

N060000003398

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

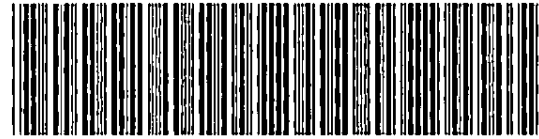
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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2021 JUN -8 PM 9:04

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

2021 JUN -8 PM 1:17

OFFICE OF THE
CLERK OF THE
SUPREME COURT

June 2, 2021

KAREN WONSETLER, ESQ.
860 N. ORANGE AVE
SUITE 135
ORLANDO, FL 32801

SUBJECT: LAGO BUENDIA MASTER ASSOCIATION, INC.
Ref. Number: N06000003398

We have received your document for LAGO BUENDIA MASTER ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please send an additional \$35.00 filing fee. The fee for filing articles of merger is \$35.00 for each corporation involved in the merger.

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) 245-6907.

Annette Ramsey
OPS

Letter Number: 821A00011856



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 18, 2021

KAREN WONSETLER
860 N ORANGE AVE #135
ORLANDO, FL 32801

SUBJECT: LAGO BUENDIA MASTER ASSOCIATION, INC.
Ref. Number: N06000003398

We have received your document for LAGO BUENDIA MASTER ASSOCIATION, INC. (and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a fee of \$35.00 due.

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) 245-6050.

Terri J Schroeder
Supervisor

Letter Number: 921A00010427

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2021 MAY 26 PM 1:23
SUNBIZ

Wonsetler & Webner, P.A.

860 North Orange Avenue
Suite 135
Orlando, Florida 32801

Office 407-770-0846
Facsimile 407-770-0843
Email: office@kwpalaw.com

February 26, 2021

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe St., Suite 810
Tallahassee, FL 32303

Via E-Mail: Federal Express Standard Overnight Delivery

**Re: Lago Buendia Master Association, Inc. – Surviving Corporation
Merger Documents to be effective upon date of filing**

To the Clerk of the Amendment Section:

Please find enclosed Articles of Merger, the related attachments and documents in verification and support of the merger by and between the **LAGO BUENDIA MASTER ASSOCIATION, INC.**, [hereinafter referred to as the "MASTER" or as the "SURVIVING CORPORATION"] and **THE RESIDENCES AT LAGO BUENDIA ASSOCIATION, INC.**, [hereinafter referred to as the "RESIDENCES" "SUBASSOCIATION" or the "MERGING CORPORATION"], and the **\$35.00** filing fee.

Please return all correspondence concerning this matter to me at:

Karen Wonsetler
860 North Orange Avenue
Suite 135
Orlando, Florida 32801

Should you have any questions, or need additional information, please do not hesitate to contact my office.

Sincerely,

/s/ Karen Wonsetler

Karen Wonsetler

KJW/rw

Attachments:

1. Articles of Merger with attached and incorporated Plan of Merger
2. Confirmation of adoption of Merger by both corporations and officer signature page
3. Filing Fee of \$35.00

ARTICLES OF MERGER

FILED
2021 JUN -8 AM 9:04

The following Articles of Merger are submitted in accordance with the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes. These Articles of Merger is executed by both the Boards of Directors for the **LAGO BUENDIA MASTER ASSOCIATION, INC.**, a Florida not for profit corporation [hereinafter referred to as the "MASTER" or as the "SURVIVING CORPORATION"], and **THE RESIDENCES AT LAGO BUENDIA ASSOCIATION, INC.**, a Florida not for profit corporation [hereinafter referred to as the "RESIDENCES" "SUBASSOCIATION" or the "MERGING CORPORATION"] as evidence of the completed merger of the two domestic Florida corporations into one domestic corporation pursuant to a plan of merger approved in the manner provided by Section 617.1105, Florida Statutes.

I. Name and Jurisdiction of the Surviving Corporation:

The name of the Surviving Corporation is the **LAGO BUENDIA MASTER ASSOCIATION, INC.**, FEIN Number 20-4631465, a Florida not for profit Corporation. Jurisdiction as to the Surviving Corporation shall be Florida, specifically, Osceola County, Florida. The Document Number for the Surviving Corporation shall be that of the MASTER, N06000003398.

The original Declaration of Covenants and Restrictions for the MASTER were recorded April 24, 2006 **Official Records Book 3135 at Page 302** in the ORB in and for Osceola County.

II. Name and Jurisdiction of the Merging Corporation:

The name of the Merging Corporation is **THE RESIDENCES AT LAGO BUENDIA ASSOCIATION, INC.**, FEIN number 20-4631645, a Florida not for profit Corporation. Jurisdiction as to the Merging Corporation was Florida, specifically, Osceola County, Florida. The Document Number for the Merging Corporation, N06000003401, will not be used post-merger, but is being set forth herein for clarity of identification of the Merging Corporation.

III. The original Declaration of Covenants and Restrictions for the Residences at Lago Buendia were also recorded April 24, 2006 **Official Records Book 3135 at Page 361** in the ORB in and for Osceola County.

IV. The Plan of Merger:

The **Resolution & Plan of Merger** is submitted in compliance with Section 617.1101, Florida Statutes and the laws of the state of Florida and is attached and incorporated herein in full by reference as **Exhibit A**.

V. Effective Date of Merger:

The effective date of the merger shall occur upon delivery and recordation of these Articles of Merger to the Florida Department of State Division of Corporations. Additionally, a Certificate of Merger shall be filed in the county's Official Records with cross-reference to the Surviving and Merging Corporations recorded covenants, conditions and restrictions which expressly survive merger. The Surviving Corporation shall wrap up the corporate affairs of the Merging Corporation.

VI. Adoption of Merger by Surviving Corporation:

The proposed Resolution & Plan of Merger was adopted by the members of the Surviving Corporation by written consent in lieu of a Membership Meeting thereafter certified by the Board of Directors at a Special Meeting upon sufficient written notice on **the 23rd day of February 2021**. The number of votes cast IN FAVOR OF the Merger was sufficient for approval of the Merger and the affirmative vote for the plan of merger was **162 FOR the proposed merger and 0 AGAINST** the proposed Merger [Total Voting Interest is 321].

VII. Adoption of Merger by Merging Corporation:

The proposed Resolution & Plan of Merger was adopted by the members of the Merging Corporation by written consent in lieu of a Membership Meeting thereafter certified by the Board of Directors at a Special Meeting upon sufficient written notice on **the 23rd day of February 2021**. The number of votes cast IN FAVOR OF the Merger was sufficient for approval of the Merger and the affirmative vote for the plan of merger was **148 FOR the proposed merger and 0 AGAINST** the proposed Merger [Total Voting Interest is 265].

VIII. Signatures of authorized agents for Surviving and Merging Corporations to follow:

The following represents the Certification and Attestation of both the Surviving Corporation / Master Association and the Merging Subassociation Association/Corporation:

Certification of Corporate Representatives

MASTER ASSOCIATION & SURVIVING CORPORATION

The undersigned, Pablo Rojas, certifies that he or she is the duly appointed Secretary of **LAGO BUENDIA MASTER ASSOCIATION, INC.**, in accordance with Florida law and the Articles and Bylaws of said Corporation, and that such Merger is now in full force and effect, as the Resolution & Plan of Merger was approved by sufficient vote of the Master's membership and its Board of Directors.

IN WITNESS, THEREOF, I have affixed my name as Secretary of the Master Association & Surviving Corporation, the **LAGO BUENDIA MASTER ASSOCIATION, INC.**, and have attached the seal of its Corporation to this Certificate of Merger.

Dated: 2/23/2021 _____ [Seal]
Secretary

The above is attested to by the Surviving corporation's President:

Dated: 2/23/2021 _____ [Seal]
President

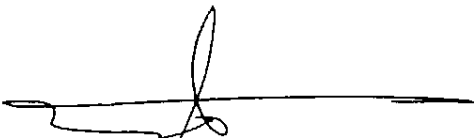
[Certification & Attestation of the Merging Corporation to follow]

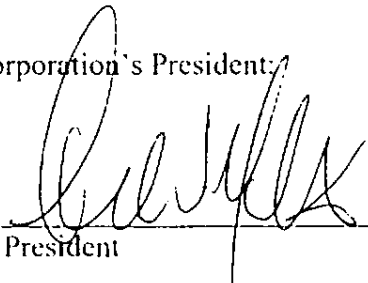
Certification of Corporate Representatives:

SUB-ASSOCIATION & MERGING CORPORATION

The undersigned, Raul Adrian DeJesus Soto, certifies that he or she is the duly appointed Secretary of **THE RESIDENCES AT LAGO BUENDIA ASSOCIATION, INC.**, in accordance with Florida law and the Articles and Bylaws of said Corporation, and that such Merger is now in full force and effect, as the Resolution & Plan of Merger was approved by sufficient vote of the Sub-association's membership and its Board of Directors.

IN WITNESS, THEREOF, I have affixed my name as Secretary of Sub-association and Merging Corporation, and have attached the seal of **THE RESIDENCES AT LAGO BUENDIA ASSOCIATION, INC.**, and have attached the seal of its Corporation to this Certificate of Merger.

Dated: Feb 23 2021  [Seal]
Secretary

The above is attested to by the Surviving corporation's President:
Dated: 2/23/2021  [Seal]
President

RESOLUTION & PLAN OF MERGER

The Boards of Directors for both the **LAGO BUENDIA MASTER ASSOCIATION, INC.**, [hereinafter referred to as the "MASTER" or as the "SURVIVING CORPORATION"] and **THE RESIDENCES AT LAGO BUENDIA ASSOCIATION, INC.**, [hereinafter referred to as the "RESIDENCES" "SUBASSOCIATION" or the "MERGING CORPORATION"] have adopted by board Resolution that each present to its respective memberships this Resolution & Plan of Merger in compliance with Section 617.1101, Florida Statutes, and will be voted upon and authorized by the voting interests of each which are necessary to authorize this proposed Plan of Merger. The RESIDENCES is a sub-association of the MASTER.

Plan of Merger

I. Name and Jurisdiction of the Surviving Corporation:

The name of the Surviving Corporation is the **LAGO BUENDIA MASTER ASSOCIATION, INC.**, FEIN Number 20-4631465, a Florida not for profit Corporation. Jurisdiction as to the Surviving Corporation shall be Florida, specifically, Osceola County, Florida. The Document Number for the Surviving Corporation shall be that of the MASTER, N06000003398.

The original Declaration of Covenants and Restrictions for the MASTER were recorded April 24, 2006 **Official Records Book 3135 at Page 302** in the ORB in and for Osceola County.

II. Name and Jurisdiction of the Merging Corporation:

The name of the Merging Corporation is **THE RESIDENCES AT LAGO BUENDIA ASSOCIATION, INC.**, FEIN number 20-4631645, a Florida not for profit Corporation. Jurisdiction as to the Merging Corporation was Florida, specifically, Osceola County, Florida. The Document Number for the Merging Corporation, N06000003401, will not be used post-merger, but is being set forth herein for clarity of identification of the Merging Corporation.

The original Declaration of Covenants and Restrictions for the Residences at Lago Buendia were also recorded April 24, 2006 **Official Records Book 3135 at Page 361** in the ORB in and for Osceola County.

III. Terms and Conditions for the Merger:

- A. The Merging Corporation merges into the Surviving Corporation and the separate existence of each corporation except the Surviving Corporation ceases.
- B. Title to all real estate, improvements, intangible and other property, or any interest therein, owned by each corporation party to the merger is vested in the Surviving Corporation without reversion or impairment.
- C. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each corporation party to the merger. Any claim existing or action or proceeding pending by or against any corporation party to the merger may be continued as if the merger did not occur or the Surviving Corporation may be substituted in the proceeding for the corporation which ceased existence. Neither the rights of creditors nor any liens upon the property of any corporation party to the merger shall be impaired by such merger
- D. The terms and conditions of the proposed merger and consolidation are such that all rights and obligations of each shall survive but shall be exercised by and through the Surviving Corporation. All statutory obligations set forth in Chapter 720 shall be the obligation of the Surviving Corporation. The official records of the Merging Corporation shall become official records of the Surviving Corporation. The Surviving Corporation shall create and adopt an annual budget for the Surviving Corporation's needs beginning in 2021 and shall absorb the existing 2020 fiscal assessments and obligations related to the Merging Corporation shall merge or otherwise be assigned to the Surviving Corporation. The Surviving Corporation shall be a successor and assignee entitled to collect unpaid assessments or other monetary obligations due to Merging Corporation that came due prior to Merger.
- E. There shall be only one board of directors for the Surviving Corporation. Upon effective date of the merger, the Board of the Surviving Corporation, the MASTER, shall be the sole

board of directors for the Surviving Corporation. The board of directors for the Merging Corporation, the RESIDENCES, shall cease to exist and shall have no post-merger authority or agency authority in terms of the Surviving Corporation.

- F. Membership voting rights in the Surviving Company remain as originally set forth in the MASTER's governing documents thereby ensuring voting rights to all Members of both the Merging and the Surviving Corporation.
- G. Obligations of the Surviving Corporation's membership shall be unaffected in terms of obligation to abide by the governing documents, including the obligation to pay mandatory assessments. The Surviving Corporation shall have all legal rights and remedies, including lien rights, related to monetary obligations owed to either the Surviving or Merging Corporation.
- H. All recorded restrictive covenants, conditions and restrictions, including any amendments to or supplements to if any, of the Master and Subassociation shall become those of the Surviving Company. The intent is that restrictions, conditions and restrictions of each Association's governing documents shall continue to be enforceable by the Surviving Corporation and its board of directors, however, in case of any conflict between the sets of governing documents of the Merging and Surviving Corporation, the Master's governing documents shall prevail as the governing terms of the Surviving Corporation.
- I. Written notice is given for this Plan of Merger which sets forth the proposed plans, terms and conditions and shall be given to each corporations' members entitled to vote at such members' meeting. A copy of this Resolution and proposed Plan of Merger shall be mailed along with the Notice of Special Membership Meeting. The proposed plan of merger must be adopted by each corporation by receiving at least a majority of the votes of their members present in person or as represented by limited proxy cast at the Special Meeting of the Membership. Note that the Declarant of each Association shall be entitled to vote its Membership interest in conformity related to the proposed Plan of Merger. See Section IV below for additional procedures for the implementation of this process.
- J. Alternatively, in lieu of a Special Membership Meeting and use of limited proxy as set forth in paragraph "I" above, the plan of merger may be adopted by written consent of the

members and executed in accordance with Section 617.0701, Florida Statutes, as certified by each associations' respective pre-merger board of directors at a duly noticed Special Meeting of the Board of Directors.

- K. Title to all real estate, improvements, tangible property and all other property owned by each corporation shall vest in the Surviving Corporation when the merger becomes effective without need for deed, bill of sale or similar written documentation of transfer.
- L. All rights and obligations set forth in the governing documents of the Merging Corporation shall be adopted by the Surviving Corporation to the extent that its documents do not contradict the Master's governing documents excepting those provisions establishing contrary to a merger, for example there shall be no need to maintain a separate board of directors or to adopt a separate budget as the intent and purpose is for the Surviving Corporation to operate one board of directors. The Board of Directors shall have the sole discretion to determine if there is a provision in the Merging Corporation's Articles of Incorporation or Bylaws that did not survive merger as a duplicitous term not applicable to the goal of achieving a Surviving Corporation operated by one Board of Directors.
- M. Voting rights of the membership of the Merging and Surviving Corporation shall continue as voting rights of the membership in the Surviving Corporation. The voting rights of the membership shall be as set forward in the Master's governing documents such that each member in the Surviving Company shall have those unchanged and equal voting rights. The Surviving Corporation may be substituted in any proceeding that was pending against any of the corporations that were party to the merger and in litigation prior to the merger's effective date. The Surviving Corporation shall be the successor and assignee to all rights and obligations and adopts the liability of the Merging Corporation. Any claims which could have been asserted by the Merging Corporation shall be claimed by the Surviving Corporation, including the right to claim insurance coverage or proceeds.
- N. Members of each corporation which is a party to the merger, other than the Surviving Corporation, are entitled only to the rights, if any, provided in the Articles of Merger. The Surviving Corporation shall have all rights and claims of the Merging Corporation.

IV. Pre-Merger Notice to Membership and Membership Vote on Proposed Plan of Merger:

If Section "I" above, is used for the method of obtaining membership vote, the referenced Special Meeting of the Membership of each corporation shall be followed immediately by a Special Meeting of each corporations' Boards of Directors. These meetings shall be called and held at a time, date and place noticed in conformity with each parties' governing documents, Chapters 617 and 720, Florida Statutes. A majority of the Membership present at the Special Meeting of the Membership at which quorum has been achieved shall be the affirmative vote required for each corporations Board of Directors to then adopt the Plan of Merger. The purpose of such special meetings shall be as follows:

(A) To vote upon the recommendation presented by the Board of Directors that the two Corporate entities be merged and consolidated as indicated and otherwise set forth in this proposed Plan of Merger; and,

(B) To approve a Merger and Consolidation Agreement between MASTER and the RESIDENCES with the result of a Surviving Company with the legal effects set forth herein.

V. Articles of Incorporation of the Surviving Corporation:

The Articles of Incorporation of the Surviving Corporation will be amended to the extent provided in the Articles of Merger incorporating the Plan of Merger and will note in the corporate filings with the state of Florida the names and corporate information for identification purposes of the Merging Corporation and of the Surviving Corporation.

VI. Effective Date of Merger:

The effective date of the merger shall occur upon delivery and recordation of these Articles of Merger to the Florida Department of State Division of Corporations. Additionally, a Certificate of Merger shall be filed in the **Osceola Official Records** with cross-references to the Surviving and Merging Corporations previously recorded original Covenants, of which, the MASTER's Covenants expressly survive this Merger.

ADOPTION OF MERGER & VOTE BY THE MASTER,
THE SURVIVING CORPORATION

From the Board of LAGO BUENDIA MASTER ASSOCIATION, INC., FEIN Number 20-4631465, a Florida not for profit Corporation to its Membership.

The plan of merger was adopted by written consent of the Members and executed in accordance with Section 617.0701, Florida Statutes.

Specifically, the plan of merger was adopted by its members by written consent of the members and executed in accordance with Section 617.0701, Florida Statutes, and which membership vote count was confirmed by the MASTER'S Board of Directors at a duly noticed special meeting of the Board held on February 23, 2021. The number of votes confirmed which were cast for in favor of the merger was sufficient for approval and the vote for the plan was as follows:

162 number of votes IN FAVOR of the merger
Versus
0 number of votes AGAINST the merger

[Note: the total voting interest is 321]

After the vote of the MASTER's membership occurred and confirmed as indicated above, the plan of merger was adopted by the MASTER's Board of Directors on t February 23, 2021, the vote of Board was as follows:

4 IN FAVOR of the Plan of Merger and 0 AGAINST the Plan of Merger.

ADOPTION OF MERGER & VOTE BY THE RESIDENCES,
THE MERGING CORPORATION

From the Board of THE RESIDENCES ASSOCIATION, INC., FEIN Number 20-4631645, a Florida not for profit Corporation to its Membership.

The plan of merger was adopted by written consent of the Members and executed in accordance with Section 617.0701, Florida Statutes.

Specifically, the plan of merger was adopted by its members by written consent of the members and executed in accordance with Section 617.0701, Florida Statutes, and which membership vote count was confirmed by the RESIDENCES' Board of Directors at a duly noticed special meeting of the Board held on February 23, 2021. The number of votes confirmed which were cast for in favor of the merger was sufficient for approval and the vote for the plan was as follows:

148 number of votes IN FAVOR of the merger

Versus

0 number of votes AGAINST the merger

[Note: the total voting interest is 265]

After the vote of the RESIDENCES' membership occurred and confirmed as indicated above, the plan of merger was adopted by the RESIDENCES' Board of Directors on February 23, 2021, the vote of Board was as follows:

3 IN FAVOR of the Plan of Merger and 0 AGAINST the Plan of Merger.

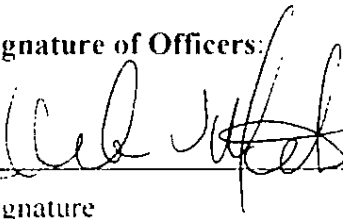
SIGNATURE PAGE OF SURVIVING CORPORATION'S OFFICERS

Section I: Surviving Corporation:

LAGO BUENDIA MASTER ASSOCIATION, INC., FEIN Number 20-4631465, a

Florida not for profit Corporation.

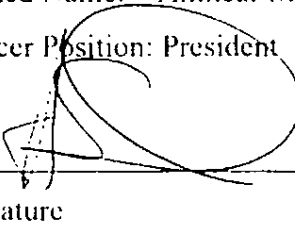
Signature of Officers:



Signature

Printed Name: Amilcar Mestres

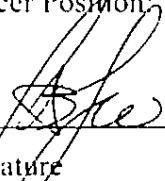
Officer Position: President



Signature

Printed Name: Haris Syed

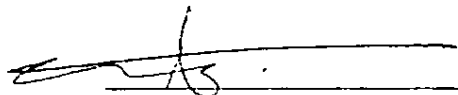
Officer Position: Vice President



Signature

Printed Name: Pablo Rojas

Officer Position: Secretary



Signature

Printed Name: Raul Adrian DeJesus Soto

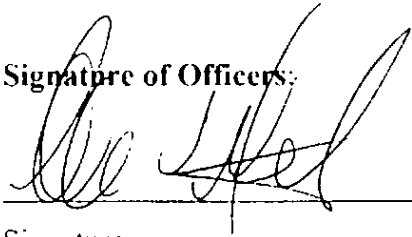
Officer Position: Treasurer

SIGNATURE PAGE OF MERGING CORPORATION'S OFFICERS

Section I: Merging Corporation:

THE RESIDENCES ASSOCIATION, INC., FEIN Number 20-4631645, a Florida not for profit Corporation.

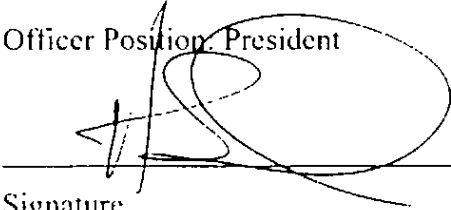
Signature of Officers:



Signature

Printed Name: Amilcar Mestres

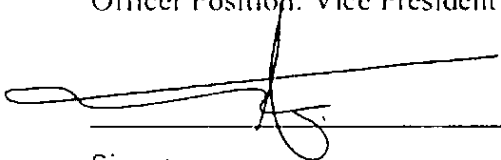
Officer Position: President



Signature

Printed Name: Haris Syed

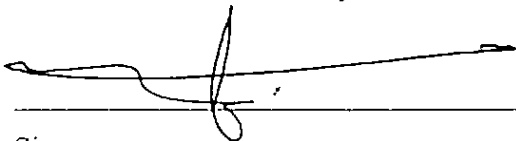
Officer Position: Vice President



Signature

Printed Name: Raul Adrian DeJesus Soto

Officer Position: Secretary



Signature

Printed Name: Raul Adrian DeJesus Soto

Officer Position: Treasurer