

N13000011292

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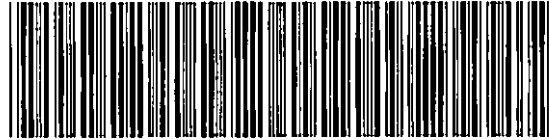
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merger

AUG 28 2020

D. CONNELL

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Bay Street Village Condominium 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:

Kevin T. Wells, Esq.
Law Offices of Wells | Olah, P.A.
1800 2nd Street, Suite 808
Sarasota, FL 34236

For further information concerning this matter, please call:

Kevin T. Wells, Esq. at (941) 366-9191

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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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>
Bay Street Village Condominium Association, Inc.	Florida	N13000011292

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Bay Street Village Master Association, Inc.	Florida	N13000011291

Third: The Plan of Merger is attached hereto.

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 the 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 May 28, 2020. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:

138 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 May 28, 2020. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:

133 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

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

Bay Street Village Condominium
Association, Inc.

Muriel Brannigan, President

Muriel Brannigan,
President

Bay Street Village Master
Association, Inc.

Maria Staiano

Maria Staiano,
President

PLAN OF MERGER OF

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

<u>Name</u>	<u>Jurisdiction</u>
Bay Street Village Condominium Association, Inc.	Florida

The name and jurisdiction of the **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Bay Street Village Master Association, Inc.	Florida

The terms and conditions of the merger are as follows:

1. **The Surviving and Merging Corporations.** This Plan of Merger is by and between Bay Street Village Condominium Association, Inc. (the "Surviving Corporation") and Bay Street Village Master Association, Inc. (the "Merging Corporation") in order to ensure the orderly operation and maintenance of Bay Street Village, a Condominium (the "Condominium") and the properties subject to administration of the Surviving Corporation. The Surviving Corporation and the Merging Corporation are Florida Not for Profit Corporations organized on a nonstock basis and are in good standing with the Division of Corporations.

a. **Common Elements and Declarations.** The Surviving Corporation acts as a condominium association for the entire Condominium and owns and operates the Common Areas and Association property in accordance with the Declaration of Condominium for Bay Street Village, a Condominium, as recorded in the Official Records of Sarasota County, Florida at Instrument #201408548 on July 21, 2014, as amended (the "Original Declaration"). The Merging Corporation operates and controls 209 residential units in the Condominium in accordance with the Declaration of Covenants, Conditions and Restrictions for Bay Street Village Master Association, Inc. as recorded in the Official Records of Sarasota County, Florida at Instrument #2014085492 on July 21, 2014, as amended (the "Master Declaration"); and

2. **Governance by Surviving Corporation.** The Surviving Corporation shall continue to serve as a condominium association for the entire Condominium and shall become the entity that operates the properties subject to the Condominium Declaration and the Master Declaration.

3. Principal Office. The Principal Office of the Surviving Corporation shall be c/o Progressive Community Management, Inc., 3701 S. Osprey Avenue, Sarasota, Florida 34239.

4. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation remain unchanged.

5. Bylaws. The Bylaws of the Surviving Corporation remain unchanged.

6. Directors and Officers. The initial directors of the Surviving Corporation shall be the existing directors of the Surviving Corporation.

7. Approval by Members. This Plan of Merger is subject to approval by no less than a majority of the votes which Members of Bay Street Village Condominium Association, Inc. and Bay Street Village Master Association, Inc., present in person or by proxy, were entitled to cast at a duly noticed and convened membership meeting called for such purpose on May 28, 2020. Upon approval, the officers of the Surviving Corporation are authorized and directed to file the Articles of Merger, along with a copy of this Plan of Merger, with the Division of Corporations.

8. Effective Date. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

9. Effect of Merger. When the merger becomes effective, the separate existence of the Merging Corporation shall cease, except as may be required for carrying out the purposes of this Plan of Merger or as necessary by statute. All of the rights, privileges, powers, assets, causes of action, and interests of any kind whatsoever of the Merging Corporation, including any and all real property owned by the Merging Corporation as reflected in instruments recorded in the Official Records of Sarasota County, Florida shall become the property of the Surviving Corporation and shall not revert or in any way be impaired by reason of the merger. All rights of creditors and all liens on any property of the Merging Corporation shall be preserved unimpaired and all debts, liabilities and duties of the Merging Corporation shall henceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if those debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

None.

Other provisions relating to the merger are as follows:

None.