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TALLAHASSEE FLORIDA

merger nc

APR - 4 2012
T. LEWIS

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Attorneys at Law
SAMOUCE, MURRELL & GAL, P.A.
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Robert C. Samouce
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5405 Park Central Court
Naples, Florida 34109

Telephone (239) 596-9522
Facsimile (239) 596-9523

March 21, 2012

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Merger documents for Cambridge Place at Crown Colony Homeowners Association, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the merger documents (Articles of Merger, Plan of Merger, and the Amended and Restated Articles of Incorporation of Cambridge Place at Crown Colony Homeowners Association, Inc.) for the above referenced corporation to be filed with your office. Please return a certified copy to our office at your earliest convenience. Also enclosed is a check in the amount of $78.75 for filing fees ($35 per Association plus $8.75 for a certified copy to be returned to our office).

Thank you for your assistance.

Sincerely,
SAMOUCE, MURRELL & GAL, P.A.

Teresa Murrell

Teresa Murrell
For the Firm

Enclosures

FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 2, 2012

TERESA MURRELL, ESQ.
SAMOUCE, MURRELL & GAL, P.A.
5405 PARK CENTRAL COURT
NAPLES, FL 34109

SUBJECT: CAMBRIDGE PLACE AT CROWN COLONY HOMEOWNERS ASSOCIATION, INC.
Ref. Number: N00000003967

We have received your document for CAMBRIDGE PLACE AT CROWN COLONY HOMEOWNERS ASSOCIATION, INC. and check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The Articles of Merger must state the names of the surviving and merging corporations.

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) 245-6050.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 012A00010731

Samouce, Murrell & Gal, P.A.
Attorneys at Law

Robert C. Samouce, Robert E. Murrell & Alfred F. Gal, Jr.
J. Todd Murrell

5405 Park Central Court
Naples, Florida 34109
Phone: (239) 596-9522 Fax: (239) 596-9523

FAX TRANSMISSION COVER SHEET

Date:	**April 4, 2012**
To:	**Thelma** ***Department of State***
Fax:	**850-245-6897**
Sender:	**Teresa Murrell**

YOU SHOULD RECEIVE _2_ PAGE(S), INCLUDING THIS COVER SHEET. IF YOU DO NOT RECEIVE ALL THE PAGES, PLEASE CALL (239) 596-9522.

Thelma:

Pursuant to our conversation today, attached please find the revised page 1 of the Articles of Merger. As we discussed, please place this page with the others that were faxed to you this morning and file this merger and return a certified copy to me at your earliest convenience.

Thank you very much for your help in this matter.

FILED
12 MAR 23 PM 2:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

Article 1. The undersigned corporations, both validly and legally formed and in good standing as Florida corporations not for profit, have adopted a Plan of Merger, which is attached hereto as Exhibit "A". The Plan of Merger was adopted pursuant to Sections 617.1101 and 617.1103, Florida Statutes.

Article 2. Under the Plan of Merger, the surviving corporation will be Cambridge Place at Crown Colony Homeowners Association, Inc., a Florida corporation not for profit.

Article 3. The Plan of Merger shall become effective as and when provided therein.

Article 4. At the same time, the Articles of Incorporation of the Surviving Corporation are amended and restated in their entirety, pursuant to Section 617.1007 Florida Statutes. The Amended and Restated Articles of Incorporation are attached hereto as Exhibit "B".

Article 5. The name of the Surviving Corporation is changed to Cambridge Abbey Homeowners Association, Inc., a Florida corporation not for profit.

Article 6. The undersigned certifies that these Articles of Merger and the Exhibits hereto, were adopted and approved by at least a majority of the members of each corporation entitled to vote with respect thereto at a meeting of the members held on March 2, 2012, which was sufficient for approval.

Date March 15, 2012

CAMBRIDGE PLACE AT CROWN COLONY HOMEOWNERS ASSOCIATION, INC.,
a Florida corporation not for profit

By: Donna Casella
Donna Casella, *President*

Attest:

Judy Royal
Secretary - Judy Royal (CORPORATE SEAL)

STATE OF Florida
COUNTY OF Lee

This instrument was executed before me this 15th day of March, 2012, by Donna Casella, as President of Cambridge Place at Crown Colony Homeowners Association, Inc., a Florida corporation not for profit, on behalf of the corporation. He/She personally known to me or did produce _____ as identification.

Signature of Notary

ROBERT SAMOUCE
MY COMMISSION # DD 019318
EXPIRES: December 30, 2012
Bonded Thru Notary Public Underwriters

Robert Samouce
Printed name of Notary

SAMOUCE, MURRELL & GAL, P.A. ■ Attorneys at Law ■ 5405 Park Central Court ■ Naples, FL 34109
Phone (239) 596-9522 ■ Fax (239) 596-9523

For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

Date 3/15/12

ABBEY ROW AT CROWN COLONY HOMEOWNERS ASSOCIATION, INC.,
a Florida corporation not for profit

By: D Hester
D. Terry Hester, *President*

Attest: L Morgan
Secretary Larry Morgan

(CORPORATE SEAL)

STATE OF Florida
COUNTY OF Lee

The foregoing instrument was executed before me this 15th day of March, 2012, by D. Terry Hester, as President of Abbey Row at Crown Colony Homeowners Association, Inc., a Florida corporation, on behalf of the corporation. He/She is personally known to me or did produce _____ as identification.

Notary Public Signature

(NOTARIAL SEAL)

Robert Samouce
Printed name of Notary

ROBERT SAMOUCE
MY COMMISSION # DD 819318
EXPIRES: December 30, 2012
Bonded Thru Notary Public Underwriters

PLAN OF MERGER

This Plan of Merger is by and between CAMBRIDGE PLACE AT CROWN COLONY HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit, hereinafter called the "Surviving Corporation," and the following corporation, which is hereinafter referred to as the "Dissolving Corporation":

> ABBEY ROW AT CROWN COLONY HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on June 16, 2000.

The Surviving Corporation and the Dissolving Corporation are sometimes referred to collectively herein as the "Constituent Corporations."

1. The Constituent Corporations are both Florida corporations not for profit, organized on a non-stock basis, and both are in good standing.

2. Heretofore two (2) residential neighborhoods were formed by the recording of two (2) Declarations of Covenants and Easements as follows:

> (A) *Declaration of Covenants and Easements for Abbey Row at Crown Colony,* covering two hundred thirteen (213) lots, recorded October 5, 2001 in O.R. Book 03496, at Pages 3958 *et seq.*, of the Public Records of Lee County, Florida.
>
> (B) *Declaration of Covenants and Easements for Cambridge Place at Crown Colony,* covering one hundred thirty-nine (139) lots, recorded September 14, 2001, in O.R. Book 03484, at Pages 1279 *et seq.*, of the Public Records of Lee County, Florida.

The Dissolving Corporation is Abbey Row at Crown Colony Homeowners Association, Inc. The two (2) residential neighborhoods themselves are not being merged.

3. The Surviving Corporation shall become the homeowners association that operates both above referenced residential neighborhoods, and its name shall be changed to **"Cambridge Abbey Homeowners Association, Inc."**

4. Principal Office of Surviving Corporation. The principal office of the Surviving Corporation shall be located in care of The Compass Group, 3701 Tamiami Trail N., Third Floor, Naples, Florida, 34103.

5. Changes in Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be the Amended and Restated Articles of Incorporation attached to the Articles of Merger as Exhibit "B".

6. Changes in Bylaws. The Bylaws of the Surviving Corporation shall be the Amended and Restated Bylaws as recorded in the Public Records of Lee County.

7. Change of Name. The name of the Surviving Corporation shall be changed to **"Cambridge Abbey Homeowners Association, Inc."**

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Phone (239) 596-9522 ■ Fax (239) 596-9523

8. Directors and Officers. The Directors and Officers of the Surviving Corporation on the effective date of the merger shall be those Directors and Officers elected at the meeting of the Surviving Corporation held immediately after the meetings of the Constituent Corporations held to approve and ratify the merger. The directors and officers of the Surviving Corporation shall serve until their successors have been duly elected or appointed.

9. Ratification by Members. This Plan of Merger has been ratified and approved by the members of each of the Constituent Corporations as required by law. Execution of the Articles of Merger and this Plan of Merger by officers of each Constituent Corporation constitutes a representation and certification that such ratification and approval has been obtained.

10. Effective Date of Merger. This merger shall become effective on the date the Articles of Merger are filed in the office of the Secretary of State.

11. Effect of Merger. When the merger becomes effective, the separate existence of the Dissolving Corporations automatically ceases, except as may be required to carry out the purposes of this Plan of Merger, or as continued by statute. All of the rights, privileges, powers, franchises, assets, property causes of action, and interests of any kind whatsoever of the Dissolving Corporations, including debts due on any and all accounts, automatically become the property of the Surviving Corporation, and do not revert and are not in any way impaired by reason of the Merger. All rights of creditors and all liens upon the property of the Constituent Corporations are preserved unimpaired, and all debts, liabilities and duties of the Dissolving Corporation thenceforth attaches to the Surviving Corporation, and may be enforced against it to the same extent as if the debts, liabilities and duties had been initially incurred or contracted by it.

12. Execution. The Articles of Merger and this Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute a part of the original instrument.

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Phone (239) 596-9522 ■ Fax (239) 596-9523

IN WITNESS WHEREOF, the Constituent Corporations have caused these presents to be signed by their respective officers thereunto duly authorized by the respective Boards of Directors and Members of each corporation.

March 15, 2012
Date

CAMBRIDGE PLACE AT CROWN COLONY HOMEOWNERS ASSOCIATION, INC.

By: Donna Casella
Donna Casella *President*

Attest: (CORPORATE SEAL)

Judy Royal
Secretary - Judy ROYAL

STATE OF FLORIDA

COUNTY OF Lee

This instrument was executed before me this 15th day of March, 2012, by Donna Casella, as President of CAMBRIDGE PLACE AT CROWN COLONY HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit, on behalf of the corporation. He/She is personally known to me or did produce _____ as identification.

Signature of Notary

(NOTARIAL SEAL)

Robert Samouce
Printed name of Notary

ROBERT SAMOUCE
MY COMMISSION # DD 818318
EXPIRES: December 30, 2012
Bonded Thru Notary Public Underwriters

SAMOUCE, MURRELL & GAL, P.A. ■ Attorneys at Law ■ 5405 Park Central Court ■ Naples, FL 34109
Phone (239) 596-9522 ■ Fax (239) 596-9523

NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION. FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION.

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF CAMBRIDGE PLACE AT CROWN COLONY HOMEOWNERS ASSOCIATION, INC.

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Cambridge Place at Crown Colony Homeowners Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on June 16, 2000, are hereby amended and restated in their entirety, and the name of the corporation is changed. All amendments included herein have been adopted pursuant to Section 617.1002(4), Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended, and the provisions of these Amended and Restated Articles, other than the inclusion of amendments adopted pursuant to Section 617.1002 and the omission of matters of historical interest. The name of the corporation is now changed, and shall hereafter be "**Cambridge Abbey Homeowners Association, Inc.**" The Amended and Restated Articles of Incorporation of Cambridge Abbey Homeowners Association, Inc., shall be as follows:

ARTICLE I

NAME: The name of the corporation (the "Association") shall hereafter be Cambridge Abbey Homeowners Association, Inc.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity for the operation of two (2) residential neighborhoods located in Lee County, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no income of the Association shall be distributed or inure to the private benefit of any Owner, Director or officer. For the accomplishment of its purposes, the Association has all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as expressly limited or modified by these Articles, the Declaration of Covenants and Easements for Abbey Row at Crown Colony and the Declaration of Covenants and Easements for Cambridge Place at Crown Colony. The Association also has all of the powers and duties reasonably necessary or appropriate to the operation and regulation of two (2) residential neighborhoods pursuant to said Declarations as they may hereafter be amended, including but not limited to the following:

(A) To fix, levy, collect and enforce payment by any lawful means all charges, assessments, or liens pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all license fees, taxes or governmental charges levied or imposed against the property or the corporation;

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(B) To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Association;

(C) To sue and be sued, and to enforce the provisions of the Declaration, these Articles, and the Bylaws of the Association;

(D) To contract for the management and maintenance of the property within Abbey Row at Crown Colony and Cambridge Place at Crown Colony and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association;

(E) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Properties;

(F) To dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication, sale or transfer shall be effective unless an instrument has been signed by two-thirds (2/3rds) of the voting interests agreeing to such dedication, sale or transfer or where such action has been approved by two-thirds (2/3rds) of the voting interests present in person or by proxy and voting at any annual or special meeting called for the purpose;

(G) To borrow money if necessary to perform its functions hereunder, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(H) To maintain, repair, replace and provide insurance for the common areas.

(I) To acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the corporation;

(J) To enforce the provisions of the Declarations of Covenants and Easements for Abbey Row at Crown Colony and Cambridge Place at Crown Colony, these Articles, the Bylaws and any Rules and Regulations of the Association.

(K) To exercise any and all powers, rights and privileges which a corporation organized under Chapters 720 and 617 of Florida Statutes may now hereafter have or exercise; subject always to the Declaration as amended from time to time; and

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

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Phone (239) 596-9522 ■ Fax (239) 596-9523

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS: Membership and Voting Rights shall be as set forth in the Bylaws of the Association.

ARTICLE IV

TERM; DISSOLUTION: The term of the Association shall be perpetual. The Association may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3rds) of the voting interests. Upon dissolution of the Association, other than incident to a merger or consolidation, its assets, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was formed. In the event there is a refusal to accept such dedication, then such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization which is devoted to purposes similar to those of this Association.

ARTICLE V

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS:

(A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than five (5) Directors, and in the absence of such determination shall consist of five (5) Directors.

(B) Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

(A) Proposal. Amendments to these Articles shall be proposed by a majority of the Board or upon petition of one-fourth (1/4th) of the voting interests, and shall be submitted to a vote of the members not later than the next annual meeting.

(B) Vote Required. Except as otherwise required by Florida law, these Articles of Incorporation may be amended if the proposed amendment is approved by at least two-thirds (2/3rds) of the voting interests who are present and voting, in person or by proxy, at any annual or special meeting, or by a majority of the voting interests in writing without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.

(C) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida with the same formalities as are required in the Declaration for recording amendments to the Declaration.

ARTICLE VIII

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not apply to:

(A) Willful misconduct or a conscious disregard for the best interests of the Association, in a preceding by or in the right of the Association to procure a judgement in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

(D) Wrongful conduct by Directors or officers, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to, and not exclusive of all other rights to which a Director or officer may be entitled.

SAMOUCE, MURRELL & GAL, P.A. ■ 5405 Park Central Court ■ Naples, FL 34109
Phone (239) 596-9522 ■ Fax (239) 596-9523

CERTIFICATE

The undersigned, being the duly elected and acting President of Cambridge Place at Crown Colony Homeowners Association, Inc., hereby certifies that the foregoing were approved and adopted by the affirmative vote of at least a majority of the voting interests at a meeting held on March 2, 2012, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that said vote was sufficient for their amendment. The foregoing both amend and restate the Articles of Incorporation in their entirety. The number of votes cast was sufficient for their amendment. Not the member.

Executed this 15 day of March, 2012.

CAMBRIDGE PLACE AT CROWN COLONY HOMEOWNERS ASSOCIATION, INC.

Donna Casella

Donna Casella, President

16126 Chelsea Lyn Way

Ft Myers, FL 33908

Attest:

Judy Royal

Secretary - Judy Royal

(CORPORATE SEAL)

STATE OF Florida

COUNTY OF Lee

Subscribed to before me this 15th day of March, 2012, by Donna Casella, as President of Cambridge Place at Crown Colony Homeowners Association, Inc., a Florida corporation not for profit, on behalf of the corporation. He/She is personally known to me or did produce _____ as identification.

Signature of Notary Public

ROBERT SAMOUCE
MY COMMISSION # DD 819316
EXPIRES: December 30, 2012
Bonded Thru Notary Public Underwriters

(Print, Type or Stamp Commissioned Name of Notary Public) (Affix Notarial Seal)

STATE OF Florida

COUNTY OF Lee

Subscribed to before me this 15th day of March, 2012, by Judy Royal, as Secretary of Cambridge Place at Crown Colony Homeowners Association, Inc., a Florida corporation not for profit, on behalf of the corporation. He/She is personally known to me or did produce _____ as identification.

Signature of Notary Public

ROBERT SAMOUCE
MY COMMISSION # DD 819316
EXPIRES: December 30, 2012
Bonded Thru Notary Public Underwriters

(Print, Type or Stamp Commissioned Name of Notary Public) (Affix Notarial Seal)