

N94000000882

(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

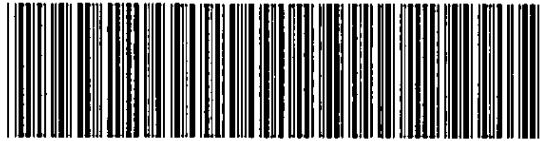
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*[Signature]*

COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Stoneybrook Clubside Commons Association, Inc.  
Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

Scott K. Petersen, Esq.

Contact Person

Law Office of Scott K. Petersen, PLLC

Firm/Company

PO Box 2713

Address

Sarasota, FL 34230

City/State and Zip Code

scott@skplegal.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Scott K. Petersen

Name of Contact Person

At ( 941 ) 203-6075

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**IMPORTANT NOTICE:** Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

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SCOTT K. PETERSEN  
TALLAHASSEE, FL

## ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**FIRST:** The name and jurisdiction of the surviving entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
Stoneybrook Clubside Commons Association, Inc.	FL	Non-profit	N94000000882

**SECOND:** The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
Stoneybrook Clubside Association I, Inc.	FL	Non-profit	N94000000883
Stoneybrook Clubside Association II, Inc.	FL	Non-profit	N94000002133
Stoneybrook Clubside Association III, Inc.	FL	Non-profit	N94000002134

**THIRD:** The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

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**FOURTH:** Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

**FIFTH:** Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

**SIXTH:** Please check box below if applicable to foreign corporations

- ☐ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

**SEVENTH:** Please check box below if applicable to domestic or foreign non corporation(s).

- ☒ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

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**EIGHTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
see attached		

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

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## ARTICLES OF MERGER

1. The undersigned corporations, being validly and legally formed under the laws of the state of Florida, have adopted a Plan of Merger. The Plan of Merger is attached as Exhibit "A" to these Articles of Merger.
2. Under the Plan of Merger, the name of the surviving corporation is **Stoneybrook Clubside Commons Association, Inc., n/k/a Stoneybrook Clubside Association, Inc.**, a Florida corporation not for profit.
3. The Plan of Merger of the undersigned corporation was adopted under Section 617.1103.
4. The Plan of Merger shall become effective as provided in Paragraph 9 thereof.
5. The Articles of Incorporation of the surviving corporation are being amended and restated as permitted in Sections 617.1007 and 617.1101(2)(c). The Amended and Restated Articles of Incorporation are attached as Exhibit 2 to the Plan of Merger.
6. These Articles of Merger, and the exhibits hereto, were approved by not less than two-thirds of the members of each corporation participating at meetings of the corporations, which vote also satisfied the requirement that not less than a majority of the total voting interests of all the members of each corporation approve the amendments; by unanimous vote of the Board of Directors of the Surviving Corporation; and by unanimous vote of the Board of Directors of each Merging Corporation; at duly noticed and convened meetings held on April 19, 2022. The number of votes cast in favor of the adoption of the amendments was sufficient for approval under the terms of the Articles of Incorporation of the corporations, and applicable law.

The statements set forth in these Articles of Merger are true and

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correct and are certified as such on this 21<sup>st</sup> day of April, 2022.

Stoneybrook Clubside Commons  
Association, Inc. n/k/a  
Stoneybrook Clubside Association,  
Inc.

John Ostaszek  
By: John Ostaszek, President

Stoneybrook Clubside Association I, Inc.

Jim Potchka  
By: Jim Potchka, President

Stoneybrook Clubside Association II, Inc.

Jim Potchka  
By: Jim Potchka, President

Stoneybrook Clubside Association III, Inc.

John Chambers  
By: John Chambers, President

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## PLAN OF MERGER

This Plan of Merger is by and between **Stoneybrook Clubside Commons Association, Inc.**, a Florida corporation not for profit (the "Surviving Corporation") and the following corporations (the "Merging Corporations"):

- **Stoneybrook Clubside Association I, Inc.**, a Florida corporation not for profit.
- **Stoneybrook Clubside Association II, Inc.**, a Florida corporation not for profit.
- **Stoneybrook Clubside Association III, Inc.**, a Florida corporation not for profit.

The Surviving Corporation and the Merging Corporation are sometimes referred to collectively herein as the "Constituent Corporations."

1. Constituent Corporations. The Constituent Corporations are Florida corporations not for profit, organized on a nonstock basis, and are in good standing with the Division of Corporations.
2. Condominium Property. The Constituent Corporations are in charge of the operation and control of the Stoneybrook Clubside community located in Sarasota County, Florida, as more particularly described below:
  - a. The Surviving Corporation acts as a master association for the entire Stoneybrook Clubside community, and owns and operates common property, in accordance with the Declaration of Covenants for Stoneybrook Clubside Commons as recorded in Official Records Book 2662, Page 213, et seq., Public Records of Sarasota County, Florida, as amended (Commons Declaration).
  - b. The Merging Corporations are in charge of the operation and control of 90 residential condominium units pursuant to the following documents (Condominium Declarations):

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- i. Declaration of Condominium for Stoneybrook Clubside Condominium I as recorded in Official Records Book 2662, Page 247, et seq., Public Records of Sarasota County, Florida, as amended.
- ii. Declaration of Condominium for Stoneybrook Clubside Condominium II as recorded in Official Records Book 2701, Page 282, et seq., Public Records of Sarasota County, Florida, as amended.
- iii. Declaration of Condominium for Stoneybrook Clubside Condominium III as recorded in Official Records Book 2723, Page 617, et seq., Public Records of Sarasota County, Florida, as amended.

The three condominiums are not being merged. Amendments to each of Condominium Declarations, and the Commons Declaration, shall be adopted as part of this Plan of Merger as set forth in the proposed amendments attached hereto as Composite Exhibit 1.

3. Surviving Corporation. The Surviving Corporation shall continue to serve as a commons association for the entire Stoneybrook Clubside community, and shall become the condominium association that operates the three condominiums described in the Condominium Declarations.
4. Principal Office. The principal office of Surviving Corporation shall be 9031 Town Center Parkway, Bradenton, FL.
5. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Stoneybrook Clubside Condominium Association, Inc., as amended.

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 HALL COUNTY, FLORIDA

Corporation shall be the Amended and Restated Articles of Incorporation attached hereto as Exhibit 2, which shall be adopted as part of this Plan of Merger.

6. Bylaws. The Bylaws of the Surviving Corporation shall be the Amended and Restated Bylaws attached hereto as Exhibit 3, which shall be adopted as part of this Plan of Merger.
7. Directors and Officers. The initial directors of the Surviving Corporation shall be composed of nine members who shall be elected by plurality vote of the unit owners who are present in person or by proxy at the meeting at which this Plan of Merger is adopted. The eligibility to serve as a director, nomination and election procedures, and terms of the newly elected directors shall be as set forth in Section 5 of the Amended and Restated Bylaws attached as Exhibit 3 hereto.
8. Approval by Members. This Plan of Merger is subject to approval by not less than two-thirds of Board of Directors of the Surviving Corporation, by not less than majority vote of the Board of Directors of each Merging Corporation, and by not less than two-thirds of the unit owners in each Condominium who are represented in person or by proxy at a duly noticed and convened membership meeting, but in no event by less than a majority of the units owners in each Condominium (at least 16 of the 30 owners in each Condominium). Upon approval, the officers of the Surviving Corporation are authorized and directed to file Articles of Merger, with a copy of this Plan of Merger, with the Division of Corporations and to file all appropriate amendments to the Common's Declaration, and the Articles of Incorporation and Bylaws of the Surviving

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CORPORATIONS  
TALLAHASSEE, FL

Corporation, in the Public Records of Sarasota County, Florida. The officers of the Merging Corporations are authorized and directed to file the attached amendments to the Condominium Declarations. The officers of the Surviving Corporation shall join in the amendments to the Condominium Declarations to accept responsibility to act as the condominium association for those condominiums as set forth in this Plan of Merger. All the aforesaid amendments shall be filed on the same day and at the same time with the Clerk of Court for Sarasota County.

9. Effective Date of Merger. This merger shall become effective on the last to occur of the following dates:

- a. The date the Articles of Merger are filed in the offices of the Florida Secretary of State, or
- b. The date the amendments attached to the Plan of Merger are recorded in the Public Records of Sarasota County, Florida, or
- c. April 30, 2022.

10. Effect of Merger. When the merger becomes effective, the separate existence of the Merging Corporations shall cease, except as may be required for carrying out the purposes of this Plan of Merger or as continued by statute.

All of the rights, privileges, powers, franchises, assets, causes of action, and interests of any kind whatsoever of the Merging Corporations, including all real property owned by the Merging Corporations as reflected by instruments filed in the Public Records of Sarasota County, Florida, shall become the property of the Surviving Corporation and shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens on the

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property of the Merging Corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the Merging Corporations shall henceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if those debts, liabilities, and duties initially had been incurred or contracted by the Surviving Corporation.

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