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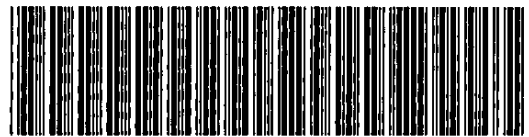
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DIVISION OF CORPORATIONS
06 DEC -4 PM 1:36



SAMOUCÉ, MURRELL & GAL, P.A.

www.smg-law.net

5405 Park Central Court
Naples, Florida 34109

Robert C. Samouce
Robert E. Murrell
Alfred F. Gal, Jr.

Telephone (239) 596-9522
Facsimile (239) 596-9523

November 30, 2006

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Merger documents for Avalon at Grandézza

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the merger documents for the above referenced corporation to be filed with your office. Please return a certified copy to our office at your earliest convenience. Also enclosed is a check in the amount of \$148.75 for filing fees.

Thank you for your assistance.

Sincerely,
SAMOUCÉ, MURRELL & GAL, P.A.

A handwritten signature in cursive script that reads "Teresa Murrell".

Teresa Murrell
For the Firm

Enclosures

ARTICLES OF MERGER

Article 1. The undersigned corporations, all validly and legally formed and in good standing as Florida corporations not for profit, have adopted a Plan of Merger, which is attached hereto as exhibit "A". The Plan of Merger was adopted pursuant to Sections 617.1101 and 617.1103, Florida Statutes.

Article 2. Under the Plan of Merger, the surviving corporation will be Avalon at Grandezza Commons Association, Inc., a Florida corporation not for profit.

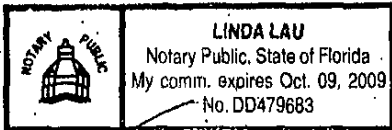
Article 3. The Plan of Merger shall become effective as and when provided therein.

Article 4. At the same time, the Articles of Incorporation of the Surviving Corporation are amended and restated in their entirety, pursuant to Section 617.1007 Florida Statutes. The Amended and Restated Articles of Incorporation are attached hereto as Exhibit "B".

Article 5. The undersigned certifies that these Articles of Merger, and the Exhibits hereto, were approved and adopted by at least a majority of the voting interests of each corporation who were present in person or by proxy and voting at a meeting of the members called for the purpose.

8/28/06
Date

AVALON AT GRANDÉZZA
COMMONS ASSOCIATION, INC.



By: [Signature]
Frank Corsi, President

(CORPORATE SEAL)

Attest:

[Signature]
Secretary

STATE OF New York
COUNTY OF ERIE

This instrument was executed before me this 28 day of Aug, 2006, by Frank A Corsi, as President of AVALON AT GRANDÉZZA COMMONS ASSOCIATION, INC., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce NYDL as identification.

[Signature]
Signature of Notary

DONNA M. NEFFKE

Notary Public - State of New York

Print name of Notary Reg. No. 01NE4878464
Qualified in Erie County

My Commission Expires 11/29/06

(NOTARIAL SEAL)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 DEC -4 PM 1:36

For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

7-26-06
Date

AVALON I AT GRANDÉZZA
CONDOMINIUM ASSOCIATION, INC.

By: Walter Kellams
Walter Kellams, President

Attest
Richard R. Smith
Secretary

(CORPORATE SEAL)

STATE OF Florida
COUNTY OF Lee

The foregoing instrument was executed before me this 26 day of July, 2006, by Walter Lee Kellams, as President of AVALON I AT GRANDÉZZA CONDOMINIUM ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or did produce Drivers license as identification.



Margaret Saban Smith
Notary Public Signature
Margaret Saban Smith
Print name



For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

July 24, 2006
Date

AVALON II AT GRANDÉZZA
CONDOMINIUM ASSOCIATION, INC.

By: Stephen G. Zentz
Stephen G. Zentz, President

Attest:

Alicia M. Pappalardo
Secretary

(CORPORATE SEAL)

STATE OF Maryland
COUNTY OF Carroll

The foregoing instrument was executed before me this 24 day of July, 2006, by Stephen G. Zentz, as President of AVALON II AT GRANDÉZZA CONDOMINIUM ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or did produce _____ as identification.

(NOTARIAL SEAL)

Karen Ann Honigsberg
Notary Public Signature
Karen Ann Honigsberg
Print name

For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

8/24/06
Date

AVALON III AT GRANDÉZZA
CONDOMINIUM ASSOCIATION, INC.

By: [Signature]
Frank Corsi, President

Attest:
[Signature]
Secretary

(CORPORATE SEAL)

STATE OF New York
COUNTY OF Erie

The foregoing instrument was executed before me this 29th day of August, 2006, by Frank A. Corsi, as President of AVALON III AT GRANDÉZZA CONDOMINIUM ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or did produce _____ as identification.

[Signature]
Notary Public Signature
Laura A. Giuseppetti
Print name

(NOTARIAL SEAL)

Laura A. GIUSEPPE
Notary Public, State of New York
No. 01GI5066701
Qualified in Erie County
My Commission Expires 09/30/2006

PLAN OF MERGER

This Plan of Merger is by and between AVALON AT GRANDÉZZA COMMONS ASSOCIATION, INC., a Florida corporation not for profit, hereinafter called the "Surviving Corporation," and the following corporations, which are hereinafter referred to as the "Dissolving Corporations."

AVALON AT GRANDÉZZA COMMONS ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on February 6, 2002.

AVALON I AT GRANDÉZZA CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on February 6, 2002.

AVALON II AT GRANDÉZZA CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on March 27, 2003.

AVALON III AT GRANDÉZZA CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on May 28, 2004.

The Surviving Corporation and the Dissolving Corporations are sometimes referred to collectively herein as the "Constituent Corporations."

1. The Constituent Corporations are all Florida corporations not for profit, organized on a non-stock basis, and all are in good standing.
2. Heretofore an eighty (80) unit residential condominium complex, including three (3) separate residential condominiums, was formed by the recording of a Master Declaration of Covenants and Restrictions, and three (3) separate Declarations of Condominium, as follows:

Declaration of Covenants for Avalon at Grandézza Commons, recorded on July 12, 2002, in O.R. Book 3684, at Pages 4360 *et seq.*, of the Public Records of Lee County, Florida.

Avalon I at Grandézza, a Condominium, consisting of 24 Units, created by Declaration of Condominium recorded July 12, 2002, in O.R. Book 3684, at Pages 4400 *et seq.*, Public Records of Lee County, Florida.

Avalon II at Grandézza, a Condominium, consisting of 28 Units, created by Declaration of Condominium recorded August 25, 2004, in O.R. Book 4408 at Pages 708 *et seq.*, Public Records of Lee County, Florida.

Avalon III at Grandézza, a Condominium, consisting of 28 Units, created by Declaration of Condominium recorded May 25, 2005, in O.R. Book 4725, at Pages 843 *et seq.*, Public Records of Lee County, Florida.

The Dissolving Corporations, respectively, are the three (3) condominium associations which operate the above-referenced condominiums. The condominiums themselves are not being merged.

3. **The Surviving Corporation** shall become the condominium association that operates all of the above-referenced condominiums, and its name shall remain "**Avalon at Grandézza Commons Association, Inc.**"

4. **Principal Office of Surviving Corporation.** The principal office of the Surviving Corporation shall remain at the following address: 1044 Castello Drive, Naples, FL 34103.

5. **Changes in Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation shall be the Amended and Restated Articles of Incorporation attached to the Articles of Merger as Exhibit "B".

6. **Changes in Bylaws.** The Bylaws of the Surviving Corporation shall be the Amended and Restated Bylaws as recorded in the Public Records of Lee County.

7. **Directors and Officers.** The directors and officers of the Surviving Corporation on the effective date of the merger shall be those Directors and Officers elected at the meeting of the Surviving Corporation held immediately after the meetings of the Constituent Corporations held to approve and ratify the merger. The directors and officers of the Surviving Corporation shall serve until their successors have been duly elected or appointed.

8. **Ratification by Members.** This Plan of Merger has been ratified and approved by the members of each of the Constituent Corporations as required by law. Execution of the Articles of Merger and this Plan of Merger by officers of each Constituent Corporation constitutes a representation and certification that such ratification and approval has been obtained.

9. **Effective Date of Merger.** This merger shall become effective on the date the Articles of Merger are filed in the office of the Secretary of State.

10. **Effect of Merger.** When the merger becomes effective, the separate existence of the Dissolving Corporations automatically ceases, except as may be required to carry out the purposes of this Plan of Merger, or as continued by statute. All of the rights, privileges, powers, franchises, assets, property causes of action, and interests of any kind whatsoever of the Dissolving Corporations, including debts due on any and all accounts, automatically become the property of the Surviving Corporation, and do not revert and are not in any way impaired by reason of the Merger. All rights of creditors and all liens upon the property of the Constituent Corporations are preserved unimpaired, and all debts, liabilities and duties of the Dissolving Corporations thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if the debts, liabilities and duties had been initially incurred or contracted by it.

11. **Execution.** The Articles of Merger and this Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute a part of the original instrument.

IN WITNESS WHEREOF, the Constituent Corporations have caused these presents to be signed by their respective officers thereunto duly authorized by the respective Boards of Directors and Members of each corporation.

3/9/06
Date

**AVALON AT GRANDEZZA
COMMONS ASSOCIATION, INC.**

By: John Stephens
John Stephens President

Attest: [Signature]
Secretary

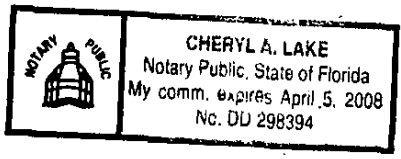
(CORPORATE SEAL)

**STATE OF FLORIDA
COUNTY OF LEE**

This instrument was executed before me this 9th day of March, 2006, by John Stephens, as President of **AVALON AT GRANDEZZA COMMONS ASSOCIATION, INC.**, a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce well known as identification.

(NOTARIAL SEAL)

[Signature]
Signature of Notary
Cheryl A. Lake
Print name of Notary



3/9/06
Date

AVALON I AT GRANDEZZA
CONDOMINIUM ASSOCIATION, INC.
By: Angelo Campanile
VICE, President

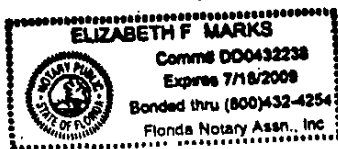
Attest: Richard Rinehart (CORPORATE SEAL)
Secretary

STATE OF FLORIDA
COUNTY OF LEE

This instrument was executed before me this 8th day of March, 2006, by Angelo Campanile, as President of AVALON I AT GRANDEZZA CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce _____ as identification.

Elizabeth F. Marks
Signature of Notary

(NOTARIAL SEAL)



Elizabeth F. Marks
Print name of Notary

April 21, 2006
Date

**AVALON II AT GRANDEZZA
CONDOMINIUM ASSOCIATION, INC.**

By: Raymond C. Gibson
Raymond C. Gibson Vice -
President

Attest:

(CORPORATE SEAL)

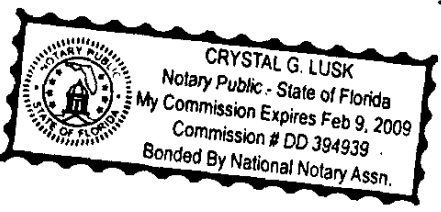
[Signature]
Secretary

**STATE OF FLORIDA
COUNTY OF LEE**

This instrument was executed before me this 21 day of April, 2006, by Raymond C. Gibson, as President of **AVALON II AT GRANDEZZA CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce _____ as identification.

(NOTARIAL SEAL)

[Signature]
Signature of Notary
Crystal G Lusk
Print name of Notary



4/24/06
Date

**AVALON III AT GRANDÉZZA
CONDOMINIUM ASSOCIATION, INC.**

By: [Signature] Frank Corsi
Frank Corsi, President

Attest: [Signature]
Secretary

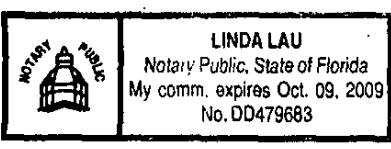
(CORPORATE SEAL)

**STATE OF FLORIDA
COUNTY OF LEE**

This instrument was executed before me this 24th day of April, 2006, by FRANK CORSI, as President of AVALON III AT GRANDÉZZA CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce FL DRIVER LICENSE as identification.

(NOTARIAL SEAL)

[Signature]
Signature of Notary
LINDA LAU
Print name of Notary



**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AVALON AT GRANDÉZZA COMMONS ASSOCIATION, INC.**

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Avalon at Grandézza Commons Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on February 13, 1997, are hereby amended and restated in their entirety, and the name of the corporation is changed. All amendments included herein have been adopted pursuant to Section 617.1002(4), Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended, and the provisions of these Amended and Restated Articles, other than the inclusion of amendments adopted pursuant to Section 617.1002 and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Avalon at Grandézza Commons Association, Inc., shall be as follows:

ARTICLE I

NAME: The name of the corporation, (the "Association") shall hereafter be Avalon at Grandézza Commons Association, Inc.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity for the operation of a residential community which includes property submitted to the condominium form of ownership, located in Lee County, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no income of the Association shall be distributed or inure to the private benefit of any Unit Owner, Director or officer. For the accomplishment of its purposes, the Association has all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as expressly limited or modified by these Articles, the Declaration of Covenants For Avalon at Grandézza Commons, the Declarations of Condominium for the various condominiums operated by the Association, the Bylaws of the Association, or the Florida Condominium Act. The Association also has all of the powers and duties reasonably necessary to operate the condominiums pursuant to said Declarations as they may hereafter be amended, including but not limited to the following:

(A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.

(B) To protect, maintain, repair, replace and operate the condominium property and association property.

(C) To purchase insurance upon the condominium property and common areas for the protection of the Association and its members.

(D) To reconstruct improvements after casualty and to make further improvements of the property subject to its jurisdiction.

(E) To make, amend and enforce reasonable rules and regulations governing the use of the common areas and common elements, and the operation of the Association.

(F) To approve or disapprove the transfer of ownership and leasing of units, as and to the extent provided for in the respective Declarations.

(G) To enforce the provisions of the Condominium Act, the Declarations of Condominium, the Declaration of Covenants for Avalon at Grandézza Commons, these Articles, the Bylaws and any Rules and Regulations of the Association.

(H) To contract for the management and maintenance of the property within Avalon at Grandézza and the condominium properties therein, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required to be exercised by the Board of Directors or the membership of the Association.

(I) To employ accountants, attorneys, engineers, architects, and other professional personnel to perform the services required for proper operation of the Association.

(J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities intended to provide enjoyment, recreation, or other use or benefit to the unit owners.

(K) To borrow money if necessary to perform its other functions hereunder.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Covenants for Avalon at Grandézza Commons, the Declarations of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

(A) The members of the Association are the record owners of a fee simple interest in one or more units, as further provided in the Bylaws.

(B) The undivided share owned by each member in the funds and assets of the Association cannot be assigned or transferred in any manner, except as an appurtenance to his Unit.

(C) The owners of each Unit, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS:

(A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors provided in the Bylaws, and in the absence of specification in the Bylaws shall consist of one (1) Director from each condominium.

(B) Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed from office, and vacancies on the Board of Directors shall be filled, in the manner provided by the Bylaws.

(C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by a majority of the entire Board of Directors at its first meeting after the annual meeting of the members of the Association, and shall serve at the pleasure of a majority of the Board.

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by written petition to the Board signed by at least one-fourth (1/4th) of the voting interests of the Association.

(B) Procedure. Upon any amendment to these Articles being so proposed by the Board or the Unit Owners, the proposed amendment shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

(C) Vote Required for Adoption. Except as otherwise provided by Florida law, these Articles of Incorporation may be amended by the vote of a majority of the voting interests of the Association at any annual or special meeting called for the purpose, or by approval in writing signed by a majority of the voting interests of the Association without a meeting. Notice of any proposed amendment must be given as required by law.

(D) Effective Date. An amendment becomes effective after proper filing with the Florida Secretary of State and recording a certified copy in the Public Records of Collier County, Florida in the same manner as required for recording an amendment to the Bylaws.

ARTICLE VIII

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgement or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.