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# N18681

Division of Corporations

## Florida Department of State Division of Corporations Electronic Filing Cover Sheet

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### MERGER OR SHARE EXCHANGE

**Belle Rive Villas Recreation Association, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	04
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February 15, 2023

FLORIDA DEPARTMENT OF STATE

Division of Corporations

BELLE RIVE VILLAS RECREATION ASSOCIATION, INC.  
3340 SE FEDERAL HWY #286  
STUART, FL 34997US

SUBJECT: BELLE RIVE VILLAS RECREATION ASSOCIATION, INC.  
REF: N22000011143

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

As a condition of a merger, pursuant to s.605.0212(8) and/or 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.

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.

Tammi Cline  
Regulatory Specialist II Supervisor

FAX Aud. #: H23000057027

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**ARTICLES OF MERGER  
Not For Profit Corporation**

The following Articles of Merger are submitted in accordance with the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, pursuant to Section 617.1101 et. seq.

**Surviving Corporation**

1. The name of the Surviving Corporation is Belle Rive Villas Recreation Association, Inc. (the "Surviving Corporation"), a Florida not for profit corporation ) (Document #N22000011143).

**Merging Corporation**

2. The name of the Merging Corporation is Belle Rive Villas Condominium Association, Inc. (the "Merging Corporation"), a Florida not for profit corporation (Document #N18681).

**Plan of Merger**

3. The Plan of Merger is attached.

**Effective Time**

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

**Adoption of Merger by Surviving Corporation**

5. The Plan of Merger was adopted by the shareholders of the Surviving Corporation on November 18, 2022.

**Adoption of Merger by Merging Corporation**

6. The Plan of Merger was adopted by the shareholders of the Merging Corporation on November 18, 2022.


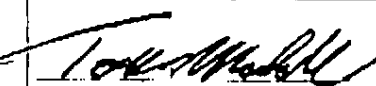
**Signatures for Each Corporation**

7. The Signatures of each Corporation are set forth below:

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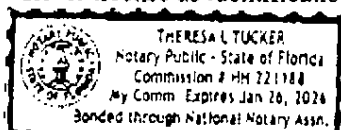
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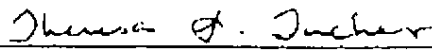
Name of Corporation	Signature of Officer or Director	Printed Name & Title
Belle Rive Villas Condominium Association, Inc.		Todd C. Marshall, President
Belle Rive Villas Recreation Association, Inc.		Todd C. Marshall, President

STATE OF FLORIDA       )  
                                       ) ss  
 COUNTY OF MARTIN     )

The foregoing instrument was sworn, subscribed, and acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 16<sup>th</sup> day of December, 2022, by Todd Marshall, as President of Belle Rive Villas Condominium Association, Inc., a Florida not for profit corporation on behalf of the corporation. He is personally known to me or has produced a Florida driver license as identification on behalf of said not for profit corporation.



(Notarial Seal)

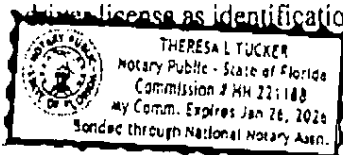
  
 Notary Public  
 State of Florida

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STATE OF FLORIDA       )  
                                       ) ss  
 COUNTY OF MARTIN     )

The foregoing instrument was sworn, subscribed, and acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 16<sup>th</sup> day of December, 2022, by Todd C. Marshall, as President of Belle Rive Villas Recreation Association, Inc., a Florida not for profit corporation on behalf of the corporation. He is personally known to me or has produced a Florida driver license as identification on behalf of said not for profit corporation.



(Notarial Seal)

  
 Notary Public  
 State of Florida

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## PLAN OF MERGER

The following Plan of Merger is submitted in compliance with section 617.1101 et. seq., Florida Statutes.

### Surviving Corporation

1. The name of the Surviving Corporation is Belle Rive Villas Recreation Association, Inc. (the "Surviving Corporation"), a Florida not for profit corporation (Document #N22000011143).

### Merging Corporation

2. The name of the Merging Corporation is Belle Rive Villas Condominium Association, Inc. (the "Merging Corporation"), a Florida not for profit corporation (Document #N18681).

### Terms & Conditions of Merger

3. The Terms & Conditions of the Merger are as follows:

Upon the terms and subject to the conditions hereof, and in accordance with the provisions of the Florida Not For Profit Corporation Act (the "FNPC Act"), the Merging Corporation shall be merged with and into the Surviving Corporation as soon as practicable. Following the Merger, the Surviving Corporation shall continue under its current name and shall continue its existence under the laws of the State of Florida and the separate existence of the Merging Corporation shall thereupon cease. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, by virtue of the Merger and without further act or deed, all properties, rights, privileges, powers and franchises of the Surviving Corporation and the Merging Corporation shall vest in the Surviving Corporation, and all debts, liabilities, obligations and duties of the Surviving Corporation and the Merging Corporation shall become the debts, liabilities, obligations and duties of the Surviving Corporation.

### Conversion of Shares

4. The manner and basis of converting the shares of each corporation into shares, obligations,

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or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

At the Effective Time, each share of the Merging Corporation's common stock issued and outstanding immediately prior to the Effective Time, shall, by virtue of the Merger and without any action on the part of the holders thereof, be converted into the right to receive the Merger Consideration. All of the Merging Corporation's Shares by virtue of the Merger and without any action on the part of the holders thereof, shall no longer be outstanding and shall be canceled and retired and shall cease to exist. The holders of certificates representing the Merging Corporation's Shares shall thereafter cease to have any rights with respect to such Merging Corporation's Shares, except the right to receive the Merger Consideration upon the surrender of such certificates.

Each Merging Corporation's Share issued and held in the Surviving Corporation's treasury shall cease to be outstanding, shall be canceled and retired without payment of any consideration therefor and shall cease to exist.

Each share of the Merging Corporation's common stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one fully paid and non-assessable share of the Surviving Corporation's common stock.

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