

# NI8000005357

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

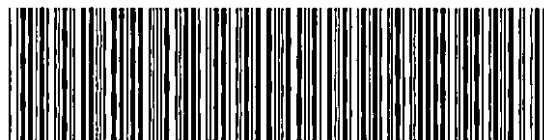
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Special Instructions to Filing Officer:

*1193-5669 reinstated 3/19/19*

*rec. 3/19/19*

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- VISION OF CORPORATIONS  
19 MAR 19 PM 3:00

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MAR 21 2019

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# LAW OFFICES OF DEBORAH ROSE TRACY, P.A.

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## TRANSMITTAL SHEET

To: Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301  
Attn: Lynn Shoffstall

From: Deborah Rose Tracy, Esq.

Date: March 14, 2019

Via: Priority Mail, Delivery Confirmation

RE: Alafia River Country Meadows Homeowners Association, Inc.

### DOCUMENTS ENCLOSED FOR PROCESSING:

1. Reinstatement for N93000005669
2. Articles of Merger for N93000005669 into N180000005357

Per our discussion with Caitlin Snead, Regulatory Specialist II, the enclosed are being forwarded for processing of the reinstatement followed by the merger. Please contact Attorney Deborah Tracy at 813-765-8344 if you have any questions.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
19 MAR 19 PM 3:00

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** ALAFIA RIVER COUNTRY MEADOWS 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.

DEBORAH TRACY

(Contact Person)

LAW OFFICES OF DEBORAH ROSE TRACY, PA

(Firm Company)

PO BOX 101

(Address)

VALRICO, FL 33595

(City State and Zip Code)

For further information concerning this matter, please call:

DEBORAH TRACY

(Name of Contact Person)

At ( 813 ) 765-8344

(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

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DIVISION OF CORPORATIONS  
19 MAR 19 PM 3:00

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
19 MAR 19 PM 3:00

**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.

**ARTICLE I**

The name and jurisdiction of the **surviving** corporation is ALAFIA RIVER COUNTRY MEADOWS HOMEOWNER'S ASSOCIATION, INC., a Florida not-for-profit corporation, with document number N180000005357.

**ARTICLE II**

The name and jurisdiction of the **merging** corporation is ALAFIA RIVER COUNTRY MEADOWS HOMEOWNER'S ASSOCIATION, INC., a Florida not-for-profit corporation, with document number N93000005669.

**ARTICLE III**

The Plan of Merger is attached.

**ARTICLE IV**

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

**ARTICLE V**

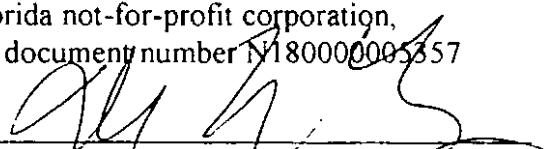
There are no members yet of the surviving corporation to vote on the plan of merger. The plan of merger was adopted by the incorporator and organizational board of directors on the date set forth in the attached Plan of Merger. The number of directors in office was three and the vote for the plan was unanimous. The plan or merger was adopted by written consent of said incorporator and board of directors of the surviving corporation and executed in accordance with section 617.0701, Florida Statutes.

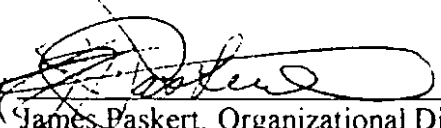
**ARTICLE VI**

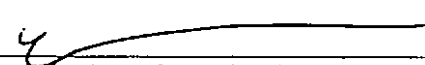
The plan or merger was adopted by written consent of the requisite number of members of the merging corporation and executed in accordance with section 617.0701, Florida Statutes.

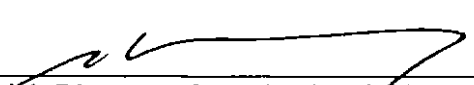
**SIGNATURES FOR EACH CORPORATION**

ALAFIA RIVER COUNTRY MEADOWS  
HOMEOWNER'S ASSOCIATION, INC.,  
a Florida not-for-profit corporation,  
with document number N180000005357

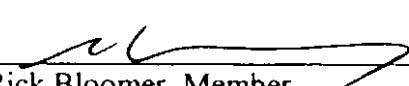
By:   
Deborah Rose Tracy, Incorporator


By:   
James Paskert, Organizational Director

By:   
Hans Klockes, Organizational Director


By:   
Rick Bloomer, Organizational Director

ALAFIA RIVER COUNTRY MEADOWS  
HOMEOWNER'S ASSOCIATION, INC.,  
a Florida not-for-profit corporation,  
with document number N93000005669

By:   
Rick Bloomer, Member

By:   
Debbie Bloomer, Member

By:   
James Paskert, Member

By:   
Tobeia Paskert, Member

By: Hans H. Klockes  
Hans H. Klockes, Member

By: Pathyil Abraham, Member

By: Molly Abraham, Member

**AGREEMENT AND PLAN OF MERGER**  
**OF**  
**ALAFIA RIVER COUNTRY MEADOWS HOMEOWNERS ASSOCIATION, INC., A**  
**FLORIDA NOT-FOR-PROFIT CORPORATION WITH DOCUMENT NUMBER**  
**N93000005669**

**INTO**  
**ALAFIA RIVER COUNTRY MEADOWS HOMEOWNERS ASSOCIATION, INC., A**  
**FLORIDA NOT-FOR-PROFIT CORPORATION WITH DOCUMENT NUMBER**  
**N180000005357**

This Plan is made this \_\_\_\_ day of \_\_\_\_\_, 2019, by and between ALAFIA RIVER COUNTRY MEADOWS HOMEOWNER'S ASSOCIATION, INC., a Florida not-for-profit corporation, with document number N93000005669 ("Merging Corporation") and ALAFIA RIVER COUNTRY MEADOWS HOMEOWNER'S ASSOCIATION, INC., a Florida not-for-profit corporation with document number N180000005357 ("Surviving Corporation"). The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes.

**Recitals**

1. Merging Corporation is a not-for-profit corporation duly organized under the laws of the state of Florida.

2. Surviving Corporation is a not-for-profit corporation duly organized under the laws of the state of Florida.

3. On November 1, 1993 certain Declaration of Covenants, Conditions and Restrictions of Alafia River Country Meadows were recorded in the public records of Hillsborough County, Florida in O.R. Book 7170, Page 1625 thereof ("Declarations").

4. On December 17, 1993, Articles of Incorporation for Merging Corporation were filed with the Florida Secretary of State forming an association for the purposes set forth in said Articles and the Declarations, including, but not limited to, owning and operating common area property of the Alafia River Country Meadows subdivision and enforcing the Declarations.

5. Alafia River Country Meadows consists of only five lots in a secluded residential neighborhood that abuts the Alafia River in portions and a nature preserve with the only vehicle access to the homes being from a small private road fronting the houses within Alafia River Country Meadows.

6. Since the recording of the Declarations, the community has remained a quiet, five lot residential neighborhood on a preserve with a private road.

7. Because there have been no violations of the Declarations that affected the lot owners or changed the nature of the neighborhood, no overburdening of the easement as to the private road, the lots owners had been in agreement as to all actions involving the common areas and had voluntarily contributed to the maintenance of the common areas without necessity of demands for payment of the assessments or liens, the lot owners did not have to use the corporate formalities of the Merging Corporation to fulfill the duties of the association provided in the Declarations; and, as a result the Merging Corporation was inadvertently caused to be administratively dissolved by the Florida Secretary of State in 1997.

8. The Merging Corporation continued, and continues, to own the common areas of Alafia River Country Meadows; and, pursuant to Fla.St. §617.1421(3) continues in corporate existence.

9. On May 14, 2018 the incorporator of the Merging Corporation formed the new Surviving Corporation for the purposes of eventually distributing the assets of the administratively dissolved Merging Corporation into the new company and winding up its business with the intent that the new company would assume the duties of the Association under the Declarations.

10. Prior to completion of the distribution of assets and transfer of the Association rights under the Declaration; and, despite the fact that the Declarations specifically define the Association to include any **successors and assigns** and specifically contemplate assignment of the Association's rights, the owner of Lot 5 has contested the right of the Merging Corporation to wind up its business and distribute ownership of the common areas and the association rights and duties under the Declarations to the Surviving Corporation.

11. To prevent any question of the ownership of the common areas and the right to transfer the association rights and duties under the Declaration, the Merging Corporation will be reinstated with the Florida Secretary of State; and, immediately thereafter, the parties hereto shall merge in lieu of a transfer and assignment.

12. The By-laws of the Merging Corporation specially permit merger; the Surviving Corporation has not adopted any articles or by-laws that would prohibit merger; and, Fl.Stat. §617.1102 specifically allows the merger of one not-for-profit corporation into another.

13. The majority of members of the Merging Corporation have deemed this merger to be in the best interest of the company and have approved the merger; and, the organizational board of directors and incorporator of the Surviving Corporation have deemed the merger to be in its best interest and have approved the merger.

#### **Terms and Conditions of the Merger**

NOW THEREFORE, in consideration of the mutual covenants contained herein, the Merging Corporation is hereby merged into the Surviving Corporation, upon the following terms and conditions:



a. The merging entity is a Florida not-for-profit corporation identified as ALAFIA RIVER COUNTRY MEADOWS HOMEOWNER'S ASSOCIATION, INC., a Florida not-for-profit corporation with document number N93000005669

b. The surviving entity is a Florida not-for-profit corporation identified as ALAFIA RIVER COUNTRY MEADOWS HOMEOWNER'S ASSOCIATION, INC., a Florida not-for-profit corporation with document number N180000005357.

c. The President of the Merging Corporation is confirmed to be James Paskert, who shall have full power and authority to apply for reinstatement of the Merging Corporation and shall be entitled to borrow money on behalf of the Merging Corporation for purposes of paying the reinstatement fee and merging fee, which loans shall become a debt of the Surviving Corporation upon merger.

d. The Surviving Corporation hereby expressly consents to the use of its identical name, ALAFIA RIVER COUNTRY MEADOWS HOMEOWNER'S ASSOCIATION, INC., by the Merging Corporation, and to reinstatement of the Merging Corporation with the same name without necessity for a name change.

e. Upon merger, the members, directors and officers of the Merging Corporation as of the date of the merger shall continue as the members, directors and officers of the Surviving Corporation; and, the current officers and directors are as follows:

RICHARD BLOOMER  
10208 ELBOW BEND ROAD  
RIVERVIEW, FL 33578  
Director and Treasurer

HANS H. KLOCKES  
10204 ELBOW BEND ROAD  
RIVERVIEW, FL 33578  
Director and Secretary

JAMES PASKERT  
10202 ELBOW BEND ROAD  
RIVERVIEW, FL 33578  
Director and President

f. The Articles of Incorporation of the Merging Corporation, attached hereto as Exhibit "1", shall be and become the Articles of Incorporation of the Surviving Corporation.

e. The By-laws of the Merging Corporation in effect immediately prior to its administrative dissolution shall become the By-laws of the Surviving Corporation.

g. Effective as of the date of the merger, each member of the Merging Corporation shall be a member of the Surviving Corporation; and, immediately prior to the merger, the Surviving Corporation has no other members.

h. The effective date of the merger shall be upon filing with the Florida Secretary of State.

i. The execution of this Plan by the undersigned shall be deemed a written consent by the requisite number of members of the Merging Corporation and by the incorporator and board of directors of the Surviving Corporation to the merger and in lieu of a meeting pursuant to Fl.Stat. § 617.0701; and, a copy thereof has been filed in the corporate records of both entities; and, shall be served within thirty (30) days of execution hereof on any member of the Merging Corporation not joining in the execution hereof.

EXECUTED THE FIRST ABOVE-STATED DATE.

ALAFIA RIVER COUNTRY MEADOWS  
HOMEOWNER'S ASSOCIATION, INC.,  
a Florida not-for-profit corporation,  
with document number N18000005357

By: 

Deborah Rose Tracy, Incorporator

By: 

James Paskert, Organizational Director

By: 

Hans Klockes, Organizational Director

By: 

Rick Bloomer, Organizational Director

ALAFIA RIVER COUNTRY MEADOWS  
HOMEOWNER'S ASSOCIATION, INC.,  
a Florida not-for-profit corporation,  
with document number N93000005669

By: 

Rick Bloomer, Member

By: Debbie D. Bloomer  
Debbie Bloomer, Member

By: James Paskert  
James Paskert, Member

By: Tobea Paskert  
Tobea Paskert, Member

By: Hans H. Klockes  
Hans H. Klockes, Member

By: Pathyil Abraham  
Pathyil Abraham, Member

By: Molly Abraham  
Molly Abraham, Member