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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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June 8, 2006

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

**Re: Articles of Merger of Venetian Bay Master Association, Inc. and Venetian Bay Villages
Condominium Association, Inc.**

Dear Sir or Madam:

Please find enclosed herewith the original Articles of Merger for Venetian Bay Master Association, Inc. and Venetian Bay Condominium Association, Inc., along with a check made payable to the Department of State in the amount of \$78.75, which represents the filing fee for the same.

Please file the Articles of Merger and provide us with a certified copy of the filed Articles of Merger via the self-addressed stamped envelope.

Should you have any questions with regard to the foregoing, please do not hesitate to contact the undersigned.

Thank you for your assistance in this matter.

Sincerely,



Richard M. Coln

RMC/mnr
Enclosures

Vbvc01 ltr5

ARTICLES OF MERGER

OF

VENETIAN BAY VILLAGES MASTER ASSOCIATION, INC.

AND

VENETIAN BAY VILLAGES CONDOMINIUM ASSOCIATION, INC.

FILED
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TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Not For Profit Corporation Act pursuant to Section 617.1105, Florida Statutes.

**ARTICLE I
Plan of Merger**

A copy of the Plan of Merger of VENETIAN BAY VILLAGES MASTER ASSOCIATION, INC. and VENETIAN BAY VILLAGES Condominium Association, Inc., both of which are Florida not-for-profit corporations, is hereto attached as **Exhibit "A"** (hereinafter "Plan of Merger").

**ARTICLE II
Approval**

There are no members entitled to vote on the Plan of Merger.

The Plan of Merger was adopted by the Board of Directors of VENETIAN BAY VILLAGES MASTER ASSOCIATION, INC., at a board meeting held on May 15th, 2006. The number of directors in office was 5. The number of votes cast in favor of the Plan of Merger was sufficient for approval. The vote for the Plan was as follows: 4 FOR 0 AGAINST.

The Plan of Merger was adopted by the Board of Directors of VENETIAN BAY VILLAGES CONDOMINIUM ASSOCIATION, INC., at a board meeting held on May 15th, 2006. The number of directors in office was 5. The number of votes cast in favor of the Plan of Merger was sufficient for approval. The vote for the Plan was as follows: 4 FOR 0 AGAINST.

**ARTICLE III
Effective Date**

The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

[DOCUMENT CONTINUES ON NEXT PAGE]

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on the day and year written below.

Venetian Bay Villages Master Association, Inc.
a Florida not-for-profit corporation

By: Elspeth Day

Date: 5-15-06, 2006

(Print Name) As Its President

ELSPETH DAY

4007 VENETIAN BAY DR. S-106

(Address) KISSIMMEE, FL 34701

Venetian Bay Villages Condominium Association, Inc.
a Florida not for profit corporation

By: Martin William Christie

Date: 5-23-06, 2006

(Print Name) As Its President

KINGFISHER LODGE, GROVE

FARM LAKE, Moulton, Northampton,

(Address) U.K. NN03 7TG

EXHIBIT "A"

PLAN OF MERGER

OF

VENETIAN BAY VILLAGES MASTER ASSOCIATION, INC.,

AND

VENETIAN BAY VILLAGES CONDOMINIUM ASSOCIATION, INC.

This is a Plan of Merger for Venetian Bay Villages Master Association, Inc., and Venetian Bay Villages Condominium Association, Inc.

ARTICLE I

Constituent Corporations

The name of each constituent corporation is Venetian Bay Villages Master Association, Inc., and Venetian Bay Villages Condominium Association, Inc., both of which are Florida not-for-profit corporations (hereinafter collectively referred to as "Constituent Corporations").

ARTICLE II

Merger

Pursuant to Section 617.1101, Florida Statutes, Venetian Bay Villages Master Association, Inc., and Venetian Bay Villages Condominium Association, Inc., shall be merged into Venetian Bay Villages Condominium Association, Inc., (hereinafter the "Merger").

ARTICLE III

Surviving Corporation

Venetian Bay Villages Condominium Association, Inc., shall be the surviving corporation of the Merger and shall continue to be named as Venetian Bay Villages Condominium Association, Inc., (hereinafter the "Surviving Corporation")

ARTICLE IV

Articles of Incorporation

The Articles of Incorporation of Venetian Bay Villages Condominium Association, Inc., as in effect immediately prior to the Merger shall be the Articles of Incorporation of the Surviving Corporation until further amended as provided by law.

ARTICLE V

Directors and Officers

The directors and officers of the Surviving Corporation immediately before the Merger, shall continue to be the directors and officers immediately following the Merger.

ARTICLE VI

Members

The members of Venetian Bay Villages Condominium Association, Inc., immediately before the Merger, shall all be members of the Surviving Corporation immediately following the Merger, and, without further action, shall possess all rights and obligations granted to members of the Surviving Corporation by its Articles of Incorporation and Bylaws.

ARTICLE VII Declarations

The Merger shall not effect any revocation, change or addition to any of the respective Declarations of Protective Covenants and Restrictions which are applicable to the properties managed and operated by each of the Constituent Corporations immediately before the Merger.

ARTICLE VIII Assets and Liabilities

On the effective date of the Merger, the separate existences of the Constituent Corporations shall cease and the Surviving Corporation shall, without further action, possess all of their rights and privileges immediately preceding the Merger, and all of its rights pursuant to its Articles of Incorporation and Bylaws. All assets of any nature of the Constituent Corporations shall, without further action, be vested in the Surviving Corporation immediately following the Merger. Following the Merger, the Surviving Corporation shall be responsible for all liabilities and obligations of the Constituent Corporations. Any claim existing or action or proceeding pending against any of the Constituent Corporations may be continued as if the Merger did not occur or the Surviving Corporation may be substituted for the particular Constituent Corporation in any such proceeding. Neither the rights of creditors, nor any liens upon the property of the Constituent Corporations shall be impaired by the Merger.

ARTICLE IX Effective Date

The Merger shall become effective on the date that the Articles of Merger are filed with the Florida Department of State.

ARTICLE X Abandonment

Notwithstanding anything to the contrary herein contained, this Plan of Merger may be terminated and abandoned by the Board of Directors of any of the Constituent Corporations, at any time prior to the filing of the Articles of Merger with the Florida Department of State.

Vbvc01 pln1