

Return to:
Eric N. Appleton, Esq.
Appleton Reiss, PLLC
501 E. Kennedy Blvd. Ste. 802
Tampa, FL 33602

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CERTIFICATE OF RECORDING ARTICLES OF MERGER FOR
EAGLEBROOKE COMMUNITY ASSOCIATION, INC. AND
EAGLEBROOKE NORTH HOMEOWNERS ASSOCIATION, INC.

WHEREAS, the Declaration of Covenants, Conditions and Restrictions for Eaglebrooke was recorded on April 4, 1997 in Official Records Book 3820, Page 848, and thereafter amended and supplemented by instruments recorded in the Public Records of Polk County, Florida (the "Community Declaration"); and

WHEREAS, the Declaration of Covenants, Conditions and Restrictions for Eaglebrooke North Homeowners Association, Inc. was recorded on November 23, 2005 in Official Records Book 6507, Page 364, and thereafter amended by instruments recorded in the Public Records of Polk County, Florida ("North Declaration"); and

WHEREAS, the Community Association approved and adopted a plan of merger of the Community Association and the North Association by a vote of a majority of the members present and voting in person or by proxy at a meeting of the members held on June 14, 2011; and

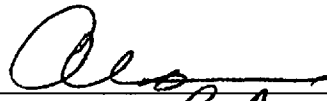
WHEREAS, the North Association approved and adopted a plan of merger of the Community Association and the North Association by a majority vote of the Board of Directors held on June 14, 2011; and

WHEREAS, pursuant to the Articles of Merger and the Plan of Merger ("Merger"), the Community Association became the surviving corporation; and

WHEREAS, no notice of the Merger was ever recorded in the official records of Polk County, Florida;

NOW, THEREFORE, Lithea Beck, as President, and Peter Savastano, as Secretary, of Eaglebrooke Community Association, Inc., do hereby certify that, pursuant to the Merger, the Board of Directors of the Community Association voted on June 13, 2019 to approve, execute and record in the official records of Polk County, Florida this Certificate of Recording Articles of Merger for Eaglebrooke Community Association, Inc. and Eaglebrooke North Homeowners Association, Inc.

Witnesses:


Print Name: B. Appleton

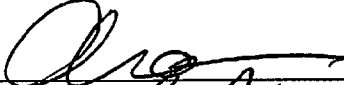
EAGLEBROOKE COMMUNITY ASSOCIATION,
INC.


BY: Lithea Beck, President

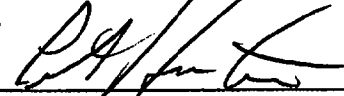
Certificate of Recording Articles of Merger of
Eaglebrooke Community Association, Inc.
and Eaglebrooke North Homeowners Association, Inc.

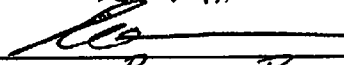

Print Name: Robert RODRIGUES

Witnesses:


Print Name: B. AHEARN

EAGLEBROOKE COMMUNITY ASSOCIATION,
INC.


BY: Peter Savastano, Secretary

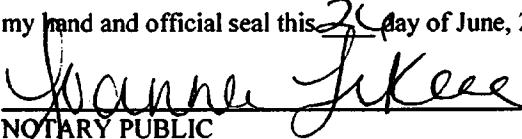

Print Name: ROBERT RODRIGUES

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 24 day of June, 2019 by Lithea Beck, as President and Peter Savastano, as Secretary, of Eaglebrooke Community Association, Inc., who are personally known to me or have produced _____ as identification, who did take an oath under the laws of the State of Florida, who executed the foregoing Certificate of Recording the Articles of Merger of Eaglebrooke Community Association, Inc. and Eaglebrooke North Homeowners Association, Inc., and severally acknowledge the execution thereof to be their free act and deed as such officers, for the uses and purposes therein mentioned, and that they have affixed thereto the seal of said corporation, and the said instrument is the act and deed of said corporation.

In Witness Whereof, I have hereunto set my hand and official seal this 24 day of June, 2019.

[NOTARY SEAL]


NOTARY PUBLIC
Print Name: _____
My Commission Expires: _____



70L1485

N970000001374

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 AUG - 2 AM 10:18

Morgan
@ 8/3/11

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Eaglebrooke Community Association, 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:

R. Travis Rentz
(Contact Person)

Clark & Albaugh, LLP
(Firm/Company)

700 W. Morse Blvd., Suite 212
(Address)

Winter Park, Florida 32789
(City/State and Zip Code)

For further information concerning this matter, please call:

R. Travis Rentz At (407) 647-7600
(Name of Contact Person) (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
(Not for Profit Corporations)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 AUG -2 AM 10:18

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Eaglebrooke Community Association, Inc.</u>	<u>Florida</u>	<u>N97000001374</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Eaglebrooke North Homeowners Association, Inc.</u>	<u>Florida</u>	<u>N05000011871</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 ____/____/____ (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).

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on June 14, 2011.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
164 FOR 9 AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

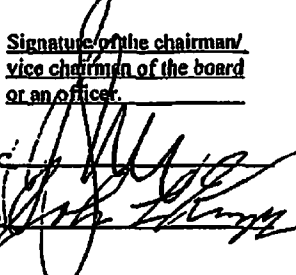
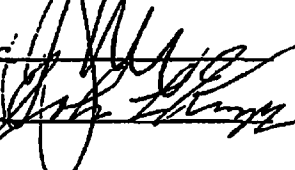
There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on June 14, 2011. The number of directors in office was 1. The vote for the plan was as follows: 1 FOR _____ AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer.

Typed or Printed Name of Individual & Title

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer.</u>	<u>Typed or Printed Name of Individual & Title</u>
<i>North Eagle Grove Humane Assn</i>		DALE JACOBS
<i>Eagle Grove Community Assn</i>		John L. KNAPP

PLAN OF MERGER

This Plan of Merger, dated June 14, 2011 between Eaglebrooke Community Association, a Florida nonprofit corporation (herein sometimes referred to as "The Surviving Corporation"), and Eaglebrooke North Homeowners Association, a Florida nonprofit corporation, (herein sometimes referred to as "The Merged Corporation").

Whereas, Eaglebrooke Community Association is a nonprofit corporation organized and existing under and by virtue of the laws of the State of Florida and;

Whereas, the Board of Directors of Eaglebrooke Community Association and Eaglebrooke North Homeowners Association, the parties hereto deem it desirable and in the best interest of the corporations and their members that Eaglebrooke North Homeowners Association be merged into Eaglebrooke Community Association;

Now, therefore, in consideration of the mutual promises and covenants, and subject to the conditions herein set forth, the merging corporations agree as follows:

ARTICLE I

Merger

1.1. The merging corporations shall be merged into a single corporation by Eaglebrooke North Homeowners Association merging into and with Eaglebrooke Community Association, the Surviving Corporation, which shall survive the merger, pursuant to the provisions of the Florida Nonprofit Corporation Act, Florida Statutes Chapter 617. On the effective date of such merger, the Surviving Corporation shall, without further act or deed, thereupon and thereafter succeed to and possess all of the rights, privileges, power, franchises and immunities (including, without limitation, the power to enforce the Merged Corporation's Declaration of Covenants, Conditions, and Restrictions), as well of a public and private nature, of the Merged Corporation and all of the property, real, personal and mixed, and all debts due to the Merged Corporation, on whatever account, and all and every other right, title or interest of or belonging to or due the Merged Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of the Merged Corporation, and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if the Merger had not taken place. Neither the rights of creditors nor any liens upon the property of the Merged Corporation shall be impaired by the Merger, provided however, that any such liens shall be limited to the property subject to such liens immediately prior to the effective date of the merger.

1.2. The name of the Surviving Corporation shall be Eaglebrooke Community Association. The purposes, county where the principal office for the transaction of business shall be located, county where the registered office shall be located, number of directors, and the members of the Surviving Corporation shall be as appears in the Articles of Incorporation of the Surviving Corporation as amended and as hereinafter set forth.

1.3. The Articles of Incorporation of the Surviving Corporation, as amended, shall survive and control the governance of the Surviving Corporation until the same shall be altered, amended, or repealed, or until new bylaws are adopted as provided therein.

1.4. The bylaws of the Surviving Corporation as in effect on the effective date of the merger, shall be the bylaws of the Surviving Corporation until the same shall be altered, amended, or repealed, or until new bylaws are adopted as provided therein.

1.5. The names and addresses of the persons who shall constitute the Board of Directors of the Surviving Corporation, and who shall hold office until the first annual meeting of the members of the Surviving Corporation, are as follows:

* John L. Knapp: 6998 Eagle Ridge Blvd, Lakeland, FL. 33813

* Alan Lukhaub: 1240 Osprey Landing Drive, Lakeland, FL. 33813

* Robert Pearce: 605 Whisper Woods Drive, Lakeland, FL. 33813

* Robert Matheis, Sr.: 7345 Osprey Landing Pointe, Lakeland, FL. 33813

* Paul R. Weaver: 1050 Reflections Lake Loop, Lakeland, FL. 33813

If on the effective date a vacancy shall exist on the Board of Directors or in any offices of the Surviving Corporation, such vacancy may thereafter be filled in the manner provided by the bylaws of the Surviving Corporation.

ARTICLE II

Conversion, Exchange and Cancellation of Members

2.1. The method of converting the memberships of the merged corporations into memberships of the Surviving Corporation shall be as follows:

- (a) Each member of Eaglebrooke Community Association outstanding on the effective date of the merger shall continue to be a member of the Surviving Corporation.
- (b) Each member of Eaglebrooke North Homeowners Association outstanding on the effective date of the merger shall be exchanged and converted into Eaglebrooke Community Association memberships of the Surviving Corporation, which memberships of the Surviving Corporation shall thereupon be outstanding.
- (c) Merged Corporation shall provide free access to its corporate records and books to duly authorized officers or directors of Surviving Corporation during normal business hours prior to the effective date of the merger.

ARTICLE III

Obligations of the Parties Pending the Effective Date

3.1. If applicable, this merger plan shall be submitted to the members of the merging corporations for their approval in the manner provided by the applicable laws of the State of Florida. After approval by the vote of the holders of not less than a majority of the members present (provided a quorum exists) of the outstanding members of each corporation entitled to vote thereon, Articles of Merger are filed in the office of the Secretary of State and the Secretary of State issues a Certificate of Merger.

3.2. The directors of either merging corporation may, in their discretion, abandon this merger without further action or approval by the members of the corporations at any time before the merger has been completed.

3.3. This Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies be and constitute an original instrument and all of which together shall constitute one and the same instrument.

ARTICLE IV

Miscellaneous Provisions

4.1. The Merger shall become effective ~~at the close of business on~~ *upon filing of Articles of Merger*, provided, however, if all of the conditions to any of the parties' obligations to consummate the Merger have not been met by that time or have not been waived, the Merger shall become effective as of the close of business on such day thereafter as may be determined by the Board of Directors of the Surviving Corporation.

4.2. Any of the terms or conditions of this Agreement may be waived at any time by the party which is entitled to the benefit thereof by action taken by its Board of Directors, or its President; provided, however, that such action shall be taken only if, in the judgment of the Board of Directors or President taking the action, such waiver will not have a materially adverse effect on the benefits intended under this Agreement to the respective members.

IN WITNESS WHEREOF, Survivor and Merged Corporations, duly authorized through their respective Board of Directors, have caused this Plan of Merger to be executed as of this 14 day of June 2011.

Eaglebrooke Community Association

Eaglebrooke North Homeowners Association

By: [Signature]
Name: Jessie L. Knapp
Title: President

By: [Signature]
Name: Dale [unclear]
Title: [unclear]

Attest: [Signature]
Robert J. Pearce Jr., Secretary

Attest: [Signature]
[unclear], Secretary

