

768772

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts MAR 05 2009



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 20, 2009

ROBERT K. GROEB
P O BOX 1468
GAINESVILLE, FL 32602-1468

SUBJECT: PHOENIX SUBDIVISION OWNERS ASSOCIATION, INC.
Ref. Number: 748393

We have received your document for PHOENIX SUBDIVISION OWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please state in your document the name of the surviving corporation when the two corporations merge.

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) 245-6892.

Tina Roberts
Regulatory Specialist II

Letter Number: 009A00006028

P.O. Box 1468
Gainesville, Florida 32602-1468

ROBERT K. GROEB

Attorney At Law

Telephone (352) 334-4001 Ext. 316
Fax (352) 334-4010

January 26, 2009

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

RE: Phoenix Subdivision Owners Association, Inc. (#748393)
Phoenix Subdivision Phase II Owners Association, Inc.
(#768772)- Articles of Merger

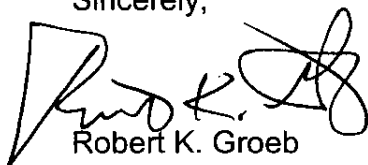
Dear Sir/Madam:

Pursuant to Florida Statutes 617.1101 and 617.1105, please find enclosed the proposed Articles of Merger, seeking to merge the two corporate entities referenced above.

Also enclosed is the statutory fee for filing the Articles of Merger and establishing the new surviving corporation, as well as the fee for receiving a conformed/certified copy of the recorded Articles of Merger.

If you have any questions or concerns, please contact me at your convenience.

Sincerely,



Robert K. Groeb

Enclosure: Original and Conformation Copy- Articles of Merger

P.O. Box 1468
Gainesville, Florida 32602-1468

ROBERT K. GROEB

Attorney At Law

RECEIVED
Telephone (852) 334-4001 Ext. 316
Fax (352) 334-4010

2009 MAR -5 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 4, 2009

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

Attention: Tina Roberts

RE: Phoenix Subdivision Owners Association, Inc.
Ref. No. 748393

Dear Ms. Roberts:

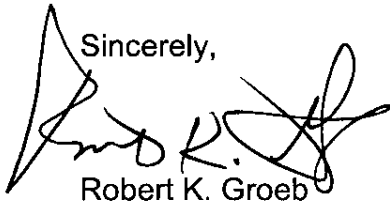
Pursuant to your letter dated February 20, 2009, please find enclosed the amended Articles of Merger for the above-referenced matter.

As per your telephone instructions, I have modified the Articles in order to designate one of the existing corporations as the "surviving" corporation (Article I, Plan of Merger).

I believe the Articles of Merger are now legally sufficient and in appropriate form for filing. Thank you for your assistance in this matter.

If you have any further questions or concerns, please feel free to contact me at your convenience.

Sincerely,



Robert K. Groeb

Enclosure: Articles of Merger (2 original executed copies)

**ARTICLES OF MERGER
FOR
PHOENIX SUBDIVISION OWNERS ASSOCIATION, INCORPORATED
AND
PHOENIX SUBDIVISION PHASE II OWNERS ASSOCIATION,
INCORPORATED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
Plan of Merger**

Names of Corporations Proposing to Merge

The names of the corporate entities proposing to be merged are the PHOENIX SUBDIVISION OWNERS ASSOCIATION, INCORPORATED, a not-for-profit corporation in good standing, duly organized and established pursuant to Chapter 617 of the Florida Statutes (2008), designated as the merging corporation, and the PHOENIX SUBDIVISION PHASE II OWNERS ASSOCIATION, INCORPORATED, a not-for-profit corporation in good standing, duly organized and established pursuant to Chapter 617 of the Florida Statutes (2008), designated as the surviving corporation. It is the intention of the organizers that these two existing corporations shall be merged into a single, surviving corporate entity.

Name of Surviving Corporate Entity

The name of the surviving corporate entity after the merger shall be the PHOENIX HOMEOWNERS ASSOCIATION, INCORPORATED (hereinafter "surviving corporation").

Terms and Conditions of Merger

The merger of the two existing corporate entities into the single surviving corporation shall be affected without monetary or other compensation to the members of either existing corporate entity. The corporate officers of the surviving corporation shall be duly appointed and elected from the current members of the two existing corporations. The surviving corporation shall assume all corporate, managerial and fiscal responsibilities and duties currently being performed by the two existing corporate entities.

Changes to the Articles of Incorporation of the Surviving Corporation

Corporate Place of Business

The principal place of business and mailing address of the surviving corporation shall be 2106 NW 13th Street, Gainesville, Florida 32609

Purpose

The surviving corporation shall be organized and established for the purpose of providing homeowner association management services for the members/fee simple owners of real property located within the residential development.

ARTICLE II Directors

The surviving corporation shall initially have seven (7) Directors. The Directors shall be appointed in the manner as provided for in the Bylaws. The number of Directors may be increased from time to time in the manner as provided for in the Bylaws, but shall never be less than four (4), nor more than seven (7). The names and addresses of the Directors of the surviving corporation are:

- Michael E. Warren, 502 NW 16th Avenue, Gainesville, Florida 32601
- ✓ Rodney R. Blake, III, 2339 SW 31st Place, Gainesville, Florida 32608
- Ricardo Castillo, 3701 NW 17th Lane, Gainesville, Florida 32605
- Daniel Evans, 5745 SW 75th Street, Gainesville, Florida 32608
- Gustavo Viera, 9230 NW 10th Place, Gainesville, Florida 32606
- Steven Fischer, 5832 Silver Sands Circle, Keystone Heights, Florida 32656
- ✓ Thomas A. Daniel, 623 North Main Street, Gainesville, Florida 32601

ARTICLE III Officers

The affairs of the surviving corporation shall be managed by the Board of Directors and the officers, which officers shall be a president, vice president, secretary and treasurer, the same being duly elected pursuant to the Bylaws at the annual meeting. The names of the persons who shall serve as officers until the first formal election of officers under the Bylaws are as follows:

- President: Michael E. Warren
- Vice President: Rodney R. Blake, III
- Secretary: Steven Fischer
- ✓ Treasurer: Thomas A. Daniel

ARTICLE IV


Articles and Bylaws

The Articles of Merger of the surviving corporation may be amended by the act of the Directors of the surviving corporation, and such amendments may be proposed and adopted in the manner provided in the Bylaws of the surviving corporation. The Bylaws of the surviving corporation are to be made, altered or rescinded by the Directors of the corporation.

ARTICLE V

Registered Agent

The Registered Agent for the surviving corporation shall be Richard Rogers, 2106 NW 13th Street, Gainesville, Florida 32609. By virtue of his signature below, the Registered Agent accepts this designation.



Richard Rogers
Registered Agent

2/27/09
Date

ARTICLE VI

Certification of Adoption of Resolutions and Vote on Plan of Merger

By their signatures below, the current presidents of the respective existing corporate entities do hereby certify that the current board members of the PHOENIX SUBDIVISION OWNERS ASSOCIATION, INCORPORATED and the PHOENIX SUBDIVISION PHASE II OWNERS ASSOCIATION, INCORPORATED have both formally adopted resolutions approving a proposed Plan of Merger, have both submitted a summary of a proposed Plan of Merger for vote by the respective members of each corporation at a duly noticed and regularly scheduled annual meeting of each entity, and that a majority of the members of each corporation have voted in favor of the Plan of Merger, by affirmative vote on January 14, 2009 and December 18, 2008, respectively.



Rodney R. Blake, III, President
PHOENIX SUBDIVISION OWNERS ASSOCIATION, INC.

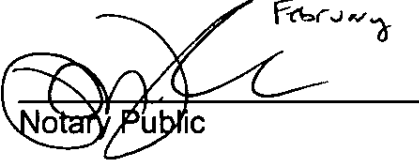


Michael R. Warren, President
PHOENIX SUBDIVISION PHASE II OWNERS ASSOCIATION, INC.

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, this day personally appeared RODNEY R. BLAKE, III and MICHAEL E. WARREN, both to me well known and known to be the person(s) described herein, and who before me subscribed their names to the foregoing Plan of Merger.

WITNESS my hand and official seal at the County and State aforesaid on this 27th day of ~~March~~ ^{February} 2009.



Notary Public

(Seal)

PHILIP N. KABLER
Notary Public, State of Florida
My comm. exp. July 28, 2010
Comm. No. DD 558290