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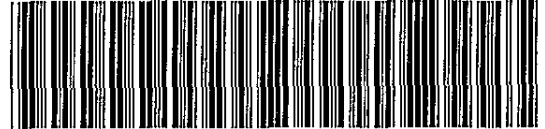
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PAVESE LAW FIRM

CHRISTOPHER J. SHIELDS
BOARD CERTIFIED REAL ESTATE LAWYER
Also Admitted in New York
(239) 336-6245
E-mail: ChristopherShields@paveselaw.com

1833 HENDRY STREET, FORT MYERS, FLORIDA 33901 | P.O. DRAWER 1507, FORT MYERS, FLORIDA 33902-1507 | (239) 334-2195 | FAX (239) 332-2243

November 7, 2005

VIA FEDERAL EXPRESS

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

Re: Merger of The Olde Hickory Verandas Condominiums I, II and III (Merging Entities) into
The Olde Hickory Verandas Commons Association, Inc. (Survivor)

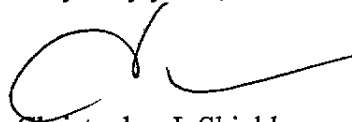
Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Articles of Merger (together with all Exhibits) for the above referenced corporations, together with a check in the amount of \$148.75, said check allocated as follows:

\$35.00 - filing fee for The Olde Hickory Verandas Condominium I Association, Inc. (Merging Entity).
\$35.00 - filing fee for The Olde Hickory Verandas Condominium II Association, Inc. (Merging Entity).
\$35.00 - filing fee for The Olde Hickory Verandas Condominium III Association, Inc. (Merging Entity).
\$35.00 - filing fee for The Olde Hickory Verandas Commons Association, Inc. (Surviving Entity).
\$ 8.75 - certified copy

Please certify and return one copy of the Articles of Merger. Thank you for your cooperation in this matter.

Very truly yours,



Christopher J. Shields

CJS/bmr
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF**

**THE OLDE HICKORY VERANDAS COMMONS ASSOCIATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION
(The Surviving Corporation)**

AND

**THE OLDE HICKORY VERANDAS CONDOMINIUM I ASSOCIATION, INC.,
THE OLDE HICKORY VERANDAS CONDOMINIUM II ASSOCIATION, INC., AND
THE OLDE HICKORY VERANDAS CONDOMINIUM III ASSOCIATION, INC.
ALL FLORIDA NOT FOR PROFIT CORPORATIONS
(The Non-Surviving Corporations)**

INTO

**THE OLDE HICKORY VERANDAS COMMONS ASSOCIATION, INC.
(The Surviving Corporation)**

Pursuant to Section 617.1105 of the Florida Statutes, the undersigned corporations, The Olde Hickory Verandas Commons Association, Inc., a Florida not for profit corporation, The Olde Hickory Verandas Condominium I Association, Inc., The Olde Hickory Verandas Condominium II Association, Inc., and The Olde Hickory Verandas Condominium III Association, Inc., all Florida not for profit corporations, adopt the following Articles of Merger for the purpose of merging The Olde Hickory Verandas Commons Association, Inc., The Olde Hickory Verandas Condominium I Association, Inc., The Olde Hickory Verandas Condominium II Association, Inc., and Olde Hickory Verandas Condominium III Association, Inc., all Florida not for profit corporations, into The Olde Hickory Verandas Commons Association, Inc.

PLAN OF MERGER

1. The Plan of Merger setting forth the terms and conditions of the merger of The Olde Hickory Verandas Commons Association, Inc., is attached to these Articles as **Exhibit "A"**.

ADOPTION OF PLAN

2. The Olde Hickory Verandas Commons Association, Inc. has 132 members entitled to vote on the Plan of Merger. The Plan was adopted by written consent of the members. The Statement of Consent executed by the members of The Olde Hickory Verandas Commons Association, Inc. is attached to these Articles as **Exhibit "B"**.

3. The Olde Hickory Verandas Condominium I Association, Inc. had 48 members entitled to vote on the Plan of Merger. The Plan was adopted by written consent of the members. The Statement of Consent executed by the members of The Olde Hickory Verandas Condominium I Association, Inc., is attached to these Articles as **Exhibit "C"**.

4. The Olde Hickory Verandas Condominium II Association, Inc. had 36 members entitled to vote on the Plan of Merger. The Plan was adopted by written consent of the members. The Statement of Consent executed by the members of The Olde Hickory Verandas Condominium II Association, Inc., is attached to these Articles as **Exhibit "D"**.

5. The Olde Hickory Verandas Condominium III Association, Inc. had 48 members entitled to vote on the Plan of Merger. The Plan was adopted by written consent of the members. The Statement of Consent executed by the members of The Olde Hickory Verandas Condominium III Association, Inc., is attached to these Articles as **Exhibit "E"**.

EFFECTIVE DATE

5. The Plan of Merger shall be effective on the date these Articles are filed with the Department of State.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed this 7th day of July, 2005

THE OLDE HICKORY VERANDAS
COMMONS ASSOCIATION, INC.

By: Arthur E. Kvamme
Arthur E. Kvamme President

Attest:

By: Julia A. [Signature] Secretary

THE OLDE HICKORY VERANDAS
CONDOMINIUM I ASSOCIATION, INC.

By: Don Lowenstein
Don M. Lowenstein President

Attest:

By: Patricia L. DeLafontaine Secretary

THE OLDE HICKORY VERANDAS
CONDOMINIUM II ASSOCIATION, INC.

By: X Carlos Hornsby
Carlos Hornsby, President

Attest:

By: James L. Burroughs, Secretary

THE OLDE HICKORY VERANDAS
CONDOMINIUM III ASSOCIATION, INC.

By: Walter Sedlacek
Walter Sedlacek, President

Attest:

By: Notaric Williams, Secretary

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

_____ Agreement and Plan of Merger dated as of the 7th day of July, 2005 by and among **OLDE HICKORY VERANDAS CONDOMINIUM I ASSOCIATION, INC., a Florida Not for Profit Corporation, OLDE HICKORY VERANDAS CONDOMINIUM II ASSOCIATION, INC., a Florida Not for Profit Corporation, and OLDE HICKORY VERANDAS CONDOMINIUM III ASSOCIATION, INC., a Florida Not for Profit Corporation** (herein referred to as non-surviving corporations), and **THE OLDE HICKORY VERANDAS COMMONS ASSOCIATION, INC., a Florida Not for Profit Corporation** (herein referred to as surviving corporation) said corporations being herein sometimes referred to as the "Constituent Corporations".

The non-surviving corporations are duly organized and existing under the laws of the State of Florida, having been incorporated thereunder on February 28, 1991, May 7, 1992 and January 21, 1993, respectively. The surviving corporation is a corporation organized and existing under the laws of the State of Florida, having been incorporated thereunder on March 1, 1991. All corporations were organized under their present names and such names have never been changed.

Neither corporation is authorized to issue shares. The non-surviving corporations currently have 48 members, 36 members, and 48 members respectively. The surviving corporation currently has 132 members.

The new principal office of the corporations is c/o Benson's, Inc., 12650 Whitehall Drive, Fort Myers, FL 33907. The new registered office of the surviving corporation is located at Benson's, Inc. and Mark R. Benson is the new the registered agent thereof upon whom process against the Florida Corporation may be served.

The Board of Directors of the non-surviving corporations and the Board of Directors of the surviving corporation deem it to be to the benefit and advantage of each of said corporations and their respective members that said corporations merge under and pursuant to the provisions of Section 617.1105 of the Florida Statutes, and the Board of Directors of each of the constituent corporations, by resolution duly adopted, have approved this Agreement and Plan of Merger (sometimes herein called the "Agreement"), and the Directors of each has duly authorized the execution of the same, and each of said Board of Directors has directed that the Agreement be submitted to a vote of the respective members of the non-surviving and surviving corporations entitled to vote thereon (namely all of the members of each) for the purpose, among others, of considering approval of the Agreement.

In consideration of the foregoing and the mutual agreements hereinafter set forth, the parties hereto agree that in accordance with Section 617.1105 of the Florida Statutes, the non-surviving corporations shall be merged with and into the surviving corporation and that the terms and conditions of such merger and the mode of carrying it into effect are, and shall be, as herein set forth.

ARTICLE I

Except as herein specifically set forth, the corporate existence of the surviving corporation, with all its purposes, powers and objects shall continue in effect and unimpaired by the merger, and the corporate identity and existence, with all the purposes, powers and objects of the non-surviving corporations shall be merged into the surviving corporation and the surviving corporation, as the corporation surviving the merger, shall be fully vested therewith. The separate existence and corporate organization of the non-surviving corporations shall cease as soon as the merger shall become effective as herein provided and thereupon the non-surviving corporations and the surviving corporation shall be a single corporation, to wit, the surviving corporation. This Agreement shall continue in effect and the merger shall become effective only if the Agreement is adopted by the members of the constituent corporations as provided in Article IX hereof. Upon such adoption, that fact shall be certified upon the Agreement of the Secretary or Assistant Secretary of each of the constituent corporations, under the seals thereof. Thereupon, complying with the requirements of Section 617.1103 of the Florida Statutes, the Agreement shall be filed in the office of the Secretary of State of Florida and a copy of this Agreement, certified by the Secretary of State of Florida, shall be recorded in the office of the Clerk of Courts of Lee County in the State of Florida.

Effective on the date of the first Annual Meeting following the merger of the individual associations of The Olde Hickory Verandas Condominium I, II, and III Associations into The Olde Hickory Verandas Commons Association, Inc., there shall be five (5) directors with each Condominium entitled to at least one (1) representative, on the Board of Directors. The election shall be bifurcated so that each Condominium shall elect one (1) representative to the Board from the list of eligible candidates from that Condominium who are vying for said position, and only the votes from that particular Condominium shall be counted in electing their representative to the Board. The two (2) last seats on the Board shall serve on an annual basis and shall be elected by all members of the Association "at large." Except for the "at large" members on the Board, notwithstanding anything herein stated to the contrary, in the case a vacancy shall occur, the vacancy shall be filled by the remaining members on the Board who shall appoint an individual member from the same Condominium where the vacancy occurred.

The merger shall become effective when the necessary filing shall have been accomplished in Florida. The date when the merger becomes effective is sometimes herein referred to as the "effective date of the merger".

ARTICLE II

Upon the effective date of the merger, the Articles of Incorporation of The Olde Hickory Verandas Commons Association, Inc. as hereinafter amended shall be the Articles of Incorporation of the surviving corporation. Said Articles of Incorporation are made a part of this Agreement and Plan of Merger with the same force and effect as if set forth in full.

ARTICLE III

Upon the effective date of the merger, the By-Laws of The Olde Hickory Verandas Commons Association, Inc. shall be the By-Laws of the surviving corporation until the same shall be thereafter altered, amended or repealed in accordance with the law, the Articles of Incorporation and said By-Laws.

ARTICLE IV

Upon the effective date of the merger, the surviving corporation shall continue in existence and without further transfer succeed to and possess all the rights, privileges and purposes of each of the constituent corporations and all of the property, real and personal, including causes of action, and every other asset of each of the constituent corporations shall vest in the surviving corporation without further act or deed, and the surviving corporation shall be liable for all the liabilities, obligations, and penalties of each of the constituent corporations. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any member, officer, director or employee thereof, shall be released or impaired by such merger. No action or proceeding, whether civil or criminal, then pending by or against either constituent corporation, or any member, officer, director or employee thereof shall abate or be discontinued by such merger but may be enforced, prosecuted, defended, settled or compromised as if such merger had not occurred, or the surviving corporation may be substituted in any action or proceeding in place of either constituent corporation. Notwithstanding the foregoing, should any claim brought after the merger relate back to or have arisen prior to the merger, the claim or any expense incurred in defending such claim shall be assessed only against the properties or units which were under the pre-merger Association which incurred the loss, claim or liability.

If at any time the surviving corporation shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to best perfect or confirm of record in the surviving corporation the title of any property or rights of the constituent corporations or otherwise to carry out the provisions thereof, the proper officers and directors of the constituent corporations, as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments and assurances in law and do all things necessary or proper to best perfect or confirm title to such property or rights in the surviving corporation and otherwise to carry out the provisions thereof.

ARTICLE V

Upon the effective date of the merger, each membership of the non-surviving corporations, shall be and become converted into a membership in the surviving corporation. Each member of the non-surviving corporations shall be entitled to precisely the same rights he would enjoy if he held membership in the surviving corporation.

ARTICLE VI

_____The officers of the surviving corporation at the effective date of the merger shall serve as the officers of the corporation, until their successors shall have been elected and shall qualify, or as otherwise provided in the By-Laws of the surviving corporation. The directors of both the surviving corporation and the non-surviving corporations shall serve as directors of the corporation, until their successors shall have been elected and shall qualify, or as otherwise provided in the By-Laws of the surviving corporation. If, on or after the effective date of the merger, a vacancy shall exist in the Board of Directors of the surviving corporation, or in any of the offices specified above, such vacancy may be filled in the manner provided in the By-Laws of the surviving corporation.

ARTICLE VII

All corporate acts, plans, policies, approvals, and authorizations of the non-surviving corporation, its members, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents which were valid and effective immediately prior to the effective date of the merger, shall be taken for all purposes as the acts, plans, policies, approvals, and authorizations of the surviving corporation and shall be effective and binding thereon as they were on the non-surviving corporations. Such merger shall not in itself effect any other change in such plans or rights. The employees of the non-surviving corporations shall become the employees of the surviving corporation and continue to be entitled to the same rights and benefits they enjoyed as employees of the non-surviving corporations.

ARTICLE VIII

This Agreement of Merger shall be submitted to the members of each of the constituent corporations as provided by the applicable laws of the State of Florida. There shall be required for the adoption of this Agreement by (i) the non-surviving corporations - the affirmative vote of the holders of at least a majority of the members entitled to be cast of the corporations and by (ii) the surviving corporation - the affirmative vote of the holders of at least a majority of the members entitled to be cast of the corporation. In addition, consummation of the merger shall be subject to obtaining any consents or approvals determined by the respective Boards of Directors of the constituent corporations to be necessary to effect such merger.

ARTICLE IX

The surviving corporation hereby agrees that it may be served with process in any proceedings for enforcement of any obligation of the non-surviving corporations as well as for the enforcement of any obligation resulting from the merger.

ARTICLE X

This Agreement and the merger may be terminated and abandoned by resolutions of the Board of Directors of the non-surviving corporations and the surviving corporation prior to the merger becoming effective. In the event of the termination and the abandonment of this Agreement and the merger pursuant to the foregoing provisions of this Article X, this Agreement shall become

void and of no further effect without any liability on the part of either of the constituent corporations or its stockholders or the directors or officers in respect thereof.

ARTICLE XI

This Agreement and Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each party of this Agreement and Plan of Merger pursuant to authority duly given by its respective Board of Directors has caused these presents to be executed on its behalf by its President and its Corporate Seal to be hereunto affixed and attested to by its Secretary as of the day and year first hereinabove written.

THE OLDE HICKORY VERANDAS
COMMONS ASSOCIATION, INC.

By: Arthur E. Kvamme
Arthur E. Kvamme, President

Attest:

By: James Veraldi
James Veraldi Secretary

THE OLDE HICKORY VERANDAS
CONDOMINIUM I ASSOCIATION, INC.

By: Don M. Lowenstein
Don M. Lowenstein, President

Attest:

By: Patricia De Garmen
Patricia De Garmen Secretary

THE OLDE HICKORY VERANDAS
II CONDOMINIUM ASSOCIATION, INC.

By: *Carlos Hornsby*
Carlos Hornsby, President

Attest:

By: *James S. Buersmeyer*
James Buersmeyer Secretary

THE OLDE HICKORY VERANDAS
III CONDOMINIUM ASSOCIATION, INC.

By: *Walter Sedlacek*
Walter Sedlacek, President

Attest:

By: *Natalie Williams*
Natalie Williams Secretary

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EXHIBIT "B"

**RESOLUTION OF THE MEMBERS OF
THE OLDE HICKORY VERANDAS COMMONS ASSOCIATION, INC.
ADOPTING PLAN OF MERGER**

WHEREAS, the board of directors of this corporation has approved a plan of merger at a meeting of directors duly held at Benson's Inc. 12650 Whitehall on the 7th day of July, 2005 and ordered such plan to be submitted to the members for approval at this meeting as provided by law; it is

RESOLVED, that the members of this corporation hereby ratify and adopt the plan of merger dated the 10th day of October, 2005 among the corporations of Olde Hickory Verandas Condominium I Association, Inc., Olde Hickory Verandas Condominium II Association, Inc., and Olde Hickory Verandas Condominium III Association, Inc., into The Olde Hickory Verandas Commons Association, Inc., all Florida Not for Profit Corporations, and direct the secretary of the corporation to insert a copy of such plan in the minute book of the corporation immediately following the minutes of this meeting; and

FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to execute all documents and take such further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this resolution.

DATED this 22 day of July, 2005.

Member(s):

Secretary

EXHIBIT "C"

**RESOLUTION OF THE MEMBERS OF
OLDE HICKORY VERANDAS CONDOMINIUM I ASSOCIATION, INC.
ADOPTING PLAN OF MERGER**

WHEREAS, the board of directors of this corporation has approved a plan of merger at a meeting of directors duly held at Schoo Management on the 10th day of August, 2005 and ordered such plan to be submitted to the members for approval at this meeting as provided by law; it is

RESOLVED, that the members of this corporation hereby ratify and adopt the plan of merger dated the 10th day of October, 2005 among the corporations of Olde Hickory Verandas Condominium I Association, Inc.; Olde Hickory Verandas Condominium II Association, Inc., and Olde Hickory Verandas Condominium III Association, Inc., into The Olde Hickory Commons Association, Inc., all Florida Not for Profit Corporations, and direct the secretary of the corporation to insert a copy of such plan in the minute book of the corporation immediately following the minutes of this meeting; and

FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to execute all documents and take such further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this resolution.

DATED this 10th day of August, 2005.

Member(s):

Patricia L. DeLorme
Secretary

EXHIBIT "D"

**RESOLUTION OF THE MEMBERS OF
OLDE HICKORY VERANDAS CONDOMINIUM II ASSOCIATION, INC.
ADOPTING PLAN OF MERGER**

WHEREAS, the board of directors of this corporation has approved a plan of merger at a meeting of directors duly held at Benson's Inc. 12650 Whitehall on the 7th day of July, 20 05 and ordered such plan to be submitted to the members for approval at this meeting as provided by law; it is

RESOLVED, that the members of this corporation hereby ratify and adopt the plan of merger dated the 10th day of October, 20 05 among the corporations of Olde Hickory Verandas Condominium II Association, Inc.; Olde Hickory Verandas Condominium I Association, Inc., and Olde Hickory Verandas Condominium III Association, Inc., into The Olde Hickory Commons Association, Inc., all Florida Not for Profit Corporations, and direct the secretary of the corporation to insert a copy of such plan in the minute book of the corporation immediately following the minutes of this meeting; and

FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to execute all documents and take such further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this resolution.

DATED this 22 day of July, 20 05.

Member(s):

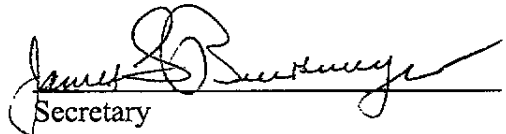

Secretary

EXHIBIT "E"

**RESOLUTION OF THE MEMBERS OF
OLDE HICKORY VERANDAS CONDOMINIUM III ASSOCIATION, INC.
ADOPTING PLAN OF MERGER**

WHEREAS, the board of directors of this corporation has approved a plan of merger at a meeting of directors duly held at Benson's Inc. 12650 Whitehall Dr. on the 20th day of July, 20 05 and ordered such plan to be submitted to the members for approval at this meeting as provided by law; it is

RESOLVED, that the members of this corporation hereby ratify and adopt the plan of merger dated the 10th day of October, 20 05 among the corporations of Olde Hickory Verandas Condominium III Association, Inc.; Olde Hickory Verandas Condominium II Association, Inc., and Olde Hickory Verandas Condominium I Association, Inc., into The Olde Hickory Commons Association, Inc., all Florida Not for Profit Corporations, and direct the secretary of the corporation to insert a copy of such plan in the minute book of the corporation immediately following the minutes of this meeting; and

FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to execute all documents and take such further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this resolution.

DATED this 10th day of October, 20 05.

Member(s):

Natalie Williams
Secretary