N15133

(Requestor's Name)

(Address)

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(Document Number)

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Merger

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08 SEP -8 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts SEP 11 2008

LAW OFFICES

ROBERT KAYE & ASSOCIATES, P.A.

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TELEPHONE (954) 928-0680
1-800-974-0680
TELEFAX (954) 772-0319

September 5, 2008

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Isles of Boca Association, Inc.; Name Change and Merger of Corporations

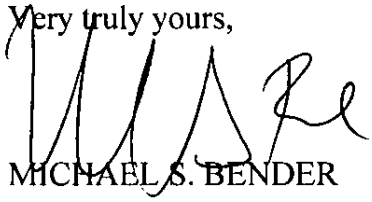
Dear Sir/Madam:

Enclosed you will find two packets of documents. The first packet contains the original signed and notarized Amended and Restated Articles of Incorporation for Isles of Boca Association, Inc., along with the Articles of Amendment to Articles of Incorporation, the Cover Letter, and a check payable to the Florida Department of State in the amount of $43.75, representing the filing fee and our request for a Certificate of Status. These documents and payment are provided in order to effectuate the corporate name change of Isles of Boca Homeowners Association, Inc. to Isles of Boca Association, Inc., and to record the Amended and Restated Articles of Incorporation for same. Please undertake this action first.

The second packet contains the original Plan of Merger between Isles of Boca Association, Inc., f/k/a Isles of Boca Homeowners Association, Inc. and the following corporations: Isles of Boca Condominium Association, Inc. and Isles of Boca Condominium, Section II Association, Inc. I have also enclosed the Articles of Merger, the Cover Letter, and our check payable to the Department of State in the amount of $105.00, representing the filing fee to effectuate a merger of the three previously mentioned corporations into one corporation. Please process this request immediately after completing the name change referenced in paragraph 1 above.

Please call if you should have any questions at (954) 928-0680. Otherwise, thank you for your prompt attention to these matters.

Very truly yours,



MICHAEL S. BENDER

MSB/om
Enclosures
cc: Board of Directors (Isles of Boca)
Robert L. Kaye, Esq.

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Isles of Boca 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:

Michael S. Bender, Esq.
(Contact Person)

Robert Kaye & Associates, P.A.
(Firm/Company)

6261 Northwest 6th Way, Suite 103
(Address)

Fort Lauderdale, Florida 33309
(City/State and Zip Code)

For further information concerning this matter, please call:

Michael S. Bender, Esq. At (954) 928-0680
(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
(Not for Profit Corporation)

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:

Name	Jurisdiction	Document Number (If known/applicable)
Isles of Boca Association, Inc.	Florida	N15133

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TALLAHASSEE, FLORIDA

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

Name	Jurisdiction	Document Number (If known/applicable)
Isles of Boca Condominium Association, Inc.	Florida	N15135
Isles of Boca Condominium, Section II Association, Inc.	Florida	N27726

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)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION

The plan of merger was adopted by the members of the surviving corporation on July 15, 2008. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:

107 FOR Ø AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)

The plan of merger was adopted by the members of Isles of Boca Condominium Association, Inc. on July 15, 2008. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 61 FOR Ø AGAINST

The plan of merger was adopted by the members of Isles of Boca Condominium, Section II Association, Inc. on July 15, 2008.

The member of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 46 FOR Ø 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
Isles of Boca Association,		ALAN MAYER PRES
Inc.		JAYNE REMER SEC
Isles of Boca Condominium		JAYNE REMER SEC.
Association, Inc.		IRA JACOBSON PRES.
Isles of Boca Condominium,		SHARON DEMIRE SEC.
Section II Association, Inc.		RONALD J. SCHMITZ, PRES.

PLAN OF MERGER

This Plan of Merger is by and between ISLES OF BOCA ASSOCIATION, INC., a Florida corporation not-for-profit, f/k/a ISLES OF BOCA HOMEOWNERS ASSOCIATION, INC., a Florida corporation not-for-profit (the "Surviving Corporation") and the following corporations: ISLES OF BOCA CONDOMINIUM ASSOCIATION, INC., a Florida corporation not-for profit; and, ISLES OF BOCA CONDOMINIUM, SECTION II ASSOCIATION, INC., a Florida corporation not-for-profit (the "Dissolving Corporations"). The Surviving Corporation and the Dissolving Corporations sometimes are referred to collectively herein as the "Constituent Corporations."

1. The Constituent Corporations. The Constituent Corporations are all Florida corporations not-for-profit, organized on a nonstock basis, and are in good standing.

2. Condominium Property. Heretofore a 136-unit residential complex, including two separate condominiums, was formed by the recording of a Declaration of Protective Covenants and Restrictions for Isles of Boca, recorded June 5, 1986, at Official Records Book 4899, Page 1, Public Records of Palm Beach County, Florida, and two separate Declarations of Condominium, as follows:

a. ISLES OF BOCA CONDOMINIUM, SECTION I, a Condominium, by Declaration of Condominium recorded June 19, 1986, at O.R. Book 4914, Page 6 et seq., Public Records of Palm Beach County, Florida, consisting of 69 Units.

b. ISLES OF BOCA CONDOMINIUM, SECTION II, a Condominium, by Declaration of Condominium recorded January 20, 1989, at O.R. Book 5943, Page 260, Public Records of Palm Beach County, Florida, consisting of 67 Units.

The Dissolving Corporations, respectively, are the condominium associations that operate the above-referenced condominiums. The condominiums themselves are not being merged.

3. Surviving Corporation. The Surviving Corporation shall become the Condominium Association that operates the above-referenced Condominiums, as well as the rest of the Community.

4. Principal Office. The principal office of the ISLES OF BOCA ASSOCIATION, INC., shall remain at the following address: 1599 NW 9 Avenue, Suite 2, Boca Raton, Florida 33486

5. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be the Amended and Restated Articles of Incorporation attached to the Articles of Merger of the Surviving Corporation as Exhibit "B" and as an exhibit to the Condominium Declarations.

6. Bylaws. The Bylaws of the Surviving Corporation shall be the Amended and Restated Bylaws attached to the Declaration of Covenants, Conditions, and Restrictions of the Surviving Corporation as Exhibit "C", and as an exhibit to the Condominium Declarations.

7. Directors and Officers. The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving

7. Directors and Officers. The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for full unexpired terms of their offices and until successors have been duly elected or appointed and qualified.

8. Ratification by Members. This Plan of Merger has been ratified and approved by the members of each of the Constituent Corporations as required by law. Execution of the Articles of Merger and this Plan of Merger by officers of each Constitutent Corporation shall constitute a representation and certification that such ratification and approval has been obtained.

9. Effective Date of Merger. This merger shall become effective on the last to occur of the following dates:

a. The date the Articles of Merger are filed in the offices of Florida Secretary of State.

b. The date the Amended and Restated Declaration of Covenants, Conditions, and Restrictions of the Surviving Corporation is recorded in the Public Records of Palm Beach County, Florida.

10. Effect of Merger. When the merger becomes effective, the separate existence of the Dissolving Corporations shall cease, except as may be required for carrying out the purposes of this Plan of Merger or as continued by Statute. All of the rights, privileges, powers, franchises, assets, causes of action, and interests of any kind whatsoever of the Dissolving Corporations, including all debts due on any and all accounts, shall in effect become the property of the Surviving Corporation and shall not revert or be in any way

impaired by reason of the Merger. All rights of creditors and all liens on the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the Dissolving Corporations shall henceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if those debts, liabilities, and duties initially had been incurred or contracted by the Surviving Corporation.

11. Execution. The Articles of Merger and this Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the Constituent Corporations have caused these presents to be signed by their respective officers duly authorized by the respective Boards of Directors and Members of each corporation.

July 31, 2008
Date:

ISLES OF BOCA ASSOCIATION, INC.,
a Florida not-for-profit corporation

By: _____, President

ATTEST:

By: _____, Secretary

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 31 day of July, 2008 by Alan Mayer as President and Jayne Remer as Secretary of ISLES OF BOCA ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me or have produced _____ as identification.

MARY E. STERMER
Notary Public - State of Florida
My Commission Expires May 8, 2010
Commission # DD 549928
Bonded By National Notary Assn.

NOTARY PUBLIC
sign _____
print Mary E. Stermer
State of Florida at Large

My Commission Expires: May 8, 2010

July 31, 2008
Date:

ISLES OF BOCA CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation

By: _____, President

ATTEST:

By: _____, Secretary

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 31 day of July, 2008 by Ira Jacobson as President and Jayne Remer as Secretary of ISLES OF BOCA CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me or have produced _____ as identification.

MARY E. STERMER
Notary Public - State of Florida
My Commission Expires May 8, 2010
Commission # DD 549928
Bonded By National Notary Assn.

NOTARY PUBLIC:

sign _____

print Mary E. Stermer
State of Florida at Large

My Commission Expires: May 8, 2010

July 31, 2008

Date:

ISLES OF BOCA CONDOMINIUM, SECTION II ASSOCIATION, INC., a Florida not-for-profit corporation

By: _____, President

ATTEST:

By: Sharon Demir, Secretary

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 31 day of July, 2008 by Ron Schuntz as President and Sharon Demir as Secretary of ISLES OF BOCA CONDOMINIUM, SECTION II ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me or have produced _____ as identification.

MARY E. STERMER
Notary Public - State of Florida
My Commission Expires May 8, 2010
Commission # DD 549928
Bonded By National Notary Assn.

NOTARY PUBLIC:

sign _____

print Mary E. Stermer
State of Florida at Large

My Commission Expires: May 8, 2010