the Effective Date.

5. Articles of Incorporation; By-Laws. The Articles of Incorporation and By-Laws of GULF ISLAND CONDOMINIUM OWNERS' ASSOCIATION, INC. in effect immediately prior to the Effective Date shall become the Articles of Incorporation and By-Laws of the Surviving Corporation. The Articles of Incorporation of the Surviving Corporation are amended to the extent required to incorporate these articles of merger.

6. Directors and Officers. The persons serving as directors of GULF ISLAND BEACH & TENNIS CLUB CONDOMINIUM ASSOCIATION I, INC., immediately prior to the Effective Date, shall serve as the directors of the Surviving Corporation after the Effective Date, and the persons serving as officers of GULF ISLAND BEACH & TENNIS CLUB CONDOMINIUM ASSOCIATION I, INC. immediately prior to the Effective Date shall, after the Effective Date, serve as officers of the Surviving Corporation, in each case such directors and officers to hold office until their successors have been duly elected and qualified in accordance with the Articles of Incorporation and By-Laws of the Surviving Corporation, or their earlier death, resignation or removal.

**THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK.**