

N94000004737

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

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MAIL

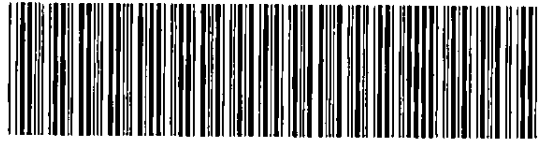
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2023 SEP 29 AM 10:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*02250, 00524, 00671



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 2, 2023

CT CORP

TALLAHASSEE, FL 32312

SUBJECT: MEDALIST HOMEOWNERS ASSOCIATION, INC.
Ref. Number: N94000004737

CORRECTED
Please Allow For
Same File Date

We have received your document for MEDALIST HOMEOWNERS ASSOCIATION, INC. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

I could not file the merger at this time because the "file 1st and file 2nd" amendments could not be filed because of an error.

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.

Annette Ramsey
OPS

Letter Number: 323A00022662

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2023 OCT -3 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORP
(850)656-4724
3458 Lakeshore Drive,
Tallahassee, FL 32312

Date: 09/29/2023
Acc#I20160000072

en: c SW

Name:	MEDALIST CLUB-COTTAGES OWNERS ASSOCIATION, INC.
Document #:	
Order #:	15146631

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input type="checkbox"/>	Email Address for Annual Report Notifications: <div></div>
	Plain: <input checked="" type="checkbox"/>	
	COGS: <input type="checkbox"/>	

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ **105.00**

Thank you!

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TALLAHASSEE, FL

ARTICLES OF MERGER
(Pursuant to Section 617.1105, Fla. Stat.)

- 1994-4738
1. The undersigned corporation, **MEDALIST HOMEOWNERS ASSOCIATION, INC.**, a Florida not-for-profit corporation duly organized, validly existing and in good standing under the laws of the State of Florida, together with **MEDALIST CLUB-COTTAGES OWNERS ASSOCIATION, INC.**, a Florida not-for-profit corporation duly organized, validly existing and in good standing under the laws of the State of Florida and **MEDALIST CLUB ROAD ASSOCIATION, INC.**, a Florida not-for-profit corporation duly organized, validly existing and in good standing under the laws of the State of Florida (collectively referred to as the "**Constituent Corporations**") have adopted a Plan of Merger.
 2. The Surviving Corporation under the Plan of Merger is **MEDALIST HOMEOWNERS ASSOCIATION, INC.**, a Florida not-for-profit corporation.
 3. Pursuant to Section 617.1101, Fla. Stat., the Plan of Merger is attached hereto and made a part hereof.
 4. The Plan of Merger was adopted by the Board of Directors of **MEDALIST HOMEOWNERS ASSOCIATION, INC.**, pursuant to Section 617.1103, Fla. Stat., and was adopted by the members of **MEDALIST HOMEOWNERS ASSOCIATION, INC.**, at a meeting held on September 26, 2023, by a sufficient number of votes cast for approval pursuant to the governing documents of said corporation.
 5. The Plan of Merger was adopted by the Board of Directors of **MEDALIST CLUB-COTTAGES OWNERS ASSOCIATION, INC.**, pursuant to Section 617.1103, Fla. Stat., and was adopted by the members of **MEDALIST CLUB-COTTAGES OWNERS ASSOCIATION, INC.** at a meeting held on September 20, 2023, by a sufficient number of votes cast for approval pursuant to the governing documents of said corporation.
 6. The Plan of Merger was adopted by the Board of Directors of **MEDALIST CLUB ROAD ASSOCIATION, INC.**, pursuant to Section 617.1103, Fla. Stat., and was adopted by the members of **MEDALIST CLUB ROAD ASSOCIATION, INC.** at a meeting held on September 8, 2023, by a sufficient number of votes cast for approval pursuant to the governing documents of said corporation.
 7. The Effective Date of the merger of the Constituent Corporations shall be September 30, 2023.

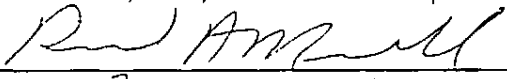
MEDALIST HOMEOWNERS ASSOCIATION, INC., a
Florida not-for-profit corporation

By: Peter H. Nachtergaele
Print Name: Peter H. Nachtergaele
Title: President

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**MEDALIST CLUB-COTTAGES OWNERS
ASSOCIATION, INC.**, a Florida not-for-profit corporation

By: 
Print Name: RICHARD A. MARSHALL
Title: PRESIDENT COA

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CLERK OF DISTRICT COURT
JACKSONVILLE, FL

MEDALIST CLUB ROAD ASSOCIATION, INC., a
Florida not-for-profit corporation

By: *Jeanne M D'Nei*
Print Name: Jeanne M D'Nei
Title: President, MCRA, Inc.

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ARTICLES OF MERGER
PAGE 3 OF 3

EXHIBIT "A"
PLAN OF MERGER
AS OF SEPTEMBER 30, 2023

THIS PLAN OF MERGER dated September 30, 2023 ("Plan of Merger"), is made by and among MEDALIST HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation ("**Homeowners Association**"), MEDALIST CLUB-COTTAGES OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation ("**Cottages Association**") and MEDALIST CLUB ROAD ASSOCIATION, INC., a Florida not-for-profit corporation ("**Road Association**"), such corporations being hereinafter referred to together as the "Constituent Corporations".

WHEREAS, Homeowners Association is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida, having been incorporated on September 26, 1994, as a not-for-profit corporation pursuant to Chapter 617, Fla. Stat., the members of which are entitled to vote on this Plan of Merger; and

WHEREAS, Cottages Association is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida, having been incorporated on November 7, 1995, as a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, the members of which are entitled to vote on this Plan of Merger; and

WHEREAS, Road Association is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida, having been incorporated on November 7, 1995, as a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, the members of which are entitled to vote on this Plan of Merger; and

WHEREAS, the Board of Directors of Homeowners Association, Cottages Association and Road Association deem it advisable and in the best interests of said corporations that the Constituent Corporations be merged with and into Homeowners Association as authorized by Section 617.1101 (1), Fla. Stat. pursuant to the terms hereinafter set forth; and

WHEREAS, the Board of Directors of Homeowners Association unanimously adopted a resolution approving this Plan of Merger; and

WHEREAS, the Board of Directors of Cottages Association unanimously adopted a resolution approving this Plan of Merger; and

WHEREAS, the Board of Directors of Road Association unanimously adopted a resolution approving this Plan of Merger.

NOW THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of this Plan of Merger and the mode of carrying this merger into effect, and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed, subject to the requisite approvals of the Members of each of the corporations and other conditions as hereinafter set forth, as follows:

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1. The above recitations are true and correct and are incorporated herein as if fully set forth below.

2. The Effective Date of the merger of the Constituent Corporations shall be September 30, 2023 ("Effective Date"), as provided in the Articles of Merger to which this Plan of Merger is attached as Exhibit "A" (the "**Articles of Merger**"). On the Effective Date:

(a) Cottages Association and Road Association shall be merged with and into Homeowners Association. Association shall be and is hereby designated as the "**Surviving Corporation**".

(b) The Registered Agent of the Surviving Corporation shall be Charles W. Edgar, III, Esq., Cherry, Edgar & Smith, P.A., 8409 North Military Trail, Suite 123, Palm Beach Gardens, FL 33410.

(c) The Surviving Corporation shall continue to be a Florida not-for-profit corporation pursuant to Section 617.01401 (5) (16), Fla. Stat.

(d) The Surviving Corporation shall continue to be operated as a "Homeowners Association" as defined in to Section 720.301(9), Fla. Stat.

(e) The legal existence of the entities formerly known as MEDALIST CLUB COTTAGES OWNERS ASSOCIATION, INC. and MEDALIST CLUB ROAD ASSOCIATION, INC. shall be extinguished.

(f) The Amended and Restated Articles of Incorporation and By-Laws of the Homeowners Association shall continue to be the Articles of Incorporation and By-Laws of the Surviving Association.

(g) The Amended and Restated Declaration of Covenants, Easements and Restrictions for the Medalist Village recorded in Official Records Book 3398, Page 2857 of the Public Records of Martin County, Florida, shall govern and be administrated by, the Surviving Corporation.

(h) The previous governing documents of the other Constituent Corporations shall be deemed merged into their aforesaid surviving counterparts.

(i) The Surviving Corporation shall, post-merger, (i) possess all of the rights, privileges, and powers, (ii) be subject to all the restrictions and duties, (iii) own and control all property, real, personal and mixed as "Common Areas" as defined in Section 720.301(2), Fla. Stat., (iv) be responsible for any and all debts due on whatever account of the Constituent Corporations, and (v) retain rights in any and all claims or actions, arising from, related to, assumed, assigned, or owned or controlled by each Constituent Corporation(s) as provided in Section '617.1106, Fla. Stat.

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(j) All corporate acts, plans, policies, contracts, approvals and authorizations of Cottages Association and Road Association operated or approved by its Members, Board of Directors and authorized committees elected or appointed by said Board of Directors, officers and agents, that are valid and effective 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 thereon as the same were with respect to the Cottages Association and the Road Association.

(k) The assets, liabilities, reserves and accounts of each Constituent Corporation shall be recorded on the books of the Surviving Corporation in conformity with the pre-merger rights and obligations of the members of the Constituent Corporations.

3. This Plan of Merger and the legal relations among the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida. Venue for all proceedings hereunder shall be Martin County, Florida.

4. This Plan of Merger cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the Constituent Corporations and approved by the members of the Constituent Corporations.

5. In order to facilitate the filing and recording of the documents described in this Plan of Merger, any number of counterparts hereof may be executed, and facsimile and electronic pdf transmissions shall be deemed to be an original.

IN WITNESS WHEREOF, the parties hereto have set their hands and seals on the date and year first above written.

**MEDALIST HOMEOWNERS ASSOCIATION,
INC., a Florida not-for-profit corporation**

By: See next page
Print Name: _____
Title: _____

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J. J. COLE

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IN WITNESS WHEREOF, the parties hereto have set their hands and seals on the date and year first above written.

MEDALIST HOMEOWNERS ASSOCIATION,
INC., a Florida not-for-profit corporation

By:

P. H. Nachtweg
Peter H. Nachtweg
President

Pr

Name:

Title:

int

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MEDALIST CLUB-COTTAGES OWNERS
ASSOCIATION, INC., a Florida not-for-profit
corporation

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JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
IN FLORIDA

MEDALIST CLUB-COTTAGES OWNERS
ASSOCIATION, INC., a Florida not-for-profit
corporation

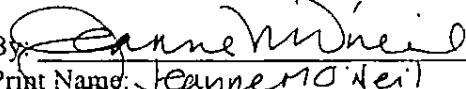
By: Richard A Marshall
Print Name: RICHARD A MARSHALL
Title: PRESIDENT CCA

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CLERK OF COURT
STATE OF FLORIDA

**MEDALIST CLUB ROAD ASSOCIATION,
INC., a Florida not-for-profit corporation**

By: 
Print Name: Jeannette M. Dei
Title: President, MCRA, Inc.

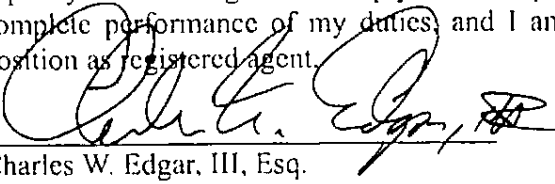
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**CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
COUNTY OF FLORIDA**

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Charles W. Edgar, III, Esq.

Date: September 27, 2023.

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