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AUG 09 2017

Merge

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ARDEN PARK MASTER HOMEOWNERS ASSOCIATION, INC.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

R. Travis Rentz, Esq.

(Contact Person)

Godbold, Downing, Bill & Rentz, P. A.

(Firm/Company)

222 W. Comstock Ave., Suite 101

(Address)

Winter Park, FL 32789

(City/State and Zip Code)

For further information concerning this matter, please call:

R. Travis Rentz, Esq.

(Name of Contact Person)

At (⁴⁰⁷) ⁶⁴⁷⁻⁴⁴¹⁸

(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

ARTICLES OF MERGER

(Not for Profit Corporations)

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Arden Park Master Homeowners Association, Inc.	Florida	N13000002605

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Arden Park North Homeowners Association, Inc.	Florida	N16000003879

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 1/ / (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).

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

(Attach additional sheets if necessary)

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 February 17, 2017.

The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:

unanimous FOR 0 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 _____.

The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ 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

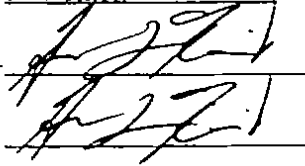
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer.

Typed or Printed Name of Individual & Title

Arden Park Master
Homeowners Association, Inc.
Arden Park North
Homeowners Association, Inc.



Aaron Reid

Aaron Reid

PLAN OF MERGER

This Plan of Merger, dated February 17, 2017 between Arden Park Master Homeowners Association, Inc., a Florida nonprofit corporation (herein sometimes referred to as "The Surviving Corporation"), and Arden Park North Homeowners Association, Inc., a Florida nonprofit corporation, (herein sometimes referred to as "The Merged Corporation").

Whereas, Arden Park North Homeowners Association, Inc. is a nonprofit corporation organized and existing under and by virtue of the laws of the State of Florida; and

Whereas, Arden Park Master Homeowners Association is a nonprofit corporation organized and existing under and by virtue of the laws of the State of Florida; and

Whereas, the Board of Directors of Arden Park North Homeowners Association, Inc. and Arden Park Master Homeowners Association, Inc., the parties hereto deem it desirable and in the best interest of the corporations and their members that Arden Park North Homeowners Association, Inc. be merged into Arden Park Master Homeowners Association, Inc.

Now, therefore, in consideration of the mutual promises and covenants, and subject to the conditions herein set forth, the merging corporations agree as follows:

ARTICLE I

Merger

1.1. The merging corporations shall be merged into a single corporation by Arden Park North Homeowners Association, Inc. merging into and with Arden Park Master Homeowners Association, Inc., the Surviving Corporation, which shall survive the merger, pursuant to the provisions of the Florida Nonprofit Corporation Act, Florida Statutes Chapter 617. On the effective date of such merger, the Surviving Corporation shall, without further act or deed, thereupon and thereafter succeed to and possess all of the rights, privileges, power, franchises and immunities (including, without limitation, the power to enforce the Merged Corporation's Declaration of Covenants, Conditions, and Restrictions), as well of a public and private nature, of the Merged Corporation and all of the property, real, personal and mixed, and all debts due to the Merged Corporation, on whatever account, and all and every other right, title or interest of or belonging to or due the Merged Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of the Merged Corporation, and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if the Merger had not taken place. Neither the rights of creditors nor any liens upon the property of the Merged Corporation shall be impaired by the Merger, provided however, that any such liens shall be limited to the property subject to such liens immediately prior to the effective date of the merger.

1.2. The name of the Surviving Corporation shall be Arden Park Master Homeowners Association, Inc. The purposes, county where the principal office for the transaction of business

shall be located, county where the registered office shall be located, number of directors, and the members of the Surviving Corporation shall be as appears in the Articles of Incorporation of the Surviving Corporation as amended and as hereinafter set forth.

1.3. The Articles of Incorporation of the Surviving Corporation, as amended, shall survive and control the governance of the Surviving Corporation until the same shall be altered, amended, or repealed, or until new bylaws are adopted as provided therein.

1.4. The bylaws of the Surviving Corporation as in effect on the effective date of the merger, shall be the bylaws of the Surviving Corporation until the same shall be altered, amended, or repealed, or until new bylaws are adopted as provided therein.

1.5. The names and addresses of the persons who shall constitute the Board of Directors of the Surviving Corporation, and who shall hold office until the first annual meeting of the members of the Surviving Corporation, are as follows:

Jim McGowan	President	444 W. New England Avenue Suite 220 Winter Park, FL 32789
Richard Rosello	Vice President	444 W. New England Avenue Suite 220 Winter Park, FL 32789
Max Perlman	Secretary/Treasurer	444 W. New England Avenue Suite 220 Winter Park, FL 32789

If on the effective date a vacancy shall exist on the Board of Directors or in any offices of the Surviving Corporation, such vacancy may thereafter be filled in the manner provided by the bylaws of the Surviving Corporation.

ARTICLE II

Conversion, Exchange and Cancellation of Members

2.1. The method of converting the memberships of the merged corporations into memberships of the Surviving Corporation shall be as follows:

- (a) Each member of Arden Park Master Homeowners Association, Inc. outstanding on the effective date of the merger shall continue to be a member of the Surviving Corporation.
- (b) Each member of Arden Park North Homeowners Association, Inc. outstanding on the effective date of the merger shall be exchanged and converted into Arden Park Master Homeowners Association, Inc. memberships of the Surviving Corporation, which

memberships of the Surviving Corporation shall thereupon be outstanding.

- (c) Merged Corporation shall provide free access to its corporate records and books to duly authorized officers or directors of Surviving Corporation during normal business hours prior to the effective date of the merger.

ARTICLE III

Obligations of the Parties Pending the Effective Date

3.1. If applicable, this merger plan shall be submitted to the members of the merging corporations for their approval in the manner provided by the applicable laws of the State of Florida. After approval by the vote of the holders of not less than a majority of the members present (provided a quorum exists) of the outstanding members of each corporation entitled to vote thereon, Articles of Merger are filed in the office of the Secretary of State and the Secretary of State issues a Certificate of Merger.

3.2. The directors of either merging corporation may, in their discretion, abandon this merger without further action or approval by the members of the corporations at any time before the merger has been completed.

3.3. This Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies be and constitute an original instrument and all of which together shall constitute one and the same instrument.

ARTICLE IV

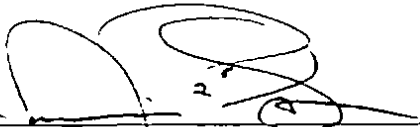
Miscellaneous Provisions

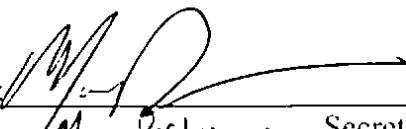
4.1. The Merger shall become effective at the close of business on the date of filing the Articles of Merger; provided, however, if all of the conditions to any of the parties' obligations to consummate the Merger have not been met by that time or have not been waived, the Merger shall become effective as of the close of business on such day thereafter as may be determined by the Board of Directors of the Surviving Corporation.

4.2. Any of the terms or conditions of this Agreement may be waived at any time by the party which is entitled to the benefit thereof by action taken by its Board of Directors, or its President; provided, however, that such action shall be taken only if, in the judgment of the Board of Directors or President taking the action, such waiver will not have a materially adverse effect on the benefits intended under this Agreement to the respective members.


IN WITNESS WHEREOF, Survivor and Merged Corporations, duly authorized through their respective Board of Directors, have caused this Plan of Merger to be executed as of this 17th day of February 2017.

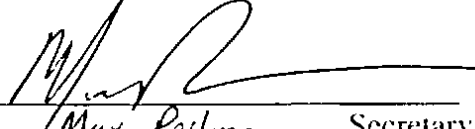
Arden Park Master Homeowners
Association, Inc.

By: 
Name: James McGowan
Title: President

Attest: 
Max Perlman, Secretary

Arden Park North Homeowners
Association, Inc.

By: 
Name: James McGowan
Title: President

Attest: 
Max Perlman, Secretary