

# N21000003371

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

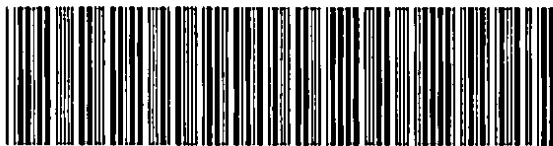
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

N/P do not have  
shareholders because  
they don't have shares  
J53132. AR must be filed

Office Use Only



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01/27/21--01021--006 \*\*70.00

FILED

2021 APR -9 PM 3:08

SECRETARY OF STATE  
TALLAHASSEE, FL

merge/Name change

APR 09 2021

D CUSHING



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 5, 2021

MICHAEL ROSS  
12375 S. MILITARY TRAIL, #106  
BOYNTON BEACH, FL 33436

SUBJECT: NEW COLONIAL ESTATES, INC.  
Ref. Number: N21000003371

We have received your document for NEW COLONIAL ESTATES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a merger, pursuant to s.607.1622(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

When this corporation was originally filed in our office it was filed as a profit corporation and not as a non-profit corporation. We have changed our records to show that it indeed is a non-profit entity which means you have a new document number. Since this is actually a non-profit entity it cannot have shares of stock. Please correct your documents accordingly.

*File Amendment  
\$70.00  
1090.7.19 SC*

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing  
Senior Section Administrator

Letter Number: 921A00006587

**ARTICLES OF MERGER  
OF  
COLONIAL ESTATES, INC. (a Florida corporation)  
WITH AND INTO  
NEW COLONIAL ESTATES, INC. (a Florida not for profit corporation)**

2021 APR -9 PM 3:08  
FILED  
SECRETARY OF  
TALLAHASSEE

Pursuant to the provisions of Sections 607.1101 of the Florida Business Corporation Act (the "Corporation Act") and Sections 617.1101 and 617.1108 of the Florida Business Corporation Act (the "Not For Profit Act"), the undersigned corporations enter into these Articles of Merger by which Colonial Estates, Inc., a Florida corporation ("Colonial"), shall be merged with and into New Colonial Estates, Inc., a Florida not for profit corporation ("New Colonial"), and New Colonial Estates, Inc. shall be the surviving corporation, in accordance with a Plan of Merger (the "Plan"), adopted pursuant to Section 607.1104 of the Florida Act. The undersigned corporations hereby certify as follows:

FIRST, a copy of the Plan is attached hereto and made a part hereof.

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

THIRD, New Colonial Estates, Inc. exists before the merger and is a domestic filing entity and its Articles of Incorporation are being amended as attached.

FOURTH, pursuant to Sections 607.1101 of the Florida Act and 617.1101 of the Not For Profit Act, the Plan was adopted by the Board of Directors of New Colonial as of December 21, 2020.

FIFTH, pursuant to Sections 11.01 of the Florida Act, the Plan was adopted by the shareholders of Colonial as of December 20, 2020.

SIXTH, the name of the surviving corporation shall be Colonial Estates, Inc.

IN WITNESS WHEREOF, these Articles of Merger have been executed by Colonial as the merging corporation, and by New Colonial, as the surviving corporation, this 25 day of JANUARY, 2021.

**COLONIAL ESTATES, INC.  
a Florida corporation**

By: [Signature]  
Name: MICHAEL ROSS  
Title: PRESIDENT

**NEW COLONIAL ESTATES, INC.  
a Florida not for profit corporation**

By: [Signature]  
Name: MICHAEL ROSS  
Title: PRESIDENT

## PLAN OF MERGER

353132

This Plan of Merger (the "Plan") provides for the Merger of COLONIAL ESTATES, INC., a Florida corporation ("Colonial" or the "Merging Corporation"), with and into NEW COLONIAL ESTATES, INC., a Florida not for profit corporation ("New Colonial" or the "Surviving Corporation"), as follows: N21-33

1. Merger. The Merging Corporation shall be merged with and into the Surviving Corporation, the separate corporate existence of the Merging Corporation shall cease, and the Surviving Corporation shall be the surviving corporation.

2. Effective Date. The Merger shall become effective on the date on which Articles of Merger are filed with the Florida Department of State ("Effective Time").

3. Treatment of Colonial Shares. At the Effective Time, by virtue of the Merger and without any action on the part of holders thereof, each share of stock of Colonial issued and outstanding at the Effective Time shall be converted into one share of New Colonial stock.

4. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Surviving Corporation shall continue to be the Articles of Incorporation of the Surviving Corporation on and after the Effective Time, except that the name of the Surviving Corporation shall be Colonial Estates, Inc.

5. Effect of Merger. On the Effective Time, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of the Merging Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the Merger. If at any time after the Effective Time the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Corporation and its officers and directors or their designees shall be authorized to execute and deliver, in the name and on behalf of the Merging Corporation, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Corporation, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Corporation's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.