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Merger / CC

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Cove Resort at Storey Lake Community Assoc. 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:

Karen Wonsetler, Esq.  
(Contact Person)

Wonsetler & Webber P.A.  
(Firm/Company)

860 N. Orange Ave. Suite 135  
(Address)

Orlando, FL 32801  
(City/State and Zip Code)

For further information concerning this matter, please call:

Karen Wonsetler At ( 407 ) 770-0846  
(Name of Contact Person) (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

The following Articles of Merger are submitted in accordance with the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. These Articles of Merger is executed by both the Boards of Directors for the STOREY LAKE MASTER ASSOCIATION, INC., a Florida not for profit corporation ("Master"), and the COVE RESORT AT STOREY LAKE COMMUNITY ASSOCIATION, INC., a Florida not for profit corporation (the "Subassociation") as evidence of the completed merger of the two domestic Florida corporations into one domestic corporation pursuant to a plan of merger approved in the manner provided by Section 617.1105, Florida Statutes [2017].

### I. Name and Jurisdiction of the Surviving Corporation:

The name of the Surviving Corporation is the **COVE RESORT AT STOREY LAKE COMMUNITY ASSOCIATION, INC.**, FEIN number 47-4466639, a Florida not for profit Corporation. Jurisdiction as to the Surviving Corporation shall be Florida, specifically, Osceola County, Florida. The document number for the Surviving Corporation shall be N15000005610.

### II. Name and Jurisdiction of the Merging Corporation:

The name of the Merging Corporation is the **STOREY LAKE MASTER ASSOCIATION, INC.**, FEIN number 47-3389687, a Florida not for profit Corporation. Jurisdiction as to the Merging Corporation was Florida, specifically, Osceola County, Florida. The document number for the Merging Corporation was N15000001750.

### III. The Plan of Merger:

The Plan of Merger is submitted in compliance with Section 617.1101, Florida Statutes and the laws of the state of Florida and is attached and incorporated herein in full by reference as **Exhibit A.**

### IV. Effective Date of Merger:

The effective date of the merger shall occur upon delivery of these Articles of Merger to the Florida Department of State Division of Corporations. Additionally, a Certificate of Merger shall be filed in the county's Official Records with cross-reference to the Surviving and Merging Corporations recorded covenants, conditions and restrictions which expressly survive merger.

V. Adoption of Merger by Surviving Corporation:

The proposed Plan of Merger was adopted by the members of the Surviving Corporation at a Special Meeting of the Membership upon sufficient written notice on **October 4, 2017**. The number of votes cast for the merger was sufficient for approval of the merger and the affirmative vote for the plan of merger was **6,697 FOR the proposed merger and 0 AGAINST** the proposed merger.

VI. Adoption of Merger by Merging Corporation:

The Plan of Merger was adopted by the members of the Merging Corporation at a Special Meeting of the Membership upon sufficient written notice on **October 4, 2017**. The number of votes cast for the merger was sufficient for approval of the merger and the affirmative vote for the plan of merger was **6,697 FOR the proposed merger and 0 AGAINST** the proposed merger.

VII.

VIII. Signatures of authorized agents for Surviving and Merging Corporation's:

A. Certification of Corporate Representatives by the Merging Master Association - STOREY LAKE MASTER ASSOCIATION, INC.:

The undersigned, Rob Bonin, certifies that he or she is the duly appointed Secretary of **STOREY LAKE MASTER ASSOCIATION, INC.**, and that the above referenced Plan of Merger, attached hereto as Exhibit A, is a true and correct copy of the Plan of Merger duly adopted after a special meeting of the membership which was convened and held in accordance with Florida law and the Articles and Bylaws of said Corporation.

IN WITNESS, THEREOF, I have affixed my name as Secretary of the Merging Corporation, the Master Association **STOREY LAKE MASTER ASSOCIATION, INC.**, and have attached the seal of its Corporation to these Articles of Merger.

Dated: 10-5-17

[Signature] [Seal]  
Secretary  
Printed Name: Rob Bonin

**B. Certification of Corporate Representatives: Surviving Corporation – COVE RESORT AT STOREY LAKE COMMUNITY ASSOCIATION, INC.**

The undersigned, Rob Bonin, certifies that he or she is the duly appointed Secretary of COVE RESORT AT STOREY LAKE COMMUNITY ASSOCIATION, INC., and that the above referenced Plan of Merger, attached hereto as Exhibit A, is a true and correct copy of the Plan of Merger duly adopted after a special meeting of the membership which was convened and held in accordance with Florida law and the Articles and Bylaws of said Corporation.

IN WITNESS THEREOF, I have affixed my name as Secretary of the Surviving Corporation and Subassociation, the COVE RESORT AT STOREY LAKE COMMUNITY ASSOCIATION, INC., and have attached the seal of its Corporation to these Articles of Merger.

Dated: 10-5-11 [Signature] [Seal]  
Secretary  
Printed Name: Rob Bonin

**IX. Signatures of authorized agents for interested and acknowledging Corporation and Neighborhood Association - TERRACES AT STOREY LAKE CONDOMINIUM NO. 1, INC.:**

Acknowledgement of Articles of Merger & Certification of Corporate Representative of the Neighborhood Association – TERRACES AT STOREY LAKE CONDOMINIUM NO. 1, INC.  
The undersigned, Rob Bonin, certifies that he or she is the duly appointed Secretary of TERRACES AT STOREY LAKE CONDOMINIUM NO. 1, INC., and that TERRACES AT STOREY LAKE CONDOMINIUM NO. 1, INC., acknowledges the Master's and Subassociation's Articles of Merger.

Dated: 10-5-11 [Signature] [Seal]  
Secretary  
Printed Name: Rob Bonin

**Exhibit A**

**Plan of Merger**

## **RESOLUTION OF THE BOARD & PROPOSAL FOR PLAN OF MERGER**

The Boards of Directors for both the STOREY LAKE MASTER ASSOCIATION, INC., and STOREY LAKE MASTER ASSOCIATION, INC. have adopted by board Resolution that each present to its respective memberships this Plan of Merger in compliance with Section 617.1101, Florida Statutes, and will provide written notice of a special meeting of each membership for purposes on voting to authorize this proposed Plan of Merger.

### **Plan of Merger**

#### **I. Name and Jurisdiction of the Surviving Corporation:**

The name of the Surviving Corporation is the **COVE RESORT AT STOREY LAKE COMMUNITY ASSOCIATION, INC.**, FEIN number 47-4466639, a Florida not for profit Corporation. Jurisdiction as to the Surviving Corporation shall be Florida, specifically, Osceola County, Florida. The document number for the Surviving Corporation shall be N15000005610.

#### **II. Name and Jurisdiction of the Merging Corporation:**

The name of the Merging Corporation is the **STOREY LAKE MASTER ASSOCIATION, INC.**, FEIN number 47-3389687, a Florida not for profit Corporation. Jurisdiction as to the Merging Corporation was Florida, specifically, Osceola County, Florida. The document number for the Merging Corporation was N15000001750 and will not be used post-merger.

#### **III. Terms and Conditions for the Merger:**

- A. The Merging Corporation merges into the Surviving Corporation and the separate existence of each corporation except the Surviving Corporation ceases.
- B. Title to all real estate, improvements, intangible and other property, or any interest therein, owned by each corporation party to the merger is vested in the Surviving Corporation without reversion or impairment.

- C. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each corporation party to the merger. Any claim existing or action or proceeding pending by or against any corporation party to the merger may be continued as if the merger did not occur or the Surviving Corporation may be substituted in the proceeding for the corporation which ceased existence. Neither the rights of creditors nor any liens upon the property of any corporation party to the merger shall be impaired by such merger
- D. The terms and conditions of the proposed merger and consolidation are such that all rights and obligations of each shall survive but shall be exercised by and through the Surviving Corporation. All statutory obligations set forth in Chapter 720 shall be the obligation of the Surviving Corporation. The official records of the Merging Corporation shall become official records of the Surviving Corporation. The Surviving Corporation shall create and adopt an annual budget for the Surviving Corporation's needs and the existing 2017 fiscal budgets and assessment obligations related to the Merging Corporation shall merge or otherwise be assigned to the Surviving Corporation.
- E. There shall be only one board of directors for the Surviving Corporation. Upon effective date of the merger, the Board of the Subassociation shall be the board of directors for the Surviving Corporation. The board of directors for the Merging Corporation shall cease to exist and shall have no post-merger authority or agency authority in terms of the Surviving Corporation.
- F. Membership voting rights in the Surviving Company remain as originally set forth in the Master's governing documents thereby ensuring voting rights to all Members of both the Merging and the Surviving Corporation.
- G. Obligations of the Surviving Corporation's membership shall be unaffected in terms of obligation to abide by the governing documents, including the obligation to pay mandatory assessments. The Surviving Corporation shall have all legal rights and remedies, including lien rights, related to monetary obligations owed to either the Surviving or Merging Corporation.



- H. All recorded restrictive covenants, conditions and restrictions, including any amendments to or supplements to if any, of the Master and Subassociation shall become those of the Surviving Company. The intent is that restrictions, conditions and restrictions of each Association's governing documents shall continue to be enforceable by the Surviving Corporation and its board of directors, however, in case of any conflict between the sets of governing documents of the Merging and Surviving Corporation, the Master's governing documents shall prevail as the governing terms of the Surviving Corporation.
- I. The Neighborhood Association shall continue to be a member of the Surviving Corporation in the same and unaffected manner in which it and its members were members of the Master and Subassociation with all rights and obligations as existed prior to the merger.
- J. Written notice is given for this Plan of Merger which sets forth the proposed plans, terms and conditions and shall be given to each corporations' members entitled to vote at such members' meeting. A copy of this Resolution and proposed Plan of Merger shall be mailed along with the notice of special membership meeting. The proposed plan of merger must be adopted by each corporation by receiving at least a majority of the votes of their members present in person or as represented by proxy cast at the special meeting of the membership. Note that the Declarant of each Association shall be entitled to vote its membership interest in conformity related to the proposed Plan of Merger.
- K. Title to all real estate, improvements, tangible property and all other property owned by each corporation shall vest in the Surviving Corporation when the merger becomes effective without need for deed, bill of sale or similar written documentation of transfer.
- L. All rights and obligations set forth in the governing documents of the Merging Corporation shall be adopted by the Surviving Corporation to the extent that its documents do not contradict the Master's governing documents excepting those provisions establishing contrary to a merger, for example there shall be no need to maintain a separate board of directors or to adopt a separate budget as the intent and purpose is for the Surviving Corporation to operate one board of directors. The Board of Directors shall have the sole discretion to determine if there is a provision in the Merging Corporation's Articles of

Incorporation or Bylaws that did not survive merger as a duplicitous term not applicable to the goal of achieving a Surviving Corporation operated by one board of directors.

- M. Voting rights of the membership of the Merging and Surviving Corporation shall continue as voting rights of the membership in the Surviving Corporation. The voting rights of the membership shall be as set forward in the Master's governing documents such that each member in the Surviving Company shall have those unchanged and equal voting rights. The Surviving Corporation may be substituted in any proceeding that was pending against any of the corporations that were party to the merger and in litigation prior to the merger's effective date. The Surviving Corporation shall be the successor and assignee to all rights and obligations and adopts the liability of the Merging Corporation. Any claims which could have been asserted by the Merging Corporation shall be claimed by the Surviving Corporation, including the right to claim insurance coverage or proceeds.
- N. Members of each corporation which is a party to the merger, other than the Surviving Corporation, are entitled only to the rights, if any, provided in the Articles of Merger. The Surviving Corporation shall have all rights and claims of the Merging Corporation.

IV. Pre-Merger Notice to Membership and Membership Vote on Proposed Plan of Merger:

The Special Meeting of the Membership of each corporation shall be followed immediately by a Special Meeting of each corporations' Boards of Directors. These meetings shall be called and held at a time, date and place noticed in conformity with each parties' governing documents, Chapters 617 and 720, Florida Statutes. A majority of the Membership present at the Special Meeting of the Membership at which quorum has been achieved shall be the affirmative vote required for each corporations Board of Directors to then adopt the Plan of Merger. The purpose of such special meetings shall be as follows:

(A) To vote upon the recommendation presented by the Board of Directors that the two Corporate entities be merged and consolidated as indicated and otherwise set forth in this proposed Plan of Merger; and,

(B) To approve a Merger and Consolidation Agreement between Master and Subassociation with the result of a Surviving Company with the legal effects set forth herein.

V. Articles of Incorporation of the Surviving Corporation:

The Articles of Incorporation of the Surviving Corporation will be amended to the extent provided in the Articles of Merger incorporating the Plan of Merger and will note in the corporate filings with the state of Florida the names and corporate information for identification purposes of the Merging Corporation and of the Surviving Corporation.

VI. Effective Date of Merger:

The effective date of the merger shall occur upon delivery of these Articles of Merger to the Florida Department of State Division of Corporations. Additionally, a Certificate of Merger shall be filed in the county's Official Records with cross-reference to the Surviving and Merging Corporations recorded covenants, conditions and restrictions which expressly survive merger.

**From the Board of the COVE RESORT AT STOREY LAKE COMMUNITY ASSOCIATION, INC.,** FEIN number 47-4466639, a Florida not for profit Corporation  
and,

**From the Board of STOREY LAKE MASTER ASSOCIATION, INC.,** FEIN number 47-3389687, a Florida not for profit Corporation to it's respective memberships.