

N99000004770

(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



700030557317

03/22/04--01050--016 **175.00

03/22/04--01050--017 **8.75

FILED
01 MAR 19 PM 3:02
SECRETARY OF STATE
INDIANAPOLIS, IN

Merger re
T. Lewis 3/22/04

**DEBOEST
KNUDSEN**
Attorneys at Law

RICHARD D. DEBOEST, II

JAMES G. DECKER

THOMAS M. DRYDEN *

WILLIAM E. STOCKMAN

1415 HENDRY STREET
FORT MYERS, FL 33901
P.O. BOX 1470
FT MYERS, FL 33902
FACSIMILE: (239) 334-0266

TELEPHONE: (239) 334-1381

**DEBOEST, KNUDSEN, STOCKMAN,
DECKER & DRYDEN, P.A.**

RICHARD D. DE BOEST, SR. OF COUNSEL
ARTHUR K. KNUDSEN, JR. RETIRED

*BOARD CERTIFIED FLORIDA BAR REAL ESTATE
BOARD CERTIFIED CREDITOR'S RIGHTS - CLLA

March 15, 2004

Department of State
Division of Corporations
Corporate Filings
Attention: Merger
Post Office Box 6327
Tallahassee, FL 323140

Re: Mergers

Dear Sir or Madam:

Enclosed please find one original and one copy each of the Articles of Merger, Plan of Merger and Amendment of Articles of Incorporation. This merges three (3) corporations. Please find a check in the amount of \$175.00, which represents the filing fee (\$35.00), plus the fee for the three (3) mergers (\$140.00). The second check is in the amount of \$8.75, which represents the certified copy charge. Please return a copy to our office in the envelope provided for your use.

If you should have any questions regarding the foregoing, please do not hesitate to contact our office.

Very truly,

DEBOEST, KNUDSEN, STOCKMAN,
DECKER & DRYDEN, P.A.

Richard D. DeBoest, II

Richard D. DeBoest, II
For the Firm
Signed electronically to avoid delay.

RDD2:smp
Enclosure

FILED
04 MAR 19 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

CLUBSIDE I AT PELICAN STRAND CONDOMINIUM ASSOCIATION, INC.,
CLUBSIDE II AT PELICAN STRAND CONDOMINIUM ASSOCIATION, INC.,
AND
CLUBSIDE III AT PELICAN STRAND CONDOMINIUM ASSOCIATION, INC.
Florida Not-For-Profit Corporations,

into/with

CLUBSIDE AT PELICAN STRAND NEIGHBORHOOD ASSOCIATION, INC.,
a Florida not-For-Profit Corporation,

which will thereafter be known as

CLUBSIDE AT THE STRAND CONDOMINIUM NEIGHBORHOOD ASSOCIATION, INC.,
a Florida not-For-Profit Corporation,

ARTICLES OF MERGER between CLUBSIDE I AT PELICAN STRAND CONDOMINIUM ASSOCIATION, INC., CLUBSIDE II AT PELICAN STRAND CONDOMINIUM ASSOCIATION, INC., and CLUBSIDE III AT PELICAN STRAND CONDOMINIUM ASSOCIATION, INC. ("Merging Corporations") and CLUBSIDE AT PELICAN STRAND NEIGHBORHOOD ASSOCIATION, INC., ("Surviving Corporation").

Pursuant to s. 617.1105 of the Florida Not-for-Profit Corporation Act (the "Act") CLUBSIDE I AT PELICAN STRAND CONDOMINIUM ASSOCIATION, INC., CLUBSIDE II AT PELICAN STRAND CONDOMINIUM ASSOCIATION, INC., and CLUBSIDE III AT PELICAN STRAND CONDOMINIUM ASSOCIATION, INC., and CLUBSIDE AT PELICAN STRAND NEIGHBORHOOD ASSOCIATION, INC, adopt the following Articles of Merger.

1. The Plan of Merger dated October 16, 2003 ("Plan of Merger") which Plan of Merger was approved and adopted by sufficient votes of the respective membership of the Merging Corporations and the Surviving Corporation, as follows:

Clubside at Pelican Strand Neighborhood Association, Inc. (Surviving Corporation)

Date of Meeting at Which Plan of
Merger was Approved: November 18, 2003

Number of Votes In Favor of Plan of Merger: 110

Number of Votes In Opposition to Plan of Merger: 2

Clubsides I at Pelican Strand Condominium Association, Inc. (Merging Corporation)

Date of Meeting at Which Plan of
Merger was Approved: November 18, 2003

Number of Votes In Favor of Plan of Merger: 39

Number of Votes In Opposition to Plan of Merger: 1

Clubsides II at Pelican Strand Condominium Association, Inc. (Merging Corporation)

Date of Meeting at Which Plan of
Merger was Approved: November 18, 2003

Number of Votes In Favor of Plan of Merger: 40

Number of Votes In Opposition to Plan of Merger: 0

Clubsides III at Pelican Strand Condominium Association, Inc. (Merging Corporation)

Date of Meeting at Which Plan of
Merger was Approved: November 18, 2003

Number of Votes In Favor of Plan of Merger: 31

Number of Votes In Opposition to Plan of Merger: 1

2. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein, including the amendments to the Articles of Incorporation of the Surviving Corporation.

3. Pursuant to s. 617.1105(4) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 8 day of March, 2004.

CLUBSIDE AT PELICAN STRAND
NEIGHBORHOOD ASSOCIATION, INC. (SEAL)

By: Judith A. Stoney
Judith A. Stoney, President

CLUBSIDE I AT PELICAN STRAND
CONDOMINIUM ASSOCIATION, INC. (SEAL)

By: James P. Tuohy
James P. Tuohy, President

CLUBSIDE II AT PELICAN STRAND
CONDOMINIUM ASSOCIATION, INC. (SEAL)

By: Judith A. Stoney
Judith A. Stoney, President

CLUBSIDE III AT PELICAN STRAND
CONDOMINIUM ASSOCIATION, INC. (SEAL)

By: Donna L. Thomas
Donna L. Thomas, President

PLAN OF MERGER

FOR

CLUBSIDE I AT PELICAN STRAND CONDOMINIUM ASSOCIATION, INC.

CLUBSIDE II AT PELICAN STRAND CONDOMINIUM ASSOCIATION, INC.

CLUBSIDE III AT PELICAN STRAND CONDOMINIUM ASSOCIATION, INC.

AND

CLUBSIDE AT PELICAN STRAND NEIGHBORHOOD ASSOCIATION, INC.

to become known as

**CLUBSIDE AT THE STRAND CONDOMINIUM NEIGHBORHOOD ASSOCIATION,
INC.**

October 16, 2003

Merger between Clubside I at Pelican Strand Condominium Association, Inc., Clubside II at Pelican Strand Condominium Association, Inc., and Clubside III at Pelican Strand Condominium Association, Inc., all of which shall each be known as the "Merging Corp." and Clubside at Pelican Strand Neighborhood Association, Inc., to become known as Clubside at the Strand Condominium Neighborhood Association, Inc., which shall be known as the "Surviving Corp." (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Section 617.1101 et seq. of the Florida Not-for-Profit Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date, with the following changes, shall be the Articles of Incorporation of the Surviving Corp. until further amended as provided by law. The changes to Surviving Corp.'s Articles of Incorporation, which shall take effect on the Effective Date are as follows:

SEE EXHIBIT "A" ATTACHED

2. Effect of Merger. On the Effective Date, the separate existence of Merging Corp. shall cease, and shall be fully vested in Surviving Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 617.1106 of the Act.

3. Supplemental Action. If at any time after the Effective Date Surviving Corp. 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 Surviving Corp. or Merging Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., 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 Surviving Corp., or to otherwise carry out the provisions of this Plan.

4. Filing with the Florida Secretary of State and Effective Date. Upon receiving the requisite approvals from the membership and Boards of Directors of Surviving Corp. and Merging Corp. for this Plan of Merger, Merging Corp. and Surviving Corp. shall cause their respective President (or Vice President) to execute Articles of Merger and this Plan of Merger shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with Section 617.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles of Merger.

5. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of all Constituent Corporations, notwithstanding favorable action by the members of the respective Constituent Corporations.

**AMENDMENTS
TO
ARTICLES OF INCORPORATION
OF
CLUBSIDE AT PELICAN STRAND NEIGHBORHOOD ASSOCIATION, INC.
hereafter to be known as
CLUBSIDE AT THE STRAND CONDOMINIUM NEIGHBORHOOD ASSOCIATION,
INC.**

Words ~~stricken~~ are deletions;
Words underlined are additions.

Article I – Name and Registered Office of the Corporation.

The name of this corporation, hereinafter called the “Association,” shall be Clubside at ~~Pelican~~ the Strand Condominium Neighborhood Association, Inc. Its principal place of business shall be at ~~9400 Gladiolus Drive, Suite 250, Fort Myers, Florida 33908 c/o R&P Management~~ 5625 Strand Blvd., Naples FL 34110. Its registered office shall be ~~8889 Pelican Bay Blvd., Suite 300, Naples, Florida 34108 c/o R&P Management~~ 5625 Strand Blvd., Naples FL 34110. The Board of Directors may from time to time move the principal office of the Association to any other address in the State of Florida.

Article II – Purpose and Powers.

Section 5 In addition to all of the foregoing powers the Neighborhood Association shall be the entity responsible for the management, maintenance, operation and control of Clubside I at Pelican Strand, A Condominium, Clubside II at Pelican Strand, A Condominium, and Clubside III at Pelican Strand, A Condominium. The Neighborhood Association shall be the entity responsible for the enforcement of the Declaration of Restrictions, the Declaration of Condominium of Clubside I at Pelican Strand, A Condominium, the Declaration of Condominium of Clubside II at Pelican Strand, A Condominium, the Declaration of Condominium of Clubside III at Pelican Strand, A Condominium, and such reasonable rules regulating use of the Properties as the Board may adopt. The Neighborhood Association shall also be responsible for administering and enforcing the architectural standards and controls set forth in the Declaration of Restrictions, and in all Declarations of Condominium and in the Architectural Standards. The Neighborhood Association shall perform its functions in accordance with the Declaration and the Declarations of Condominium, the Bylaws, the Articles of Incorporation and Florida law. The Neighborhood Association is a multi-condominium association as defined in Chapter 718, Florida Statutes. The Neighborhood Association’s authority to manage the Condominiums and the Common Elements of the Condominiums shall include all of the foregoing powers enumerated in this Article II.

Article VII – Board of Directors.

Section 4. ~~Nominations for directors and additional directorships created at the meeting shall be made from the floor shall be as provided in Chapter 718, Florida Statutes. The election shall be by secret written ballot or voting machine (unless dispensed with by majority consent of the Units represented at the meeting) and by a plurality of the votes cast, each person voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.~~

Article XI – Voting.

Section 3. Notwithstanding anything to the contrary, when the Board determines in its sole discretion that a vote of only the owners in a particular Condominium is required the quorum requirement for the meeting at which the vote is conducted shall be a majority of the voting interests in the Condominium. At such meetings a majority vote of the number of voting interests of Unit Owners in the Condominium, present and voting and entitled to vote on any matter shall be controlling, provided a quorum is present, in person or by proxy, except for such decisions as may by F.S. 718 or the governing documents require a larger percentage in which case the percentage required in F.S. 718 or the governing documents shall govern.

Article XVI - Corporate Merger. It is contemplated that Clubside I at Pelican Strand Condominium Association, Inc., Clubside II at Pelican Strand Condominium Association, Inc., and Clubside III at Pelican Strand Condominium Association, Inc., upon approval of this amendment shall merge with and into Clubside at Pelican Strand Neighborhood Association, Inc., which shall be deemed the Surviving Corporation and which shall thereafter be known as Clubside at the Strand Condominium Neighborhood Association, Inc. In the event that the corporate merger is not approved, or the owners in one or more of the Condominiums in the effected Condominiums do not approve the requisite amendments to their Condominium Documents, then the amendments to this Declaration shall be void only as to those Condominiums which have not given the requisite approvals. In the event the merger and all requisite amendments are approved, then notwithstanding anything to the contrary contained in the governing documents of any of the Condominiums or the Neighborhood, all references to the "Association" shall mean the surviving corporation and all references to the Articles of Incorporation and Bylaws shall mean the Articles of Incorporation and Bylaws of the surviving corporation. The Board of Directors shall have the authority to adopt amendments to the Condominium Documents and the Neighborhood Documents to effectuate the corporate merger in the event that any necessary amendments are inadvertently omitted from those amendments voted on by the membership.