

N49010

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

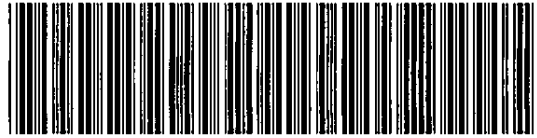
(Document Number)

Certified Copies

Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



200158726802

07/23/09--01009--018 **105.00

Mergu/M

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 JUL 23 PM 4: 34

2009 JUL 27 2009

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Oakleigh Pointe Homeowners Association, Inc. a Florida non-profit Corporation
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Walter R. Barnes, III
(Contact Person)

Barnes Management & Consulting
(Firm/Company)

12914 Beautyberry Circle S
(Address)

Jacksonville, Florida 32246
(City/State and Zip Code)

For further information concerning this matter, please call:

Walter R. Barnes, III At (904) 608-1362
(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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

09 JUL 23 PM 4:34

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>Oakleigh Pointe Unit One Homeowners Association, Inc.</u>	<u>Florida</u>	<u>N49010</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Oakleigh Pointe Unit One Homeowners Association, Inc.</u>	<u>Florida</u>	<u>N49010</u>
<u>Oakleigh Pointe Unit Two Homeowners Association, Inc.</u>	<u>Florida</u>	<u>N94000003465</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

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 _____.
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 May 26, 2009. The number of directors in office was 4. The vote for the plan was as follows: 4 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 April 27, 2009. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 64 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 _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Name of Corporation

Typed or Printed Name of Individual & Title

Cecil Williams, President

Oakleigh Pointe Unit Two Homeowners Association, Inc.

Cecil Williams, 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:

<u>Name</u>	<u>Jurisdiction</u>
<u>Oakleigh Pointe ^{Unit One} Homeowners' Association, Inc.</u>	<u>Florida</u>

The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Oakleigh Pointe Unit One Homeowners' Association, Inc.</u>	<u>Florida</u>
<u>Oakleigh Pointe Unit Two Homeowners' Association, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

The terms and conditions of the merger are as follows:

The by laws, Covenants and Restrictions of Oakleigh Pointe Unit One Homeowners' Association, Inc. will govern the surviving corporation.

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

Other provisions relating to the merger are as follows:

**MINUTES OF THE JOINT SPECIAL MEETING OF ALL MEMBERS,
OFFICERS AND DIRECTORS OF OAKLEIGH POINTE UNIT ONE
HOMEOWNERS' ASSOCIATION, INC. and OAKLEIGH POINTE
UNIT TWO HOMEOWNERS' ASSOCIATION, INC**

This joint special meeting of all of the officers, directors and members of OAKLEIGH POINTE UNIT ONE HOMEOWNERS' ASSOCIATION, INC. and OAKLEIGH POINTE UNIT TWO HOMEOWNERS' ASSOCIATION, INC. was held at the offices of OAKLEIGH POINTE UNIT ONE HOMEOWNERS' ASSOCIATION, INC. on the 26th day of May, 2009.

Present were a quorum of all of the members of both corporations and all of the officers and directors of both corporations.


Cecil Williams served as Chairman and called the meeting to order and stated that a quorum of the members and officers and directors were present for the conduct of the business before the meeting and the Secretary thereupon presented and read a Waiver of Notice to Meeting duly signed by all of the directors and officers.

The Chairman then stated that the Board of Directors of both corporations had adopted a plan of merger and was submitting the plan to the members for their approval and the plan was submitted in order to be made a part of the minutes.

Upon Motion duly made, seconded and carried by the required majorities, it was resolved as follows:

1. That the corporations adopt the plan of merger presented to the meeting.
2. That the President and Secretary be and they are hereby authorized and directed to executed the Articles of Merger and to have said document filed in the office of the Secretary of State in Tallahassee, Florida.

There being no further business, upon Motion duly made and seconded and carried, the meeting was adjourned


Chairman

OAKLEIGH POINTE UNIT ONE
HOMEOWNERS' ASSOCIATION, INC.


George Gillis, Secretary

OAKLEIGH POINTE UNIT TWO
HOMEOWNERS' ASSOCIATION, INC.


George Gillis, Secretary

ARTICLES OF MERGER

1. The undersigned corporations have adopted an agreement and plan of merger, a copy of which is attached hereto as Exhibit A and incorporated herein by reference.
2. The name of the surviving corporation is Oakleigh Pointe Homeowners Association, Inc., a Florida non-profit corporation.
3. No changes in the Articles of Incorporation of the surviving corporation have been made.
4. The Agreement of Merger of the undersigned corporations were adopted pursuant to Section 617.051 of the Florida Not-for-Profit Corporation Act.
5. The merger of the undersigned corporations will become effective on the date the Certificate of Merger is issued by the Department of State.
6. The Board of Directors of each of the undersigned corporations have adopted the plan and agreement of merger.
7. The members of both corporations have adopted the Agreement of Merger at the special meeting called and held for that purpose on the 26th day of May, 2009 at which meeting a quorum was present for both corporations for voting and such plan and agreement of merger was ratified and approved by at least two thirds of the members present and entitled to vote.

Dated this 21st day of JULY, 2009.

OAKLEIGH POINTE UNIT ONE HOMEOWNERS' ASSOCIATION, INC.

By: 

Cecil Williams, President

Attest: 

George Gillis, Secretary

OAKLEIGH POINTE UNIT TWO HOMEOWNERS' ASSOCIATION, INC.

By: 

Cecil Williams, President

Attest: 

George Gillis, Secretary

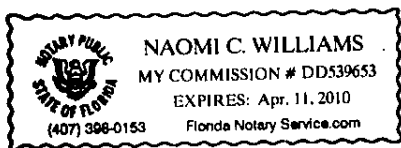
**ADDENDUM TO ARTICLES OF MERGER FOR
OAKLEIGH POINTE UNIT ONE HOMEOWNERS ASSOCIATION, INC.**

The name of the surviving corporation will be changed to Oakleigh Pointe Homeowners Association, Inc.

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was sworn to and subscribed before me this 21st day of July, 2009 by Cecil Williams, as President of Oakleigh Pointe Unit One Homeowners' Association, Inc. and President of Oakleigh Pointe Unit Two Homeowners' Association, Inc., who has furnished DRIVER'S LICENSE as identification.

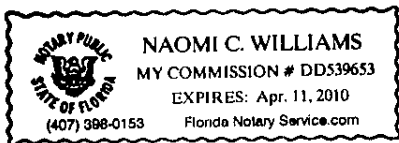


Naomi C. Williams
Signature of person taking acknowledgment
Naomi C. Williams
Printed name of person taking acknowledgment

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was sworn to and subscribed before me this 21st day of July, 2009 by George Gillis, as Secretary of Oakleigh Pointe Unit One Homeowners' Association, Inc. and Secretary of Oakleigh Pointe Unit Two Homeowners' Association, Inc., who has furnished DRIVER'S LICENSE as identification.



Naomi Williams
Signature of person taking acknowledgment
Naomi C. Williams
Printed name of person taking acknowledgment

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT is made this 26th day of May, 2009, by and between OAKLEIGH POINTE UNIT ONE HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation and OAKLEIGH POINTE UNIT TWO HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation.

R E C I T A L S:

- A. The respective Boards of Directors and members of the constituent corporations deem it advisable that OAKLEIGH POINTE UNIT TWO HOMEOWNERS' ASSOCIATION, INC. be merged into OAKLEIGH POINTE HOMEOWNERS' ASSOCIATION, INC. under the laws of the State of Florida in the manner provided therefore pursuant to Section 617.051 of the Florida not-for-profit Act.
- B. The respective Boards of Directors and members of the constituent corporations have agreed that no changes or amendments to the Articles of Incorporation of the surviving corporation will be made.

NOW THEREFORE, in consideration of the premises and the mutual agreements hereinafter contained, the constituent corporations have agreed and do hereby agree to merge upon the terms and conditions herein below set forth.

- 1. The constituent corporations hereby agree that OAKLEIGH POINTE UNIT TWO HOMEOWNERS' ASSOCIATION, INC. shall be merged into OAKLEIGH POINTE HOMEOWNERS' ASSOCIATION, INC..
- 2. The name of the surviving corporation shall be OAKLEIGH POINTE HOMEOWNERS' ASSOCIATION, INC.
- 3. The principal office of the surviving corporation shall be located at the following address: 12914 Beautyberry Circle South Jacksonville, Florida 32246.
- 4. The purpose of the surviving corporation is to engage in any lawful acts or activities for which said corporation may be formed under Chapter 617 and Chapter 720 of the Florida Statutes.
- 5. All property, real, personal and mixed and all debts due on whatever account, and all other choses in action and all and every other interest whether belonging to or due to OAKLEIGH POINTE UNIT TWO HOMEOWNERS' ASSOCIATION, INC. shall be deemed to be

transferred, conveyed to or vested in the surviving corporation without further act or deed and title to any interest in any real estate vested in such corporations shall not revert or be in any way impaired by reason of such merger.

6. The surviving corporations shall assume, and henceforth be responsible and liable for, all the liabilities and obligations of the disappearing corporation.
7. The articles or certificate of incorporation of the surviving corporation shall not be amended and shall continue to be the articles or certificate of incorporation of the surviving corporation in its present form and content.
8. The bylaws of the surviving corporation shall, except as amended to increase the board of directors as may be hereinafter provided, shall continue in its present form and content, to be the bylaws of the surviving corporation.
9. This Agreement shall become effective on the date of filing of the Articles of Merger with the office of the Secretary of State.
10. On the effective date of the merger, the following persons shall be elected to the offices hereinbelow described to serve in such capacities until the next annual meeting of the Board of Directors, or until their successors shall be elected and shall qualify:

President:	Cecil Williams
------------	----------------

Vice-President:	Willie J. Williams
-----------------	--------------------

Secretary:	George Gillis
------------	---------------

Treasurer:	Michelle Patton
------------	-----------------

11. It is agreed that the books and records of the disappearing corporation shall be balanced and internally audited for the period from the end of the last fiscal year of said corporation to the effective date of the merger.
12. Following the effective date of the merger, all decisions shall be made by the Board of Directors of the surviving corporation.

IN WITNESS WHEREOF, the constituent corporations have caused their respective corporate names to be signed hereto by their respective Presidents and Secretaries, thereunto duly authorized by their respective Board of Directors and members thereof, the date and year first above written.

Walter R Barnes ^{III}
Witness Signature
WALTER R BARNES ^{III}
Witness Printed Name

OAKLEIGH POINTE UNIT ONE
HOMEOWNERS' ASSOCIATION, INC.

By: [Signature]
Cecil Williams, President

Walter R Barnes ^{III}
Witness Signature
WALTER R BARNES ^{III}
Witness Printed Name

Attest: George Gillis
George Gillis, Secretary

Walter R Barnes ^{III}
Witness Signature
WALTER R BARNES ^{III}
Witness Printed Name

OAKLEIGH POINTE UNIT TWO
HOMEOWNERS' ASSOCIATION, INC.

By: [Signature]
Cecil Williams, President

Walter R Barnes ^{III}
Witness Signature
WALTER R BARNES ^{III}
Witness Printed Name

Attest: George Gillis
George Gillis, Secretary