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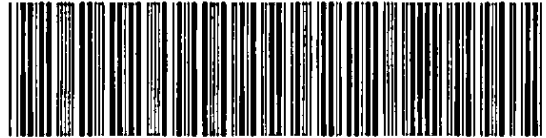
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CHERRY,
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October 20, 2022

VIA FEDERAL EXPRESS (priority delivery)

State of Florida
Amendment Section-Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, Florida 32303
Telephone: (850) 245-6051

Re: Articles of Merger and Plan of Merger
Nautica Delray Condominium Association, Inc. ("Surviving Corporation") and
Nautica Delray, Inc. ("Cooperative Association")

Dear Sir/Madam:

In connection with the above referenced corporations, enclosed please find the Articles of Merger and Plan of Merger.

Also enclosed is our firm check in the amount of \$70.00 representing payment of the filing fee.

Please return all correspondence regarding this matter to the undersigned.

Thank you for your assistance in this matter. If you have any questions, please feel free to contact me.

Sincerely,

Charles W. Edgar, III

CWE/djb

Enclosures

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TALLAHASSEE, FL

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TALLAHASSEE, FLORIDA
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ARTICLES OF MERGER
(Pursuant to Section 617.1105, Fla. Stat.)

1. The undersigned corporation, **NAUTICA DELRAY CONDOMINIUM ASSOCIATION, INC.**, a Florida not-for-profit corporation duly organized, valid and in good standing under the laws of the State of Florida, together with **NAUTICA DELRAY, INC.**, a Florida corporation duly organized, valid and in good standing under the laws of the State of Florida (together referred to as the "Constituent Corporations") have adopted a Plan of Merger.
2. The Surviving Corporation under the Plan of Merger is **NAUTICA DELRAY CONDOMINIUM ASSOCIATION, INC.**, a Florida not-for-profit corporation.
3. Pursuant to Section 617.1101, Fla. Stat., attached hereto as **Exhibit "A"** and made a part hereof is the Plan of Merger.
4. The Plan of Merger was adopted by the Board of Directors of **NAUTICA DELRAY CONDOMINIUM ASSOCIATION, INC.** at a meeting held on June 28, 2022, pursuant to Section 617.1103, and Chapter 718., Fla. Stat., and was adopted by the Members of **NAUTICA DELRAY CONDOMINIUM ASSOCIATION, INC.**, at a meeting held on June 28, 2022, by a sufficient number of votes cast for approval pursuant to the governing documents of said corporation.
5. The Plan of Merger was adopted by the Board of Directors of **NAUTICA DELRAY, INC.**, at a meeting held on June 28, 2022, pursuant to Section 607.1103, Fla. Stat., and was adopted by the Members of **NAUTICA DELRAY, INC.** at a meeting held on July 28, 2022, by a sufficient number of votes cast for approval pursuant to the governing documents of said corporation.
6. The Effective Date of the merger of the Constituent Corporations shall be July 31, 2022.

NAUTICA DELRAY CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation

By: Martin C. Maxwell
Print Name: Martin C. Maxwell
Title: President

NAUTICA DELRAY, INC., a Florida corporation

By: Martin C. Maxwell
Print Name: Martin C. Maxwell
Title: President

EXHIBIT "A"

PLAN OF MERGER

THIS PLAN OF MERGER dated July 28, 2022 ("**Plan of Merger**"), is made between **NAUTICA DELRAY CONDOMINIUM ASSOCIATION, INC.**, a Florida not-for-profit corporation ("**Condominium Association**") and **NAUTICA DELRAY, INC.**, a Florida corporation ("**Cooperative Association**"), such corporations being hereinafter referred to together as the "**Constituent Corporations**".

WHEREAS, Condominium Association is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida, having been incorporated on August 1, 2022, as a not-for-profit corporation pursuant to Chapter 617, Fla. Stat., the members of which are entitled to vote on this Plan of Merger; and

WHEREAS, Cooperative Association is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida, having been incorporated on November 6, 1959 as a not-for-profit corporation pursuant to Chapter 607, Florida Statutes, the members/shareholders of which are entitled to vote on this Plan of Merger; and

WHEREAS, the Board of Directors of Condominium Association and the Board of Directors of Cooperative Association deem it advisable and in the best interests of said corporations that Cooperative Association be merged with and into Condominium Association as authorized by Section 617.1101 (1), Fla. Stat. pursuant to the terms hereinafter set forth; and

WHEREAS, on July 28, 2022, the Board of Directors and members of Condominium Association unanimously approved this Plan of Merger; and

WHEREAS, on July 28, 2022, the Board of Directors and members/shareholders of Cooperative Association approved this Plan of Merger;

NOW THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of this Plan of Merger and the mode of carrying this merger into effect, and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed, subject to the requisite approvals of the Members of each of the corporations and other conditions as hereinafter set forth, as follows:

1. The above recitations are true and correct and are incorporated herein as if fully set forth below.

2. The Effective Date of the merger of the Constituent Corporations shall be July 31, 2022 ("**Effective Date**"), as provided in the Articles of Merger to which this Plan of Merger is attached as **Exhibit "A"**.

3. On the Effective Date:

(a) Cooperative Association shall be merged with and into Condominium Association. Condominium Association shall be and is hereby designated as the "**Surviving Corporation**". For avoidance of doubt, it is recognized that Surviving Corporation shall be subject to both Chapter 617 and Chapter 718, Florida Statutes, among others.

(b) The Registered Agent of the Surviving Corporation shall be Florida Skyline Management, 22163 Majestic Way, Boca Raton, FL 33428.

(c) The Surviving Corporation shall continue to be a Florida not-for-profit corporation as defined in Section 617.01401 (5), Fla. Stat.

(d) The Surviving Corporation shall continue to be operated as an "association" as defined in to Section 718.103(2), Fla. Stat.

(e) The legal existence of the entity formerly known as **NAUTICA DELRAY, INC.** shall be extinguished.

(f) The Articles of Incorporation of the Condominium Association shall continue to be the Articles of Incorporation of Surviving Corporation.

(g) The Cooperative Regime operated by **NAUTICA DELRAY, INC.** and the Master Declaration of Covenants, Restrictions, Easements and Termination and Conditions of Proprietary Leasehold for Nautica Delray, a Cooperative recorded in Official Records Book 31017, Page 263 of the Public Records of Palm Beach County, Florida, as same may have been amended or supplemented from time to time, shall be terminated as provided for in **Exhibit "A-1"** hereto and the Units in the condominium formed in its place shall be conveyed to the holders of the proprietary leases for same.

(h) The Surviving Corporation shall, post-merger, (i) possess all of the rights, privileges, powers and franchises, (ii) be subject to all the restrictions, disabilities and duties, (iii) own and control all property, real, personal and mixed as "association property" as defined in Section 718.103(3), Fla. Stat.), (iv) be responsible for any and all debts due on whatever account, and (v) retain rights in any and all claims or actions, arising from, related to, assumed, assigned, owned or controlled by each Constituent Corporation as provided in Section 617.1106, Fla. Stat.

(i) All corporate acts, plans, policies, contracts, approvals and authorizations of Cooperative Association operated or approved by its Members, Board of Directors and authorized committees elected or appointed by said Board of Directors, officers and agents, that are valid and effective prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be

as effective and binding thereon as the same were with respect to Cooperative Association.

(j) The assets, liabilities, reserves and accounts of each Constituent Corporation shall be recorded on the books of the Surviving Corporation in conformity with the pre-merger rights and obligations of the members of the Constituent Corporations.

4. This Plan of Merger and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida. Venue for all proceedings pertaining hereto shall be Palm Beach County, Florida.

5. This Plan of Merger cannot be altered or amended except pursuant to an instrument in writing signed on behalf of both Constituent Corporations and approved by the members of the Constituent Corporations.

IN WITNESS WHEREOF, the parties hereto have set their hands and seals on the date and year first above written.

NAUTICA DELRAY CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation

By: *Martin C. Maxwell*
Print Name: Martin C. Maxwell
Title: President

NAUTICA DELRAY, INC., a Florida corporation

By: *Martin C. Maxwell*
Print Name: Martin C. Maxwell
Title: President

EXHIBIT "A-1"

PREPARED BY AND WHEN
RECORDED RETURN TO:

Charles W. Edgar, III, Esq.
CHERRY, EDGAR & SMITH, P.A.
8409 North Military Trail, Suite 123
Palm Beach Gardens, FL 33410

Note: This instrument is being re-recorded to correct the name of the "Association" to conform to the name of the signatory and the notary acknowledgement.

TERMINATION OF COOPERATIVE AND MASTER DECLARATION OF COVENANTS, RESTRICTIONS, EASEMENTS AND TERMS AND CONDITIONS OF PROPRIETARY LEASEHOLD FOR NAUTICA DELRAY, A COOPERATIVE

THIS TERMINATION is made this 3rd day of August, 2022 by **NAUTICA DELRAY, INC.**, a Florida corporation (the "**Association**") and the other parties joining herein.

- A. Association is the successor by merger of the "Association" of, under and as defined in the **Master Declaration of Covenants, Restrictions, Easements and Termination and Conditions of Proprietary Leasehold for Nautica Delray, a Cooperative** recorded in **Official Records Book 31017, Page 263 of the Public Records of Palm Beach County, Florida**, as same may have been amended or supplemented from time to time (the "**Declaration**").
- B. The Declaration was established in order to govern the operation and administration of the cooperative known as "**Nautica Delray**" established and operating under Chapter 719, Florida Statutes (the "**Cooperative Regime**").
- C. The members/shareholders of the Association have determined that it is more practical and desirable to convert the Cooperative Regime to the Condominium form of ownership pursuant to Chapter 718, Florida Statutes and have done so by recording the Declaration of Nautica Delray, a Condominium (the "**Condominium**") as well as incorporating Nautica Delray Condominium Association, Inc., a Florida not-for-profit corporation to operate and administer the Condominium on their behalf.
- D. By virtue of the establishment of such condominium and its own governing documents, the need for the Declaration requires the interest in the Proprietary Leases described therein having been merged into ownership of fee simple title to the Units in the Condominium, the undersigned desires to terminate the Cooperative Regime and the Declaration.

NOW, THEREFORE, in consideration of the premises and the authority of the undersigned under Section 17.02 of the Declaration, the Cooperative Regime, the Declaration and the Proprietary Leases are hereby terminated and rendered null, void and of no further effect and title to the property described in the Declaration of Condominium, including Units, Limited Common Elements and Common Elements is hereby released from the covenants, terms, conditions and effect of the Declaration.

IN WITNESS WHEREOF, the undersigned has executed this Termination, effective as of the date of its recordation in the Public Records of Palm Beach County, Florida.

WITNESSES:**ASSOCIATION:**

NAUTICA DELRAY, INC., a Florida corporation

Jacob Calburn
Print Name: Jacob Calburn

By: Martin C. Maxwell
Print Name: Martin C. Maxwell
Title: President

URSULA MOLINA
Print Name: URSULA MOLINA

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 3 day of August, 2022, by Martin C. Maxwell, president of NAUTICA DELRAY, INC., a Florida corporation, who is ☐ personally known to me or has ☒ produced a US passport as identification.

(Notary Seal)

Neil Glazier
Notary Public State of Florida at Large
Name Printed: Neil Glazier
My Commission Expires: 11/25/24
Commission No.: _____

