

2024 APR 17 PM 1:12



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Sarasota, FL 34237

IcardMerrill.com

April 15, 2024
Via Fed Ex

Amendments Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, Florida 32303

Re: Merger of Porto Vista "B" Condominium Association, Inc., Porto Vista "C" Condominium Association, Inc., and Porto Vista "D" Condominium Association, Inc., into Porto Vista "A" Condominium Association, Inc., as the "Surviving Corporation", with name change of the Surviving Corporation to "Porto Vista Combined Condominium Association, Inc." and Filing of Amended and Restated Articles of Incorporation for Porto Vista Combined Condominium Association, Inc., the Surviving Corporation

Ladies and Gentlemen:

This firm represents the referenced corporations in the merger described above the and in the filing of the Amended and Restated Articles of Incorporation for the Surviving Corporation.

With regard to the Merger, you will please find enclosed a Cover letter for the Merger to which are attached the fully executed Articles of Merger which includes the Plan of Merger. A check in the amount of \$148.75 payable to the Florida Department of State for the filing fee of \$140.00 and \$8.75 for the Certified Copy of the filed Articles of Merger is enclosed. We have also included an additional copy of the Articles of Merger to be Certified and returned to us for filing in the Public Records of Sarasota County, being the County where the Condominiums administered by these four corporations are located.

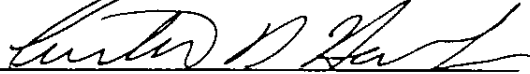
After the enclosed Merger documents have been processed, please process the enclosed Amended and Restated Articles of Incorporation for "Porto Vista Combined Condominium Association, Inc., the "Surviving Corporation" from the Merger. You will please find enclosed a Cover Letter for the Amended and Restated Articles of Incorporation for the Surviving Corporation, our check in the amount of \$52,50 for the Filing Fee, Certificate of Status and a Certified Copy of the filed Amended and Restated

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Articles of Incorporation of the Surviving Corporation. An additional copy of the Amended and Restated Articles of Incorporation are included to be certified.

Thank you for undertaking the processing of these Merger documents and the Amended and Restated Articles of Incorporation for the Surviving Corporation. Should there be any questions about the processing of the enclosed documents, please contact me at your convenience.

Very truly yours
Icard, Merrill, Cullis, Timm Furen & Ginsburg, P.A.

By: 
Curtis D. Hamlin, Esq.
Of Counsel
Email: chamlin@icardmerrill.com

C: Client

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PORTO VISTA "A" 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:

J. Geoffrey Pflugner, Esq.
(Contact Person)

Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A.
(Firm/Company)

8470 Enterprise Circle, Suite 201
(Address)

Bradenton, FL 34202
(City/State and Zip Code)

For further information concerning this matter, please call:

J. Geoffrey Pflugner, Esq. At (941) 735-5252
(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)

<u>Mailing Address:</u> Amendment Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314	<u>Street Address:</u> 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

The following Articles of Merger are submitted in accordance with the Florida, Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

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First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Porto Vista "A" Condominium Association, Inc. With name change to Porto Vista Combined Condominium Association, Inc.	Florida	N20000006682

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Porto Vista "B" Condominium Association, Inc.	Florida	N21000007459
Porto Vista "C" Condominium Association, Inc.	Florida	N21000008067
Porto Vista "D" Condominium Association, Inc.	Florida	N21000007456

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.

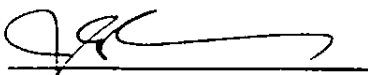


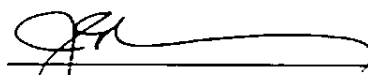
Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION

The Plan or Merger was adopted by written consent of no less than 80% of all of the members of the surviving corporation as identified hereinabove and executed in accordance with section 617.0701, Florida Statutes.

Sixth: ADOPTION OF MERGER BY MERGING CORPORATIONS

The Plan or Merger was adopted by written consent of no less than 80% of all of the members of each of the merging corporations as identified hereinabove and executed in accordance with section 617.0701, Florida Statutes.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of President</u>	<u>Typed Name/Title</u>
Porto Vista "A" Condominium Association, Inc.		Jayne E. Parrish, as President
Porto Vista "B" Condominium Association, Inc.		Jayne E. Parrish, as President
Porto Vista "C" Condominium Association, Inc.		Jayne E. Parrish, as President
Porto Vista "D" Condominium Association, Inc.		Jayne E. Parrish, as President

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes 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>
Porto Vista "A" Condominium Association, Inc. with name change to Porto Vista Combined Condominium Association, Inc.	Florida

The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Porto Vista "B" Condominium Association, Inc.	Florida
Porto Vista "C" Condominium Association, Inc.	Florida
Porto Vista "D" Condominium Association, Inc.	Florida

The terms and conditions of the merger are as follows:

Upon the merger becoming effective: (a) the four corporations shall become a single corporation and the Surviving Corporation shall be the unified condominium association for all four condominiums, each a separate and distinct condominium with common administration and oversight responsibilities; (b) the separate existence of each merging corporation shall cease, except to the extent provided for by the laws of the State of Florida; (c) The Surviving Corporation shall thereupon possess all the rights, privileges, immunities of the merging corporations, and all property, real, personal and mixed, and debts due on whatever account, and all choses in action, and every other interest belonging to or due to the merging corporations shall be deemed to be transferred to and vested in the Surviving Corporation, without further act or deed; and (d) Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of the merging corporations.

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

See attached Exhibit 1 for Amended and Restated Articles of Incorporation.

Other provisions relating to the merger are as follows:

The name of the Surviving Corporation is changed from Porto Vista "A" Condominium Association, Inc. to Porto Vista Combined Condominium Association, Inc.

ARTICLES OF MERGER

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>
Porto Vista "A" Condominium Association, Inc. With name change to Porto Vista Combined Condominium Association, Inc.	Florida	N20000006682

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Porto Vista "B" Condominium Association, Inc.	Florida	N21000007469
Porto Vista "C" Condominium Association, Inc.	Florida	N21000008067
Porto Vista "D" Condominium Association, Inc.	Florida	N21000007456

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.

Fifth: **ADOPTION OF MERGER BY SURVIVING CORPORATION**

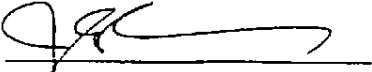
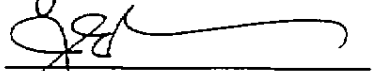
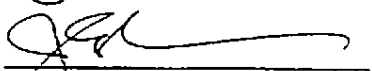
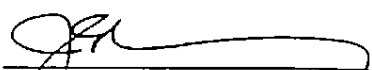
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Sixth: **ADOPTION OF MERGER BY MERGING CORPORATIONS**

The Plan or Merger was adopted by written consent of no less than 80% of all of the members of each of the merging corporations as identified hereinabove and executed in accordance with section 617.0701, Florida Statutes.

FILED
2024 APR 17 PM 1:06
FLORIDA DEPARTMENT OF STATE

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of President</u>	<u>Typed Name/Title</u>
Porto Vista "A" Condominium Association, Inc.		Jayne E. Parrish, as President
Porto Vista "B" Condominium Association, Inc.		Jayne E. Parrish, as President
Porto Vista "C" Condominium Association, Inc.		Jayne E. Parrish, as President
Porto Vista "D" Condominium Association, Inc.		Jayne E. Parrish, as President

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes 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>
Porto Vista "A" Condominium Association, Inc. with name change to Porto Vista Combined Condominium Association, Inc.	Florida

The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Porto Vista "B" Condominium Association, Inc.	Florida
Porto Vista "C" Condominium Association, Inc.	Florida
Porto Vista "D" Condominium Association, Inc.	Florida

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