

PDZ000078651

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

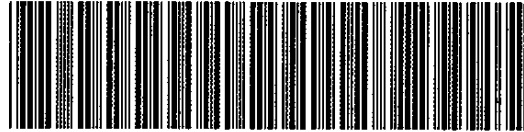
(Document Number)

Certified Copies ☒

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Office Use Only



300082601653

12/19/06--01048--007 **43.75

*Merger
Thurs*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 JAN -4 PM 3:44

FILED

01/05/07--01003--003 **105.00



December 18, 2006

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Bonita Bay Group Realty, Inc. P02000078651

Enclosed for filing are the original and one copy of Articles of Merger for the above referenced surviving corporation together with a check in the amount of \$43.75 to cover the filing fee and the fee for a certified copy of the Merger. The merging corporations are as follows:

Bonita Bay Group Realty at the Brooks, Inc. P97000078382
Bonita Bay Group Realty at Mediterra, Inc. P99000019884
Bonita Bay Group Realty at TwinEagles, Inc. P00000104302

Please return all correspondence concerning this matter to my attention. For further information, please call me at (239) 390-1242.

Sincerely,

Pamela S. Mac'Kie

Cc: R. Leigh Duemler, Esq.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 21, 2006

PAMELA S. MAC'KIE
BONITA BAY GROUP
9990 COCONUT ROAD, SUITE 299
BONITA SPRINGS, FL 34135-8488

SUBJECT: BONITA BAY GROUP REALTY, INC.
Ref. Number: P02000078651

We have received your document for BONITA BAY GROUP REALTY, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The Plan of Merger was not attached to the Articles of Merger.

The fee to file Articles of Merger is \$35.00 per party to the merger. There is a balance of \$105.00 due when the document is returned

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 406A00072194

RECEIVED
07 JAN -4 AM 8:00
DIVISION OF CORPORATIONS

ARTICLES OF MERGER

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

FILED
2007 JAN -4 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|-------------------------------|---------------------|------------------------|
| Bonita Bay Group Realty, Inc. | Florida | P02000078651 |

SECOND: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|---|---------------------|------------------------|
| Bonita Bay Group Realty at The Brooks, Inc. | Florida | P97000078382 |
| Bonita Bay Group Realty at Mediterra, Inc. | Florida | P99000019884 |
| Bonita Bay Group Realty at TwinEagles, Inc. | Florida | P00000104302 |

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective as of the close of business on December 31, 2006.


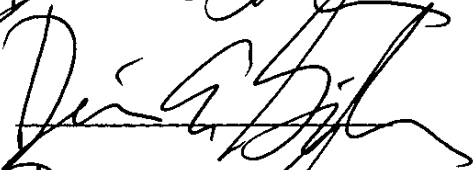
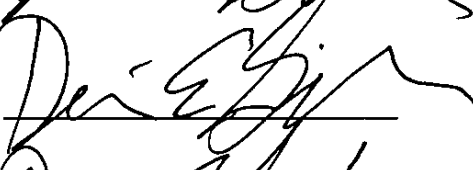
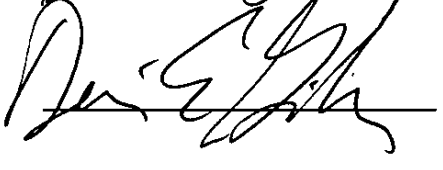
FIFTH: Adoption of Merger by surviving corporation -

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 5, 2006 and shareholder approval was not required.

SIXTH: Adoption of Merger by merging corporations -

The Plan of Merger was adopted by the shareholders of the merging corporations on December 15, 2006

SEVENTH: SIGNATURES FOR EACH CORPORATION

| <u>Name of Corporation</u> | <u>Signature of Officer</u> | <u>Name of Individual and Title</u> |
|--|---|-------------------------------------|
| BONITA BAY GROUP REALTY, INC. |  | Dennis E. Gilkey, President |
| BONITA BAY REALTY AT THE BROOKS, INC. |  | Dennis E. Gilkey, President |
| BONITA BAY REALTY AT MEDITERRA, INC. |  | Dennis E. Gilkey, President |
| BONITA BAY REALTY AT TWINEAGLES, INC. |  | Dennis E. Gilkey, President |

PLAN OF MERGER

The following plan of merger is submitted in accordance with section 607.1108, Florida Statutes.

FIRST: The exact name and jurisdiction the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|-------------------------------|---------------------|
| Bonita Bay Group Realty, Inc. | Florida |

SECOND: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|---|---------------------|
| Bonita Bay Group Realty at The Brooks, Inc. | Florida |
| Bonita Bay Group Realty at Mediterra, Inc. | Florida |
| Bonita Bay Group Realty at TwinEagles, Inc. | Florida |

THIRD: The terms and conditions of the merger are as follows:

Each merging corporation shall merge into the surviving corporation effective as of the close of business on December 31, 2006. At that time the surviving corporation will succeed to the business, properties and assets of each merging corporation, subject to its liabilities and obligations, in accordance with law. The shares of each merging corporation shall be canceled, and the shareholders of such corporation shall receive no shares or other securities or property of the surviving corporation for their shares of such merging corporation. The shares of the surviving corporation shall not be changed by the merger.

FOURTH

- A. The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property are as follows:

Prior to the merger, each shareholder of the surviving corporation owns the same number of shares of the surviving corporation, with the same rights, preferences and limitations, as such shareholder owns of each merging corporation. Upon consummation of the merger the shares of the surviving corporation will remain unchanged, and by virtue of the merger the surviving corporation will succeed to the business, properties and assets of each merging corporation, subject to its liabilities and obligations.

- B. The manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Not Applicable

FIFTH: The merger shall become effective as of the close of business on December 31, 2006.