

N220000003961

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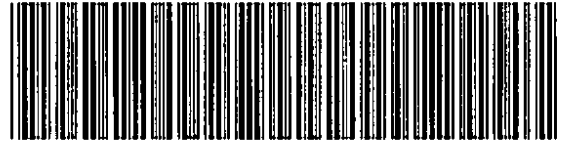
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2022 NOV 28 AM 8:02

FILED

A. RAMSEY

FEB 24 2023

COVER LETTER

TO: Amendment Section,
Division of Corporations

SUBJECT: MARTIN UNITED & JENSEN BEACH RECREATIONAL SOCCER CLUB, 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:

Ryan S. Grazi, Esq.

(Contact Person)

Grazi & Gianino, LLP

(Firm/Company)

217 SE Ocean Blvd.

(Address)

Stuart, FL 34994

(City/State and Zip Code)

For further information concerning this matter, please call:

Ryan S. Grazi, Esq.

(Name of Contact Person)

At (772) 286-0200

(Area Code & Daytime Telephone Number)



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

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

ARTICLES OF MERGER
(Not for Profit Corporations)

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2022 NOV 28 AM 8:02
STATE OF FLORIDA

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> (If known/ applicable)
MARTIN UNITED & JENSEN BEACH RI	FL	N22000003961
_____	_____	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
JENSEN BEACH SOCCER CLUB, INC.	FL	N05000003521
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 11 / 14 / 2022 (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).

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on 08/1/22.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
6 FOR 0 AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on 8/1/22. The number of directors in office was 6. The vote for the plan was as follows: 6 FOR 0 AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on 8/1/22. The number of directors in office was 6. The vote for the plan was as follows: 6 FOR 0 AGAINST


Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer.

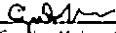
Typed or Printed Name of Individual & Title

MARTIN UNITED & JENSEN BEACH I


Richard G. Creber (Nov 19, 2022 10:04 EST)

RICHARD G. CREBER as President

JENSEN BEACH SOCCER CLUB, INC.


Cynthia Molnar (Nov 19, 2022 11:29 EST)

Cynthia Molnar as President

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

Name

MARTIN UNITED & JENSEN BEACH RECREATIONA

Jurisdiction

Florida

The name and jurisdiction of each merging corporation:

Name

JENSEN BEACH SOCCER CLUB, INC.

Jurisdiction

FLORIDA

The terms and conditions of the merger are as follows:

The Surviving Corporation shall be MARTIN UNITED & JENSEN BEACH RECREATIONAL SOCCER CLUB, INC. See attached plan of Merger for additional details.

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

None

Other provisions relating to the merger are as follows:

None

PLAN OF MERGER

This Plan of Merger is made and entered into as of November 11, 2022 between MARTIN UNITED AND JENSEN BEACH RECREATIONAL SOCCER CLUB, INC., a Florida Not for Profit corporation ("MUJBR"), and JENSEN BEACH SOCCER CLUB, INC., a Florida Not for Profit corporation ("JBSC"), collectively the "Constituent Corporations".

WHEREAS, the Constituent Corporations desire that JBSC merge with and into MUJBR (the "Merger") upon the terms and subject to the conditions herein set forth and in accordance with the laws of the State of Florida; and

WHEREAS, the Board of Directors of each Constituent Corporation have approved and adopted this Plan of Merger as of May 23, 2020 for JBSC and MUJBR as of August 1, 2022;

NOW, THEREFORE, the Constituent Corporations do hereby covenant and agree as follows:

1. **Merger.** Upon the Effective Date (as defined in Section 8 below), JBSC shall be merged with and into MUJBR, which shall be, and is herein sometimes referred to as, the Surviving Corporation. The Surviving Corporation shall continue to be governed by the laws of the State of Florida, and the separate corporate existence of JBSC shall cease forthwith upon the Effective Date.

2. **Articles of Incorporation and By-Laws.** The Articles of Incorporation of MUJBR and the By-Laws of MUJBR on the Effective Date shall remain the Articles of Incorporation and the By-Laws of the Surviving Corporation.

3. **Shares.** On the Effective Date each issued and outstanding share of common stock (if any exist) of JBSC shall be cancelled and exchanged into shares of MUJBR.

4. **Directors.** The directors of MUJBR on the Effective Date shall be the directors of the Surviving Corporation and shall hold office until their respective successors shall have been elected and qualified in accordance with the By-Laws of the Surviving Corporation and as otherwise provided by law.

5. **Officers.** The officers of MUJBR on the Effective Date shall be the officers of the Surviving Corporation and shall hold office until their respective successors shall have been elected and qualified in accordance with the By-Laws of the Surviving Corporation and as otherwise provided by law.

6. **Effects of Merger.** The effect of the merger, at the Effective Date, shall be as provided by Florida Statute Section 617.1101 as November 11, 2022. Without limiting the generality of the foregoing, and subject thereto, upon the Effective Date, the separate existence of JBSC shall cease, and the Surviving Corporation shall possess all the rights, privileges, immunities, powers, authority and franchises, of a public as well as of a private nature, and the Surviving Corporation shall be subject to all of the restrictions, liabilities, obligations and duties of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts, liabilities and obligations due to each of the Constituent Corporations on whatever account or belonging to any of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed; and all property, rights, privileges, immunities, powers, authority and franchises, all and every other interest, shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations; and all rights of creditors and all liens upon any property of each of the Constituent Corporations shall not revert or be in any way impaired by reason of this merger, on only the property affected by such liens immediately prior to the Effective Date. Any action or proceeding pending by or against each of the Constituent Corporations at the Effective Date may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in such corporation's place.

7. **Amendments.** Notwithstanding approval of this Plan of Merger by the directors of the Constituent Corporations, the Boards of Directors of the Constituent Corporations may amend this Plan of Merger by written agreement at any time prior to the Effective Date; provided that any such amendment shall not (a) alter the amount or kind of consideration to be received in exchange for shares of capital stock of JBSC, (b) alter any term of the

Articles of Incorporation or By-Laws of MUJBR or JBSC, or (c) alter the terms and conditions of this Plan of Merger if such alteration would adversely affect the holder of capital stock of either Constituent Corporation.


8. Effective Date of Merger. As soon as practicable after this Agreement has been duly adopted by the directors of MUJBR and JBSC, Articles of Merger shall be filed with the Florida Secretary of State in accordance with the laws of the State of Florida. The merger of JBSC into MUJBR shall become effective Friday, November 11, 2022 (the "Effective Date").

9. Termination. Notwithstanding approval of this Plan of Merger by the directors and shareholder of the Constituent Corporations, this Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Date by mutual consent of the Boards of Directors of the Constituent Corporations.

10. Miscellaneous. This Agreement embodies the entire agreement and understanding of the parties hereto with respect to the subject matter hereof, and supersedes all prior and contemporaneous agreements and understandings, oral or written, relative to said subject matter. Whenever the context requires, words used in the singular shall be construed to include the plural and vice versa, and pronouns of any gender shall be deemed to include and designate the masculine, feminine and neuter gender.

IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by its board of directors, has caused this Agreement to be executed by its duly authorized officers as of the day and year first above written.


MARTIN UNITED & JENSEN BEACH
RECREATIONAL SOCCER CLUB, INC.

By: 
Richard Creber, President

By: Shaun MacKenzie
Shaun MacKenzie, Secretary

JENSEN BEACH SOCCER CLUB, INC.

By: Cynthia Molnar
Cynthia Molnar, President

By: 
Kyle Gorton, Secretary