

P110000087752

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DATE TO BE 10/1/11
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09/28/11--01029--015 **78.75

EFFECTIVE DATE
10/1/11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 SEP 28 PM 12:06

FILED

Morgan
DEC 10/20/11

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Bonita Springs - Estero Association of Realtors, 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:

David S. Ged, Esq.

Contact Person

David S. Ged, P.A.

Firm/Company

6622 Willow Park Drive, Ste 202

Address

Naples, FL 34109

City/State and Zip Code

dged@ged-law.com

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

For further information concerning this matter, please call:

David S. Ged, Esq.

Name of Contact Person

At (239)

514-5048

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 6, 2011

DAVID S. GED, ESQUIRE
DAVID S. GED, P.A.
6622 WILLOW PARK DR., STE. 202
NAPLES, FL 34109

SUBJECT: BONITA SPRINGS - ESTERO ASSOCIATION OF REALTORS, INC.
Ref. Number: 727585

We have received your document for BONITA SPRINGS - ESTERO ASSOCIATION OF REALTORS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger must be filed in accordance with section 607.1109, F.S. Section 607.1105, F.S., does not allow a Florida profit corporation to merge into a Florida nonprofit corporation. Please refer to sections 607.1108 and 617.1108, F.S.

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6911.

Brenda Tadlock
Senior Section Administrator

Letter Number: 211A00023059

*Brenda -
sending back per our conversation
today (10/17/11) - call w/ questions
(239) 514.5048*

ARTICLES OF MERGER
(Profit Corporations)

FILED
11 SEP 28 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
Bonita Springs-Estero Association OF REALTORS, INC.	Lee County, FL	P11000087752

EFFECTIVE DATE
10/1/11

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Multiple Listing Service of Bonita		
Springs-Estero, Inc	Lee County, FL	587413

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 10 / 01 / 2011 (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.)

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 9/15/2011

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 9/15/01

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Bonita Springs-Estero

Association of Realtors Inc.

Pamela Olsen
Elizabeth Mancini
Sandra Hinton
Bruce Peterson

Pamela Olsen, President/Director

Elizabeth Mancini/Vice Pres/Director

Sandra Hinton, Secretary/Director

Bruce Peterson, Treasurer/Director

Multiple Listing Service of

Bonita Springs-Estero Inc

Pamela Olsen
Elizabeth Mancini
Sandra Hinton
Bruce Peterson

Pamela Olsen, President/Director

Elizabeth Mancini, Vice Pres/Director

Sandra Hinton, Secretary/Director

Bruce Peterson, Treasurer/Director

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Jurisdiction

Bonita Springs-Estero Association of
REALTORS, INC.

Lee County, Florida

The name and jurisdiction of each **subsidiary** corporation:

Jurisdiction

Multiple Listing Service of Bonita Springs-
Estero, Inc.

Lee County, Florida

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

See Attachment

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not applicable as the parent corporation is the surviving corporation.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

The holders of 100% of the outstanding shares of the subsidiary corporation have waived the 30 day mailing and notice requirement pursuant to 607.1104(3) Florida Statutes.

The parent corporation owns 100% of the outstanding shares of the subsidiary corporation.

**PLAN OF MERGER
FLORIDA**

WHEREAS, BONITA SPRINGS-ESTERO ASSOCIATION OF REALTORS, INC. ("**Surviving Corporation**") is a corporation duly organized and validly existing under the laws of the State of Florida;

WHEREAS, MULTIPLE LISTING SERVICE OF BONITA SPRINGS-ESTERO, INC. ("**Terminated Corporation**") is a corporation duly organized and validly existing under the laws of the State of Florida;

WHEREAS, the Surviving Corporation owns 100% of the outstanding shares of the Terminated Corporation;

WHEREAS, the Boards of Directors of the Surviving Corporation and the Terminated Corporation have determined that it is advisable that the Terminated Company merge with and into the Surviving Corporation upon the terms and conditions herein provided (the "**Merger**"); and

WHEREAS, the Boards of Directors of the Surviving Corporation and the Terminated Corporation have approved the Plan of Merger on September 15, 2011;

NOW THEREFORE, the Surviving Corporation and the Terminated Corporation hereby agree to merge into a single corporation as follows:

FIRST: The Surviving Corporation and the Terminated Corporation have submitted the Plan of Merger to their respective shareholders for approval pursuant to the applicable provisions under the Florida Business Corporation Act, as amended (the "**Florida Act**").

SECOND: The shareholders of The Surviving Corporation and the Terminated Corporation have unanimously approved the Plan of Merger and requested collectively that the Articles of Merger and this Plan of Merger and any other required documents to be executed and filed with the Department of State of the State of Florida pursuant to the applicable provisions of the Florida Act.

THIRD: The Merger shall become effective October 1, 2011.

FOURTH: The only outstanding stock of the Terminated Corporation and the Surviving Corporation is their respective common stock. Pursuant to and subject to the terms and conditions of this Plan of Merger, each share of common stock of the Terminated Company issued and outstanding immediately prior to the Effective Time shall automatically be canceled and no shares shall be issued in exchange. Each share of

common stock of the Surviving Corporation shall remain outstanding as a share of common stock of the Surviving Corporation.

FIFTH: As of the Effective Time, the Terminated Company shall be merged with and into the Surviving Corporation on the terms and conditions hereinafter set forth as permitted by and in accordance with the Florida Act. Thereupon, the separate existence of the Terminated Company shall cease, and the Surviving Corporation, as the surviving entity, shall continue to exist as a for-profit corporation under the Florida Act and shall possess all the rights privileges, powers and franchises, and be subject to all the restrictions, covenants and obligations of the Surviving Corporation and the Terminated Corporation, and all real property, if any, or other property of the Surviving Corporation or the Terminated Corporation shall be vested in and be the property of the Surviving Corporation without reversion or impairment; and all debts due to either the Surviving Corporation or the Terminated Corporation shall be vested in and be the property of the Surviving Corporation; and all debts, liabilities and duties of the Surviving Corporation or the Terminated Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

SIXTH: The Articles of Incorporation and By-Laws, as amended, of the Surviving Corporation in effect as of the Effective Time, but subject to change from time to time by the Board of Directors or the shareholders of the Surviving Corporation, shall be the Articles of Incorporation and By-Laws of the Surviving Corporation.

Date: September 15, 2011