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TALLAHASSEE FLORIDA

Merger
5/4/09
TL

THE LAW OFFICES OF
BRUDNY & RABIN, P.A.

VIA FEDERAL EXPRESS

April 20, 2009

Amendment Section
Florida Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Merger (Not for Profit Corporations)
Symphony Isles Master Association, Inc. (surviving corporation)
The Sanctuary at Symphony Isles Homeowners Association, Inc. (merging corporation)

Dear Sir or Madam:

The enclosed original, executed Articles of Merger documents are submitted for filing, as follows:

- Articles of Merger
- Exhibit "A" to Articles of Merger (Amendment to Articles of Incorporation)
- Plan of Consolidation

Please return to us a certified copy (one additional copy of the documents has been provided for this purpose). Also enclosed is a check payable to the Florida Department of State in the amount of \$78.75, representing fees of \$35 for the one merging corporation, \$35 for the surviving corporation, and \$8.75 for one certified copy.

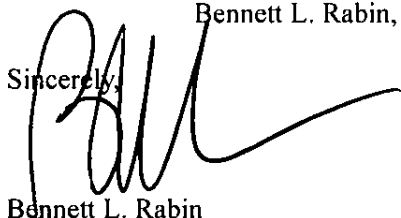
Please return all correspondence concerning this matter to the following:

Bennett L. Rabin, Esquire
Brudny & Rabin, P.A.
200 North Pine Avenue
Oldsmar, FL 34677

For further information concerning this matter, please contact:

Bennett L. Rabin, telephone: 727-796-1122; email: ben@brudnyandrabin.com

Sincerely,



Bennett L. Rabin

BLR/jh
Enclosures

243/Cover Letter Div of Corp 9 0420 doc

THIS INSTRUMENT PREPARED BY AND RETURN TO:

Brudny & Rabin, P.A.
Bennett L. Rabin, Esquire
200 North Pine Avenue, Suite A
Oldsmar, Florida 34677

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER OF
SYMPHONY ISLES MASTER ASSOCIATION, INC., AND
THE SANCTUARY AT SYMPHONY ISLES HOMEOWNERS ASSOCIATION, INC.,
AND AMENDMENT TO ARTICLES OF INCORPORATION OF
SYMPHONY ISLES MASTER ASSOCIATION, INC.**

Pursuant to Section 617.1101, Florida Statutes, the undersigned corporations by these Articles of Merger, do hereby consolidate themselves into a single corporation not-for-profit under Chapter 617, Florida Statutes, and do affirm and adopt the following:

1. The Plan of Consolidation of Symphony Isles Master Association, Inc., and The Sanctuary at Symphony Isles Homeowners Association, Inc., both of which are Florida not-for-profit corporations, has been approved as follows:

a. By the Board of Directors of Symphony Isles Master Association, Inc., at a meeting held JUNE 4, 2008, and by the membership of that Association at a membership meeting held, or by written consent pursuant to Section 617.0701, Florida Statutes, effective JUNE 4, 2008, where a quorum of the Board of Directors was present at the meeting, and the Plan of Consolidation was adopted by the Board of Directors, and where a majority of the members of the corporation consented to the merger. The number of votes cast for the merger was sufficient for approval.

b. By the Board of Directors of The Sanctuary at Symphony Isles Homeowners Association, Inc., at a meeting held AUGUST 11, 2008, and by the membership of that Association at a membership meeting held, or by written consent pursuant to Section 617.0701, Florida Statutes, effective AUGUST 11, 2008, where a quorum of the Board of Directors was present at the meeting, and the Plan of Consolidation was adopted by the Board of Directors, and where a majority of the members of the corporation consented to the merger. The number of votes cast for the merger was sufficient for approval.

April 18, 2009

2. The surviving corporation shall be SYMPHONY ISLES MASTER ASSOCIATION, INC., pursuant to the Plan of Consolidation approved as elsewhere described herein.

3. Article III of the Amended and Restated Articles of Incorporation of Symphony Isles Master Association, Inc., is hereby amended as shown on Exhibit "A" attached hereto and made a part hereof.

4. The Amended and Restated Articles of Incorporation of the surviving corporation, which Articles are attached hereto, are and shall be the Articles of Incorporation of the surviving

corporation as contemplated by these Articles of Merger. The Amended and Restated Bylaws, as they exist on the date of these presents, are attached hereto as well.

DATED this 3 day of October, 2008, at Apollo Beach, Hillsborough County, Florida.

Witnesses:

SYMPHONY ISLES MASTER
ASSOCIATION, INC.

[Signature]
Signature of Witness #1

Leticia Colon
Printed Name of Witness #1

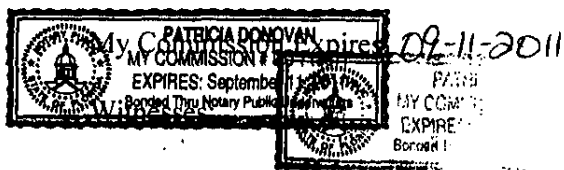
[Signature]
Signature of Witness #2

Sharon Gilmore-Baeton
Printed Name of Witness #2

By: [Signature]
Signature
GILBERT L. MOSHER PRESIDENT
Printed Name and Title

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, this 3 day of Oct, 2008, by GILBERT L. MOSHER as President of SYMPHONY ISLES MASTER ASSOCIATION, INC., a Florida corporation, on behalf of the corporation, who is personally known by me or who did produce F.D.L. as identification.



[Signature]
NOTARY PUBLIC - State of Florida at Large

THE SANCTUARY AT SYMPHONY
ISLES HOMEOWNERS ASSOCIATION, INC.

[Signature]
Signature of Witness #1

Audrey L. Phillips
Printed Name of Witness #1

[Signature]
Signature of Witness #2

LINDA RUNYON
Printed Name of Witness #2

By: [Signature]
Signature
Robert T. Curtis President/Secretary
Printed Name and Title

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, this 25 day of September, 2008, by Robert T. Curtis as President of THE SANCTUARY AT SYMPHONY ISLES HOMEOWNERS ASSOCIATION, INC., a Florida corporation, on behalf of the corporation, who is personally known by me or who did produce _____ as identification.

My Commission Expires:

[Signature]
NOTARY PUBLIC - State of Florida at Large

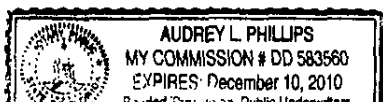


EXHIBIT "A"

**AMENDMENT TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
SYMPHONY ISLES MASTER ASSOCIATION, INC.**

Insertions are underlined;

Deletions are ~~stricken through~~

*** Indicates text not affected

1. To amend Article III of the Articles to read as follows:

ARTICLE III

The Master Association shall have the following powers:

1. The Master Association shall have all of the powers and privileges granted to Corporations Not For Profit under the law pursuant to which this corporation is chartered and not in conflict with these Articles of Incorporation or the Master Declaration or the Declaration of Covenants, Conditions, Restrictions and Easements for The Sanctuary at Symphony Isles (the "Sanctuary Declaration"), originally recorded in O.R. Book 10771, Page 96, of the Public Records of Hillsborough County, Florida.

2. The Master Association shall have all of the powers and duties set forth in the Master Declaration and the Sanctuary Declaration and any amendments or supplements thereto that may now or hereafter be recorded in the Public Records of Hillsborough County, Florida.

3. The Master Association shall have all of the powers reasonably necessary to implement and effect the purposes of the Master Association or the Sanctuary Declaration, including, but not limited to, the following:

A. To acquire (by gift, purchase, or otherwise), own, control, operate, manage, maintain, improve, mortgage and repair the Common Area of the Symphony Isles Subdivision and The Sanctuary at Symphony Isles Subdivision, recorded in Plat Book 89, Page 62, of the Public Records of Hillsborough County, Florida.

* * *

E. To enforce in its own name the provisions of these Articles of Incorporation, the Bylaws of the Master Association that may now or hereafter be adopted, any rules, or regulations that may now or hereafter be adopted by the Master Association, and the provisions of the Master Declaration and The Sanctuary Declaration, and, any amendments or supplements thereto that may now or hereafter be recorded in the Public Records of Hillsborough County, Florida.

* * *

J. To perform all of the maintenance and management functions set forth in the Master Declaration and The Sanctuary Declaration.

END OF AMENDMENT

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Symphony Isles Master Association, Inc.	Hillsborough County, Florida

The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
The Sanctuary at Symphony Isles Homeowners Association, Inc.	Hillsborough County, Florida

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

1. **Name, Place of Business and Purpose.** The name of the surviving corporation shall be SYMPHONY ISLES MASTER ASSOCIATION, INC. The place of business shall be 807 Symphony Isles Boulevard, Apollo Beach, Florida, 33572, or such other place as may be decided upon by the Board of Directors of the surviving corporation.

The surviving corporation is, and shall continue to be, organized as a corporation not-for-profit under the provisions of Chapter 617, Florida Statutes, and as an association as referred to and authorized by Chapter 720, Florida Statutes. The purpose for which the corporation is organized is to provide an entity responsible for the operation of the properties known as Symphony Isles Subdivision, including annexed adjacent lands known as The Sanctuary at Symphony Isles Subdivision.

2. **Members.** The members of the surviving corporation shall constitute all of the record owners of the parcels in each of the following subdivisions, except as specifically excepted by the terms of the First Supplemental Declaration to the Amended and Restated Master Declaration of Covenants, Restrictions and Easements applicable to The Sanctuary Subdivision, recorded in O.R. Book 12451, Page 686, Public Records of Hillsborough County, Florida (hereinafter the "Supplemental Declaration"), and which collectively shall hereinafter be referred to as the "Declarations": Symphony Isles Subdivision and The Sanctuary at Symphony Isles Subdivision, each of which are burdened by a Declaration of Covenants, Conditions, and Restrictions applicable to all owners within said subdivision, being specifically, the Amended and Restated Master Declaration of Covenants, Restrictions and Easements, recorded in O.R. Book 5791, Page 1460, Public Records of Hillsborough County, Florida, as amended, applicable to Symphony Isles Subdivision (hereinafter the "Master Declaration") and the Declaration of Covenants, Conditions, Restrictions and Easements, recorded in O.R. Book 10771, Page 96, Public Records of Hillsborough County, Florida, as amended, applicable to The Sanctuary at Symphony Isles Subdivision (hereinafter the "Sanctuary Declaration"). Change of membership in this corporation shall be established by recording in the Public Records of Hillsborough County, Florida, a deed or other instrument establishing record title to a parcel, or such written consent by the record title owner subjecting itself to membership by written consent as set forth within the Supplemental Declaration, and the delivery to the corporation of a certified copy of such instrument, the owner designated by

such instrument thereby becoming a member of the corporation. The membership of the prior owner of such parcel shall be thereby terminated.

3. **Incorporators.** The names and residences of the incorporators of the surviving corporation are the respective Boards of Directors of SYMPHONY ISLES MASTER ASSOCIATION, INC., c/o Brudny & Rabin, P.A., 200 North Pine Avenue, Oldsmar, Florida, 34677, and THE SANCTUARY AT SYMPHONY ISLES HOMEOWNERS ASSOCIATION, INC., c/o Brudny & Rabin, P.A., 200 North Pine Avenue, Oldsmar, Florida, 34677.

4. **Management.** The affairs of the surviving corporation shall be managed by its Board of Directors. The officers of the surviving corporation shall continue to be a President, Vice President, Treasurer, and Secretary, which officers shall be elected annually by the Board of Directors. The Board of Directors shall continue to consist of five (5) members or the spouse of such member of the surviving corporation, elected at large from its members pursuant to its Amended and Restated Articles of Incorporation and Amended and Restated Bylaws. The names and addresses of the five individuals who are presently serving on the Board of Directors, and who shall continue to serve as the Board of Directors following the merger are as follows:

Karen Benedict
1215 Acappella Lane, Apollo Beach, FL 33572

Marianne Blanchard
1242 Acappella Lane, Apollo Beach, FL 33572

Brian Bursa
807 Symphony Isles Blvd., Apollo Beach, FL 33572

Gil Mosher
905 Allegro Lane, Apollo Beach, FL 33572

Roger Rixom
1247 Acappella Lane, Apollo Beach, FL 33572

The names of the officers presently serving on the Board of Directors, and who shall continue to serve following the merger are as follows:

President:	Gil Mosher
Vice President:	Brian Bursa
Treasurer:	Karen Benedict
Secretary:	Marianne Blanchard

II. A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

1. Following the merger, the Amended and Restated Articles of Incorporation and the Amended and Restated Bylaws shall change as follows:

(a) The Amended and Restated Bylaws of SYMPHONY ISLES MASTER ASSOCIATION, INC. are to remain the Bylaws of the surviving corporation. The Bylaws may thereafter be amended, altered or rescinded in accordance with the provisions of such Bylaws.

(b) The Amended and Restated Articles of Incorporation of SYMPHONY ISLES MASTER ASSOCIATION, INC., shall read as presently existing, with the only exception being an amendment to specifically empower the Association to administer duties of the Association under both the Master Declaration and Sanctuary Declaration.

III. Other provisions relating to the merger are as follows:

1. **Implementation.** Upon approval of the Boards of Directors of SYMPHONY ISLES MASTER ASSOCIATION, INC., and THE SANCTUARY AT SYMPHONY ISLES HOMEOWNERS ASSOCIATION, INC., and a majority of the membership of each corporation, the Plan of Merger shall be implemented by the following:

a. Execution of the Articles of Merger, which Articles of Merger shall set forth the Plan of Merger, the date of the meeting of members of each corporation at which the Plan was adopted, or the date and method by which the respective membership adopted the Plan, and that the Plan received a majority of the vote of the members of each corporation present or represented by proxy at a duly noticed meeting of each corporation; and

b. Approval by the Boards of Directors, and the membership, of each corporation of the Amended and Restated Articles of Incorporation of SYMPHONY ISLES MASTER ASSOCIATION, INC. A copy of such Amended and Restated Articles of Incorporation is attached hereto.