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Merger
*Cert Copy
2/14/11

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Moon Lake Homeowners 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:

Robert W. McClure, Esq.
(Contact Person)

Robert W. McClure, P.A.
(Firm/Company)

3511 Bonita Bay Blvd., Suite 3
(Address)

Bonita Springs, FL 34134
(City/State and Zip Code)

For further information concerning this matter, please call:

Robert W. McClure, P.A. At (239) 292-9558
(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)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Not for Profit Corporations)

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)
<u>Moon Lake Homeowners Association, Inc.</u>	<u>Florida</u>	<u>N24903</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>The Garden Homes at Moon Lake</u>	<u>Florida</u>	<u>N24904</u>
<u>Homeowners Association, Inc.</u>	<u>Florida</u>	<u>N24904</u>
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TALLAHASSEE, FLORIDA

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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 / / (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).

(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 January 20, 2011.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
31 FOR 2 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 . The number of directors in office was six. The vote for the plan was as follows: FOR 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 January 20, 2011. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 29 FOR 1 AGAINST

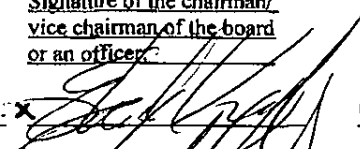
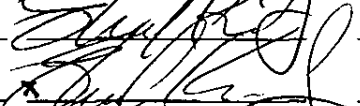
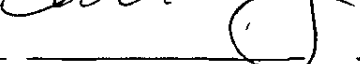
SECTION II

(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 . The number of directors in office was . The vote for the plan was as follows: FOR AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer</u>	<u>Typed or Printed Name of Individual & Title</u>
Moon Lake Homeowners Association, Inc. *		Charles Kirk, President
The Garden Homes at Moon Lake		
Association, Inc. *		Charles Kirk, President

**PLAN OF MERGER
OF
MOON LAKE HOMEOWNERS ASSOCIATION, INC. and
THE GARDEN HOMES AT MOON LAKE ASSOCIATION, INC.**

This Plan of Merger ("Plan") made as of this 20th day of August, 2010, between **MOON LAKE HOMEOWNERS ASSOCIATION, INC.** ("Moon Lake"), a Florida corporation not-for-profit, with its principal office located in care of Integrated Property Management, 5020 Tamiami Trail No., Suite 206, Naples, FL 34103 and **THE GARDEN HOMES AT MOON LAKE ASSOCIATION, INC.** ("Garden Homes"), a Florida corporation not-for-profit, with its principal office located at Integrated Property Management, 5020 Tamiami Trail No., Suite 206, Naples, FL 34103.

RECITALS:

A. Moon Lake was incorporated as a non-stock corporation pursuant to the Florida Not-For-Profit Corporation Act and is a homeowners' association, pursuant to Section 720.301(9), Florida Statutes, which manages the common areas of the residential community known as Moon Lake in Collier County, Florida, of which every owner in Moon Lake is a member and is entitled to one vote per unit.

B. Garden Homes was incorporated as a non-stock corporation pursuant to the Florida Not For Profit Corporation Act and is a homeowners' association, pursuant to Section 720.301(9), Florida Statutes, which manages the residential community of Garden Homes at Moon Lake, Collier County, Florida, of which every owner of Garden Homes is a member and is entitled to one vote per unit.

C. The respective boards of directors of Moon Lake and Garden Homes deem it advisable and in the best interests of the community of Garden Homes that it be merged into Moon Lake, as the surviving corporation, as authorized by Section 617.1101, Florida Statutes, pursuant to the terms set forth in this Plan and for the membership of Garden Homes to be converted into memberships of Moon Lake. Each board has duly approved this Plan.

NOW, THEREFORE, in consideration of these premises and the mutual covenants and agreements contained in this Plan, and for the purpose of setting forth the terms of the merger, the mode of carrying the same into effect, the manner and basis of converting the membership interests of Garden Homes, to be converted into memberships of Moon Lakes, and for the name of The Garden Homes at Moon Lake Association, Inc. to be change to Moon Lake Homeowners Association, Inc. and such other details and provisions as are deemed necessary or desirable, the parties agree, subject to the approval of adoption of this Plan by the requisite vote of the members of each constituent corporation and subject to the conditions set forth in this Plan, as follows:

**SECTION ONE
MERGER AND NAME OF SURVIVING CORPORATION**

1.1 As the Effective Date, as defined in this Plan, Garden Homes ("constituent corporation") shall be merged with and into Moon Lake ("surviving corporation") which shall not be a new corporation but shall continue its corporate existence as a Florida corporation not-for-profit, and which shall retain its name to "Moon Lake Homeowners Association, Inc." and shall maintain a registered office in Florida.

SECTION TWO

TERMS AND CONDITIONS OF MERGER

2.1 The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

(a) On and after the date the Articles of Merger described in this Plan are filed with the Florida Secretary of State ("Effective Date"):

1. The constituent corporation shall be merged into the surviving corporation.
2. The separate existence of Moon Lake and Garden Homes shall cease.
3. On and after the Effective Date, the surviving corporation shall possess all the rights, privileges, powers and franchises of a public and private nature, and be subject to all the restrictions, disabilities and duties of each constituent corporation; all property, real, personal and mixed, and all debts due to any constituent corporation on whatever account and all membership certificates and applications and all other things belonging to the constituent corporation, shall be vested in the surviving corporation; all property, rights, privileges, powers and franchises, and all other interests subsequently shall be as effectually the property of the surviving corporation as they were of the respective constituent corporation; title to any real estate vested by deed or otherwise in any constituent corporation shall not revert or be in any way impaired by reason of the merger; all rights of creditors and all liens upon any property of any of the constituent corporation shall be preserved unimpaired; and all debts, liabilities and duties of the constituent corporation shall subsequently attach to the surviving corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it. Any action or proceeding, whether civil, criminal or administrative, pending by or against the constituent corporation shall be prosecuted as if the merger had not taken place or the surviving corporation may be substituted in such action or proceeding.
4. All corporate acts, plans, policies, contracts, approvals and authorizations of Garden Homes and its members, boards of directors, committees, elected or appointed by the board of directors, and officers and agents, which were valid and effective immediately 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 on Moon Lake, as the surviving corporation, as they were with respect to the constituent corporation.
5. The assets, liabilities, reserves and accounts of the constituent corporation shall be recorded on the books of the surviving corporation at the amounts at which they shall then be carried on the books of the constituent corporation, subject to such adjustments or eliminations of inter-company items as may be appropriate in giving effect to the merger.
6. If, at any time after the Effective Date, the surviving corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further

- action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the surviving corporation or the constituent corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the surviving corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the surviving corporation, or to otherwise carry out the provisions of this Plan.
7. All the affairs, policies, regulations and property of the surviving corporation shall be controlled and governed by the board of directors of Moon Lake consisting of seven (7) members who are to be elected annually by the voting members. The board of directors from the Effective Date through the date of the next annual meeting of owners shall consist of the following members: Charles Kirk, Eric Starr, Francis Mendes, Janine Skula, Linda Bartoc, Theron Trimble, and Allen Eichler.

SECTION THREE

CONVERSION OF MEMBERSHIP INTERESTS

- 3.1 The manner and basis of converting the membership interests of the constituent corporation into the membership interests of the surviving corporation and the mode of carrying the merger into effect are as follows:
- (a) As of the Effective Date, each member, as defined in Section 2.01 of the Declaration of Master Covenants, Conditions, and Restrictions for Moon Lake, as amended, and Section 1.4 of the Declaration of Declaration of Covenants, Conditions and Restrictions of The Garden Homes at Moon Lake, as amended, respectively, shall be converted into a member in Moon Lake, as the surviving corporation.
- (b) Thereafter, the converted members in Garden Homes, shall be afforded all rights and privileges and shall be bound by all duties and obligations of a member in Moon Lake.

SECTION FOUR

ARTICLES OF INCORPORATION AND BYLAWS

- 4.1 The Articles of Incorporation of Garden Homes, filed on February 8, 1988 with the Florida Department of State, shall be the Articles of Incorporation of Moon Lake, the surviving corporation, as amended and until further amended in the manner provided by law.
- 4.2 The Bylaws of Garden Homes shall be merged into the Bylaws of Moon Lake, the surviving corporation, until amended in the manner provided by law.

SECTION FIVE

OTHER PROVISIONS

- 5.1 This Plan shall be submitted to the members of the constituent and surviving corporation as provided by applicable law. After the approval or adoption of this Plan by the members, all required documents shall be executed, filed and recorded and all required acts shall be done in order to accomplish the merger under the provisions of the applicable Florida law.
- 5.2 This Plan may be terminated at any time prior to the Effective Date, whether before or after action by the members of the constituent and surviving corporations, by mutual consent, expressed by action of their respective boards of director.

SECTION SIX
APPROVAL AND EFFECTIVE TIME OF MERGER

- 6.1 The merger shall become effective when all the following actions have been taken:
- (a) this Plan shall be adopted and approved by a majority of the boards of directors and the appropriate members of the constituent and surviving corporations in accordance with Florida law; and
 - (b) Articles of Merger, setting forth the information required by, and executed and verified in accordance with Florida law, shall be filed in the office of the Secretary of State of Florida.

6.2 For the convenience of the parties and to facilitate the filing and recording of this Plan, any number of counterparts may be executed, and each counterpart shall be deemed to be an original instrument.

6.3 This Plan and the legal relations between the parties to this Plan shall be governed by and construed in accordance with the laws of Florida.

6.4 This Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties to this Plan.

The parties have executed this Plan the day and year first above written.

MOON LAKE HOMEOWNERS

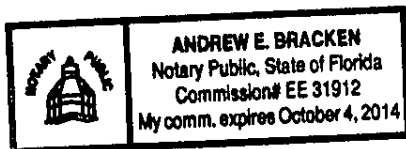


THE GARDEN HOMES AT MOON LAKE



STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 27th day of January, 2011 by Charles Kirk as the President of Moon Lake Homeowners Association, Inc. and President of The Garden Homes at Moon Lake Association, Inc. who [] is personally known to me or he has produced a FL Driver License as identification.



Notary Public

Andrew E. Bracken
Print Name of Notary Public

My Commission Expires: October 4, 2014