

P08000062658

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

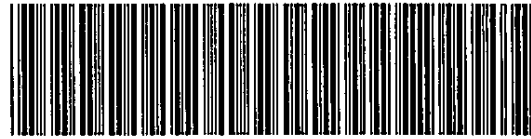
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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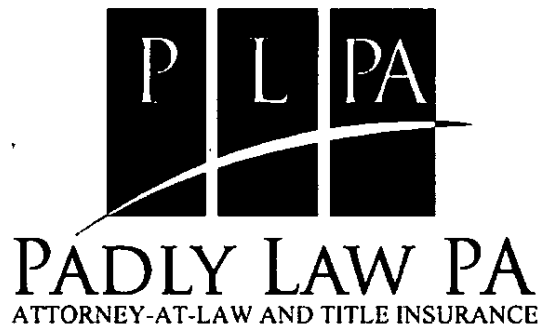


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FILED  
2017 JAN -3 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1-5-03



1300 3<sup>rd</sup> Street S. Suite 302A  
Naples, Florida 34102  
(239) 963-6043

Spadly@239lawyer.com  
info@239lawyer.com  
www.239lawyer.com

December 28, 2016

Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314,p

**RE:** Merger between Windermere Properties Inc. and Forgione Equestrian Inc.

To whom it may concern,

Attached hereto, please find the Articles of Merger between Windermere Properties Inc. and Forgione Equestrian Inc. with all the necessary documents. Also attached is payment check 1240 for \$78.75.

If you have any questions or require additional information, please contact our office at (239) 963-6043.

Sincerely,

Jessica Diaz

Assistant to Stephanie Padly-Julien Esq.

Enclosures

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** WINDEMERE PROPERTIES INC.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

STEPHANIE PADLY JULIEN, ESQ.

Contact Person

PADLY LAW PA

Firm/Company

1300 3RD STREET SOUTH SUITE 302A

Address

NAPLES, FLORIDA 34102

City/State and Zip Code

SPADLY@239LAWYER.COM

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

For further information concerning this matter, please call:

STEPHANIE PADLY, ESQ.

Name of Contact Person

At (239) 963-6043

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**

(Profit Corporations)

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 corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
WINDEMERE PROPERTIES INC	STATE OF FLORIDA	P08000062658

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
FORGIONE EQUESTRIAN INC.	STATE OF FLORIDA	P05000110000

**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** 01 / 01 / 2017 (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.)

**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.

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on DEC 1ST 2016

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on DEC 1ST 2016

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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2017 JAN -3 AM 10:04  
SECRETARY OF STATE  
FLORIDA

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Forgione Equestrian Inc.

**Mario Forgione, President / MR**

Windemere Properties Inc.

**Mario Forgione, President / MR**

## **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

WINDEMERE PROPERTIES INC.

STATE OF FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

FORGIONE EQUESTRIAN INC.

STATE OF FLORIDA

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

The Board of Directors of Windemere Properties Inc. and Forgione Equestrian Inc. respectively, must adopt a resolution approving the proposed plan of merger and directing that the plan be submitted to a vote of the shareholder and approved.

Articles of Merger must be executed by Windemere Properties Inc. and Forgione Equestrian Inc. and filed with the Florida Department of State, Division of Corporations.

Forgione Equestrian Inc. shall merge into Windemere Properties Inc and cease to exist.

Any and all property owned by Forgione Equestrian Inc. shall be transferred to and vest in Windemere Properties Inc. without reversion or impairment.

Windemere Properties Inc. shall become liable for all liabilities of Forgione Equestrian Inc.

Fourth: 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 and 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: Stock for Stock

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:  
NONE.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

Any claim or action against Forgione Equestrian Inc. continues against Windemere Properties Inc.

Creditors of Forgione Equestrian Inc. shall become creditors of Windemere Properties Inc.