

# N06000003438

Florida Department of State  
Division of Corporations  
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## MERGER OR SHARE EXCHANGE

**Verano Property Owners Association, Inc.**

|                       |         |
|-----------------------|---------|
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Merge  
5/1/07

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**ARTICLES OF MERGER**  
**OF**  
**VERANO PROPERTY OWNERS ASSOCIATION, INC.**  
**AND**  
**MONTAGE RESERVE PROPERTY OWNERS ASSOCIATION, INC.**

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

**First:** The name and jurisdiction of the surviving not for profit corporation:

| <u>Name</u>                              | <u>Jurisdiction</u> | <u>Document Number</u> |
|------------------------------------------|---------------------|------------------------|
| Verano Property Owners Association, Inc. | Florida             | N06000003438           |

**Second:** The name and jurisdiction of the merging not for profit corporation:

| <u>Name</u>                                       | <u>Jurisdiction</u> | <u>Document Number</u> |
|---------------------------------------------------|---------------------|------------------------|
| Montage Reserve Property Owners Association, Inc. | Florida             | N04000009150           |

**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.

**Fifth:** Adoption of Plan of Merger by the surviving not for profit corporation:

The Board of Directors of the surviving not for profit corporation unanimously adopted the Plan of Merger on April 5, 2007.

**Sixth:** Adoption of Plan of Merger by the merging not for profit corporation:

The Board of Directors of the merging not for profit corporation unanimously adopted the Plan of Merger on April 5, 2007.

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The following plan of merger is submitted in compliance with Sections 617.1101, Florida Statutes.

1. The name and jurisdiction of the surviving not for profit corporation:

| <u>Name</u>                              | <u>Jurisdiction</u> | <u>Document Number</u> |
|------------------------------------------|---------------------|------------------------|
| Verano Property Owners Association, Inc. | Florida             | N06000003438           |

2. The name and jurisdiction of the merging not for profit corporation:

| <u>Name</u>                                       | <u>Jurisdiction</u> | <u>Document Number</u> |
|---------------------------------------------------|---------------------|------------------------|
| Montage Reserve Property Owners Association, Inc. | Florida             | N04000009150           |

3. The terms and conditions of the merger are as follows:

(A) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of the merging not for profit corporation shall be transferred to and vested in the surviving not for profit corporation without further act or deed, and all property (including real, personal and intellectual) of the merging not for profit corporation shall be the property of the surviving not for profit corporation.

(B) Assumption of Obligations. All obligations of the merging not for profit corporation shall become obligations of the surviving not for profit corporation.

(C) Effective Date. The merger shall become upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Date").

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**Seventh: SIGNATURES FOR EACH NOT FOR PROFIT CORPORATION**

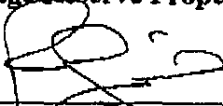
**Verano Property Owners Association, Inc.**



Name: Aaron Chorost

Title : Secretary

**Montage Reserve Property Owners Association, Inc.**



Name: Robert Vail

Title: Secretary

**PLAN OF MERGER**

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