

718254

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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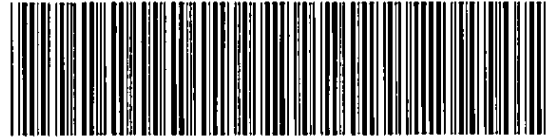
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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effective date 4-1-23

Merge

03/28/23--01003--003 **105.00

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2023 MAR 27 PM 4:27

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2023 MAR 27 AM 11:22

CLERK OF STATE
TALLAHASSEE, FLORIDA

A. RAMSEY
MAR 28 2023

Advanced Incorporating Service

1317 California Street
P.O. Box 20396
Tallahassee, FL 32316

Phone: 850-222-CORP
Fax: 850-575-2724
Email: wlopez@aisincfl.com
Website: www.aisincfl.com

NAME OF ENTITY <i>First South Village Associations, Inc</i>	FOR OFFICE USE ONLY

PICK ONE:

___ CERTIFIED COPY ☒ PHOTOCOPY ___ C.U.S.

FILING:

___ CORPORATION ___ LLC ___ LIMITED PARTNERSHIP ___ GENERAL PARTNERSHIP
___ FICTITIOUS NAME ___ SERVICEMARK/TRADEMARK ☒ AMENDMENT
___ FOREIGN QUALIFICATION ___ JUDGMENT LIEN
___ OTHER *Merger*

File 1st

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APOSTILLE/NOTARY CERTIFICATION REQUEST:

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DATE *3/27/23* TIME _____

Notes: _____

File 1st

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2023 MAR 27 AM 11:22

ARTICLES OF MERGER
OF
FIRST SOUTH VILLAGE ASSOCIATION, INC. AND
SECOND SOUTH VILLAGE ASSOCIATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1105 of the Florida Not For Profit Corporation Act (the "Act") the undersigned corporations hereby adopt the following Articles of Merger:

1. Pursuant to the Plan of Merger attached hereto as Exhibit A and incorporated herein by this reference, Second South Village Condominium Association, Inc. (Document Number 724321) will be merged into First South Village Association, Inc. (Document Number 718254), with First South Village Association, Inc., being the surviving entity of the merger (the "Merger").

2. The Plan of Merger dated December 7, 2022 was adopted by the directors of First South Village Association, Inc. and Second South Village Association, Inc., in accordance with the Condominium Act and the Act, as evidenced by the resolutions adopted on December 7, 2022. Specifically, it was adopted by the Boards of each corporation, as delineated more specifically in the resolutions adopted on December 7, 2022, and by the requisite number of owners of each of the corporations involved in the Merger.

3. As part of the merger process, the surviving corporation shall also legally change its name to "South Village Condominium Association, Inc."

4. The Merger shall become effective on April 1, 2023, following the Articles of Merger being filed with the Florida Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of First South Village Association, Inc., and Second South Village Association, Inc., by their authorized officers as of March 19, 2023.

FIRST SOUTH VILLAGE ASSOCIATION, INC., a
Florida Not For Profit Corporation

By: _____

Susan Cunningham, President

SECOND SOUTH VILLAGE ASSOCIATION, INC., a
Florida Not For Profit Corporation

By: _____

Susan Cunningham, President

PLAN OF MERGER

FIRST SOUTH VILLAGE ASSOCIATION, INC. AND SECOND SOUTH VILLAGE ASSOCIATION, INC.

WHEREAS, First South Village Association, Inc., a Florida Corporation not for profit, is a corporate entity created contemporaneously with the condominium associations and the condominiums specifically named and described below;

WHEREAS, First South Village Association, Inc., a Florida Corporation not for profit, is the corporate entity responsible for the operation and management of South Village, Module I, Condominium, as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 413, Page 334, *et seq.* of the Public Records of Indian River County, Florida, and as amended; and

WHEREAS, Second South Village Association, Inc., a Florida Corporation not for profit, is the corporate entity responsible for the operation and management of South Village, Module II, Condominium, as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 417, Page 307, *et. seq.* of the Public Records of Indian River County, Florida, and as amended; and

WHEREAS, the condominiums known as South Village, Module I, and South Village, Module II, are referred to collectively herein as the "South Village Condominium Community";

WHEREAS, in accordance with the Condominium Documents and/or the Condominium Act, amendments to the respective Declarations for the South Village Condominium Community providing, among other things, for the ratification and continuation of the consolidation of all financial operations of the two condominiums in the South Village Condominium Community shall be submitted to the unit owners at a properly noticed meeting (each vote in each Condominium for their respective Declarations to be held and approved separately);

WHEREAS, in accordance with the Condominium Documents and/or the Condominium Act, as applicable, amendments to the Bylaws and the Articles of Incorporation of First South Village Association, Inc., as the surviving corporation, shall be submitted to the unit owners within each of the Condominiums within the South Village Condominium Community (each vote in each Association held and approved separately), and at a properly noticed meeting. Said documents provide, among other things, that First South Village Association, Inc. (which will be renamed as "South Village Condominium Association, Inc." as further described hereinbelow) will have all of the powers and duties set forth therein, and govern and control all Condominium Property and Association Property located within the boundaries of the South Village Condominium Community; and

WHEREAS, the Boards of Directors of the above-named corporations acknowledge and agree that the simplicity and economy of operation of the South Village Condominium

Community will be enhanced by the merger of the aforementioned corporations into a single operating entity; the ratification and continuation of the consolidation of financial operations; and the adoption of the aforementioned amendments to the Bylaws and the Articles of Incorporation of the surviving corporation.

THEREFORE, BE IT RESOLVED that pursuant to Sections 617.1101 to 617.1103, Florida Statutes, the following plan of merger is hereby adopted as follows:

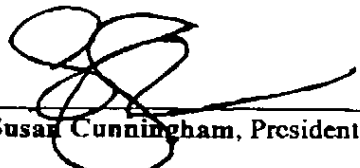
1. Second South Village Association, Inc., a Florida corporation not-for-profit, shall be the merging or constituent corporation, and First South Village Association, Inc., a Florida not for profit corporation, shall be the surviving corporation.
2. Subsequent to the merger, Second South Village Association, Inc. will no longer continue to operate, as the surviving corporation shall be vested with all of their respective rights and obligations upon the effective date of the merger.
3. First South Village Association, Inc., shall, upon the merger, assume all the powers, rights, causes of action, choses in action, duties, assets and liabilities of Second South Village Association, Inc. Upon the effective date of the merger, the surviving corporation shall continue in existence and without further transfer succeed to and possess all the rights, privileges and purposes of the constituent corporation and the surviving corporation and all of the property, real and personal, including causes of action, and every other asset of the constituent corporation shall vest in the surviving corporation without further act or deed, and the surviving corporation shall be liable for all the liabilities, obligations, and penalties of the constituent corporation. No liability or obligation due or to become due, claim or demand for any cause existing against any of the corporations, or any member, officer, director or employee thereof, shall be released or impaired by such merger. No action or proceeding, whether civil or criminal, then pending by or against the constituent corporation, or any member, officer, director or employee thereof shall abate or be discontinued by such merger but may be forced, prosecuted, defended, settled or compromised as if such merger had not occurred, or the surviving corporation may be substituted in any action or proceeding in place of the constituent corporation.
4. If at any time the surviving corporation shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to best perfect or confirm of record in the surviving corporation the title of any property or rights of the constituent corporations or otherwise to carry out the provisions thereof, the proper officers and directors of the constituent corporations, as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments and assurances in law and do all things necessary or proper to best perfect or confirm title to such property or rights in the surviving corporation and otherwise to carry out the provisions thereof.
5. The adoption of this plan of merger shall not be construed as a consolidation of the Condominiums operated by the merging corporations. The surviving corporation shall

operate as a multi-condominium association. The surviving corporation shall conduct its affairs pursuant to the Articles of Incorporation and Bylaws of the surviving corporation, except as amended and as attached hereto, and the Declarations of Condominium for the South Village Condominium Community.

6. The surviving corporation shall change its name with the Florida Department of State from the current name of the surviving corporation to "South Village Condominium Association, Inc."
7. The Board of Directors of the surviving corporation, as of the effective date of the merger shall remain as currently constituted, until the first annual meeting of the surviving corporation, which shall be held no later than December 31, 2023. At such time, the directors shall be elected at large as provided in the Bylaws.
8. Following the acceptance of this Plan of Merger by the Boards of Directors for each Condominium Association and the requisite approvals by the unit owners within the South Village Condominium Community, this Merger shall become effective upon April 1, 2023, following the filing of Articles of Merger with the Department of State pursuant to Chapter 617, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his or her hand on the date(s) below.

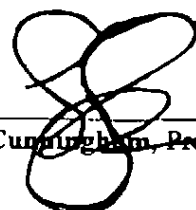
FIRST SOUTH VILLAGE ASSOCIATION, INC.,
a Florida not-for-profit corporation



Susan Cunningham, President

3-9-2023
Date

SECOND SOUTH VILLAGE ASSOCIATION, INC.,
a Florida not-for-profit corporation



Susan Cunningham, President

3-9-2023
Date