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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Team: [illegible]

Merger

Law Office of
ROBERT W. McCLURE, P.A.

Robert W. McClure, Esq.

*3511 Bonita Bay Blvd.
Bonita Springs, Florida 34134
Office 239 948-9740 Fax 239 947-4414*

August 18, 2005

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

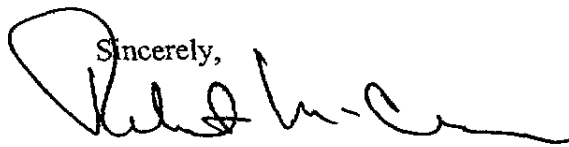
RE: Stoneybrook Villas II Condominium Association, Inc.
Stoneybrook Villas III Condominium Association, Inc./
Articles of Merger

Dear Sir/Madam:

Enclosed please find the Articles of Merger for Stoneybrook Villas II and III. Please record these original Articles with the records of the Secretary of State and send a certified copy of the Articles to this office.

Enclosed is our check for the recording and certification fee in the amount of \$76.75.

Thank you.

Sincerely,

Robert W. McClure

RWM/tra

Enclosure

**ARTICLES OF MERGER
OF
STONEYBROOK VILLAS II ASSOCIATION, INC.
AND
STONEYBROOK VILLAS III ASSOCIATION, INC.**

Pursuant to the provisions of Section 617.1105, Florida Statutes, the undersigned nonprofit corporations have adopted the following articles of merger for the purpose of merging them into one of such corporations:

1. A Plan of Merger of Stoneybrook Villas II Association, Inc. and Stoneybrook Villas III Association, Inc. (copy of which is attached hereto) was adopted in the following manner:

a. The Plan of Merger was adopted by Stoneybrook Villas II Association, Inc. at a meeting of the board of directors held on March 12, 2005, at which a quorum was present, and received the vote of a majority of the directors in office, and at a meeting of the members held on April 25, 2005, at which a quorum was present, and received the vote of at least two-thirds of the votes by members present or represented by proxy at such meeting who were entitled to cast vote in respect of the Plan.

b. The Plan of Merger was adopted by Stoneybrook Villas II Association, Inc. at a meeting of the board of directors held on March 12, 2005, at which a quorum was present, and received the vote of a majority of the directors in office, and at a meeting of the members held on April 25, 2005, at which a quorum was present, and received the vote of a majority of the voting interests of the members present or represented by proxy at such meeting who were entitled to cast vote in respect of the Plan.

3. The manner of the adoption of the plan of merger and the vote by which it was adopted constitute full legal compliance with the provisions of Section 617.1105, Florida Statutes, and with the Articles of Incorporation and Bylaws of the undersigned corporations.

4. The effective date of the merger is the date on which these Articles of Merger are filed with the Florida Secretary of State.

FILED
05 AUG 22 PM 12:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STONEYBROOK VILLAS II
ASSOCIATION, INC.,
a Florida not-for-profit corporation

By: Robert C. Jensen
Title: President
Dated: August 18, 2005

STONEYBROOK VILLAS III
ASSOCIATION, INC.,
a Florida not-for-profit corporation

By: Jim P. B. L.
Title: Vice President
Dated: August 15th, 2005

STATE OF MICHIGAN
COUNTY OF OAKLAND

The foregoing instrument was acknowledged before me this 18th day of August, 2005 by
ROBERT C. JENSEN as the _____ President of Stoneybrook Villas II
Association, Inc. who ☒ is personally known to me or ☐ has produced
_____ as identification.

TIMOTHY M. CURRIER
Notary Public, State of Michigan
County of Oakland
My Commission Expires Aug. 24, 2010
Acting in the County of OAKLAND

Timothy M. Currier
Notary Public
TIMOTHY M. CURRIER
Print Name of Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 15th day of August, 2005 by
James Branch as the Vice President of Stoneybrook Villas III
Association, Inc. who ☒ is personally known to me or ☐ has produced
_____ as identification.

Robert W. McClure
Notary Public

OFFICIAL NOTARY SEAL
ROBERT W MCCLURE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. DD-499
MY COMMISSION EXP. FEB. 18, 2006

Print Name of Notary Public
My Commission Expires:

**PLAN OF MERGER
OF
STONEYBROOK VILLAS II ASSOCIATION, INC.
AND
STONEYBROOK VILLAS III ASSOCIATION, INC.**

This Plan of Merger ("Plan") made as of this 12th day of March, 2005, between STONEYBROOK VILLAS II ASSOCIATION, INC., a Florida corporation not-for-profit, with its principal office located at P.O. Box 110156, Naples, Florida 33460, and STONEYBROOK VILLAS III ASSOCIATION, INC., a Florida corporation not-for-profit, with its principal office located at P.O. Box 110156, Naples, Florida 33460, Florida (each individually a "constituent corporation" and collectively the "constituent corporations").

RECITALS:

A. Stoneybrook Villas II Association, Inc. ("Stoneybrook Villas II") was incorporated on August 24, 2000 as a non-stock corporation pursuant to the Florida Not For Profit Corporation Act and is a homeowners association, pursuant to Section 720.301 et. seq., Florida Statutes, which manages the residential community of Stoneybrook Villas II, Lee County, Florida, of which every unit owner is a member of Stoneybrook Villas II and is entitled to one vote per unit.

B. Stoneybrook Villas III Association, Inc. ("Stoneybrook Villas III") was incorporated on August 24, 2000 as a non-stock corporation pursuant to the Florida Not For Profit Corporation Act and is a homeowners association, pursuant to Section 720.301 et. seq., Florida Statutes, which manages the residential community of Stoneybrook Villas III, Lee County, Florida, of which every unit owner is a member of Stoneybrook Villas III and is entitled to one vote per unit.

C. The respective boards of directors of Stoneybrook Villas II and Stoneybrook Villas III deem it advisable and in the best interests of the corporations that Stoneybrook Villas III be merged into Stoneybrook Villas II, as the surviving corporation, as authorized by Section 617.1101, Florida Statutes, pursuant to the terms set forth in this Plan and for the membership of Stoneybrook Villas III to be converted into memberships of Stoneybrook Villas II. Each board has duly approved this Plan.

NOW, THEREFORE, in consideration of these premises and the mutual covenants and agreements contained in this Plan, and for the purpose of setting forth the terms of the merger, the mode of carrying the same into effect, the manner and basis of converting the membership interests of Stoneybrook Villas III into membership interests of Stoneybrook Villas II and such other details and provisions as are deemed necessary or desirable, the parties agree, subject to the approval of adoption of this Plan by the requisite vote of the members of each constituent corporation and subject to the conditions set forth in this Plan, as follows:

SECTION ONE
MERGER AND NAME OF SURVIVING CORPORATION

1.1 As the Effective Date, as defined in this plan, Stoneybrook Villas III shall be merged with and into Stoneybrook Villas II ("surviving corporation") which shall not be a new corporation but shall continue its corporate existence as a Florida corporation not-for-profit, and which shall continue to be named "Stoneybrook Villas II Association, Inc." and shall maintain a registered office in Florida.

SECTION TWO
TERMS AND CONDITIONS OF MERGER

2.1 The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

(a) On and after the date the Articles of Merger described in this Plan are filed with the Florida Secretary of State ("Effective Date"):

1. The constituent corporations shall be merged into a single corporation, which shall be Stoneybrook Villas II, the corporation designated in this Plan as the surviving corporation.
2. The separate existence of Stoneybrook Villas III shall cease.
3. On and after the Effective Date, the surviving corporation shall possess all the rights, privileges, powers and franchises of a public and private nature, and be subject to all the restrictions, disabilities and duties of each constituent corporation; and all and singular, the rights, privileges, powers and franchises of each constituent corporation, and all property, real, personal and mixed, and all debts due to either constituent corporation on whatever account, all membership certificates and applications, and all other things in action or belonging to each constituent corporation, shall be vested in the surviving corporation; and all property, rights, privileges, powers and franchises, and all other interests subsequently shall be as effectually the property of the surviving corporation as they were of the respective constituent corporations, and the title to any real estate vested by deed or otherwise in either constituent corporation shall not revert or be in any way impaired by reason of the merger; but all rights of creditors and all liens upon any property of either constituent corporation shall be preserved unimpaired, and all debts, liabilities and duties of the respective constituent corporations shall

subsequently attach to the surviving corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it. Any action or proceeding, whether civil, criminal or administrative, pending by or against either constituent corporation shall be prosecuted as if the merger had not taken place, or the surviving corporation may be substituted in such action or proceeding.

4. All corporate acts, plans, policies, contracts, approvals and authorizations of Stoneybrook Villas III and its members, board of directors, committees elected or appointed by the board of directors, and officers and agents, which were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the surviving corporation and shall be as effective and binding on Stoneybrook Villas II as they were with respect to Stoneybrook Villas III.
 5. The assets, liabilities, reserves and accounts of each constituent corporation shall be recorded on the books of the surviving corporation at the amounts at which they, respectively, shall then be carried on the books of each constituent corporation, subject to such adjustments or eliminations of inter-company items as may be appropriate in giving effect to the merger.
- (b) As of the Effective Date, the board of directors and the officers of Stoneybrook Villas II shall be:

Robert Jensen, President
Ron Roffo, Vice President
George Harrison, Treasurer

SECTION THREE

CONVERSION OF MEMBERSHIP INTERESTS

3.1 The manner and basis of converting the issued and outstanding shares of each constituent corporation into shares of Stoneybrook Villas II and the mode of carrying the merger into effect are as follows:

- (a) As of the Effective Date, each member, as defined in Section 1.18 of the Declaration of Covenants, Conditions and Restrictions for Stoneybrook Villas III, shall be converted into a member in Stoneybrook Villas II, as defined in Section 1.18 of the Declaration of Covenants, Conditions and Restrictions for Stoneybrook Villas II, as

the surviving corporation.

- (b) Thereafter, the converted members in Stoneybrook Villas II shall be afforded all rights and privileges and shall be bound by all duties and obligations of a member in Stoneybrook Villas II.

SECTION FOUR

ARTICLES OF INCORPORATION, DECLARATION OF COVENANTS AND BYLAWS

4.1 The Articles of Incorporation of Stoneybrook Villas II Association, Inc., dated August 11, 2000, and recorded on June 12, 2001 in Official Records Book 3429, Page 4521 of the Public Records of Lee County, Florida shall be the Articles of Incorporation of Stoneybrook Villas II Association, Inc. of the surviving corporation until amended in the manner provided by law.

4.2 The Declaration of Covenants, Conditions and Restrictions for Stoneybrook Villas II, date June 12, 2001, and recorded on June 12, 2001 in Official Records Book 3429, Page 4481 of the Public Records of Lee County, Florida shall be the Declaration of Covenants, Conditions and Restrictions for Stoneybrook Villas II of the surviving corporation until amended in the manner provided by law.

4.2 The Bylaws of Stoneybrook Villas II Association, Inc., dated August 11, 2000, and recorded on June 12, 2001 in Official Records Book 3429, Page 4527 of the Public Records of Lee County, Florida shall be the Bylaws of Stoneybrook Villas II Association, Inc. of the surviving corporation until amended in the manner provided by law.

SECTION FIVE

OTHER PROVISIONS

5.1 This Plan shall be submitted to the members of each constituent corporation as provided by applicable law. After the approval or adoption of this Plan by the members of each constituent corporation, all required documents shall be executed, filed and recorded and all required acts shall be done in order to accomplish the merger under the provisions of the applicable Florida law.

5.2 This Plan may be terminated at any time prior to the Effective Date, whether before or after action by the members of the constituent corporations, by mutual consent of the constituent corporations, expressed by action of their respective boards of director.

SECTION SIX
APPROVAL AND EFFECTIVE TIME OF MERGER

6.1 The merger shall become effective when all the following actions have been taken:

- (a) this Plan shall be adopted and approved by a majority of the boards of directors and members of each constituent corporation in accordance with Florida law; and
- (b) Articles of Merger, setting forth the information required by, and executed and verified in accordance with Florida law, shall be filed in the office of the Secretary of State of Florida.

6.2 For the convenience of the parties and to facilitate the filing and recording of this Plan, any number of counterparts may be executed, and each counterpart shall be deemed to be an original instrument.

6.3 This Plan and the legal relations between the parties to this Plan shall be governed by and construed in accordance with the laws of Florida.

6.4 This Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties to this Plan.

The parties have executed this Plan the day and year first above written.

STONEYBROOK VILLAS II
ASSOCIATION, INC.,
a Florida not-for-profit corporation

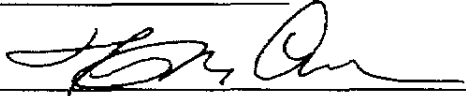
By: Robert O. Jensen
Title: President

STONEYBROOK VILLAS III
ASSOCIATION, INC.,
a Florida not-for-profit corporation

By: John P. B. L.
Title: Vice President

STATE OF MICHIGAN
COUNTY OF OAKLAND

The foregoing instrument was acknowledged before me this 18th day of August, 2005 by Robert Jensen as the President of Stoneybrook Villas II Association, Inc. who ☒ is personally known to me or ☐ has produced _____ as identification.



Notary Public

TIMOTHY M. CURRIER
Notary Public, State of Michigan
County of Oakland
My Commission Expires Aug. 24, 2010
Acting in the County of OAKLAND

TIMOTHY M. CURRIER

Print Name of Notary Public

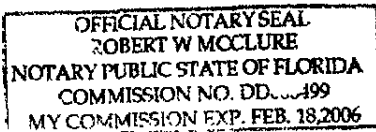
My Commission Expires:

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 15th day of August, 2005 by James Boesch as the Vice President of Stoneybrook Villas III Association, Inc. who ☒ is personally known to me or ☐ has produced _____ as identification.



Notary Public



Print Name of Notary Public
My Commission Expires: