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SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 APR -7 PM 4:48

merger
@ 4.7.08

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Lake Barrington 4B Condominium Association, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Robert W. McClure
(Contact Person)

Robert W. McClure, P.A.
(Firm/Company)

3511 Bonita Bay Blvd.
(Address)

Bonita Springs, FL 34134
(City/State and Zip Code)

For further information concerning this matter, please call:

Robert W. McClure At (239) 948-9740
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**ARTICLES OF MERGER
OF
LAKE BARRINGTON 4B CONDOMINIUM ASSOCIATION, INC. AND
LAKE BARRINGTON 4C CONDOMINIUM ASSOCIATION, INC.**

Pursuant to the provisions of Section 617.1105, Florida Statutes, the undersigned Florida corporations not-for-profit have adopted the following articles of merger for the purpose of merging them into one of such corporations:

1. A Plan of Merger of Lake Barrington 4C Condominium Association, Inc. ("Lake Barrington 4C") and Lake Barrington 4B Condominium Association, Inc. ("Lake Barrington 4B"), a copy of which is attached hereto, was adopted in the following manner:

a. The Plan of Merger was adopted by Lake Barrington 4B at a meeting of the board of directors held on October 23, 2007, 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 December 20, 2007, at which a quorum was present, and received the vote of at least sixty-seven (67%) percent of the voting interests of the association.

b. The Plan of Merger was adopted by Lake Barrington 4C at a meeting of the board of directors held on October 23, 2007, 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 December 20, 2007, at which a quorum was present, and received the vote of at least sixty-seven (67%) percent of the voting interests of the association.

2. 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 Lake Barrington 4B Condominium Association, Inc., as the surviving corporation.

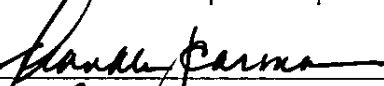
3. The effective date of the merger is the date on which these Articles of Merger were filed with the Florida Secretary of State.

LAKE BARRINGTON 4B ASSOCIATION,
INC. a Florida not-for-profit corporation

By: 
Title: PRESIDENT

Date: 1/31/08

LAKE BARRINGTON 4C ASSOCIATION,
INC. a Florida not-for-profit corporation

By: 
Title: PRESIDENT

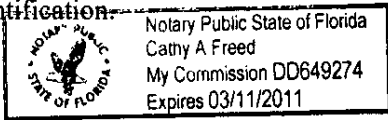
Date: 1/31/08

08 APR - 7 PM 4:4

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 31st day of January, 2008 by Robert Lyon as the ✓ President of Lake Barrington 4B Condominium Association, Inc. who ☒ is personally known to me or ☐ has produced _____ as identification.

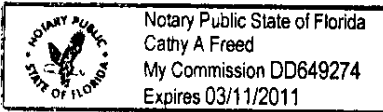


Cathy A. Freed
Notary public
CATHY A. FREED
Print Name of Notary Public

My Commission Expires: 3/11/2011

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 31st day of January, 2008 by Frank Curman as the ✓ President of Lake Barrington 4B Condominium Association, Inc. who ☒ is personally known to me or ☐ has produced _____ as identification.



Cathy A. Freed
Notary public
CATHY A. FREED
Print Name of Notary Public

My Commission Expires: 3/11/2011

**PLAN OF MERGER
OF
LAKE BARRINGTON 4B CONDOMINIUM ASSOCIATION, INC. AND
LAKE BARRINGTON 4C CONDOMINIUM ASSOCIATION, INC.**

This Plan of Merger ("Plan") made as of this 4th day of February, 2008, between **LAKE BARRINGTON 4B CONDOMINIUM ASSOCIATION, INC.** ("Lake Barrington"), a Florida corporation not-for-profit, with its principal office located at c/o The Warner Corp., 886 110th Avenue, North, #7, Naples, FL 34108 and **LAKE BARRINGTON 4C CONDOMINIUM ASSOCIATION, INC.** ("Lake Barrington 4C"), a Florida corporation not-for-profit, with its principal office located at c/o The Warner Corp., 886 110th Avenue, North, #7, Naples, FL 34108.

RECITALS:

A. Lake Barrington 4B was incorporated as a non-stock corporation pursuant to the Florida Not-For-Profit Corporation Act and is a homeowners' association, pursuant to Section 720.301(9), Florida Statutes, which manages the common areas of the residential community known as the Lake Barrington 4B, Collier County, Florida, of which every condominium unit owner in Lake Barrington 4B is a member and is entitled to one vote per unit.

B. Lake Barrington 4C was incorporated as a non-stock corporation pursuant to the Florida Not For Profit Corporation Act and is a condominium association, pursuant to Section 718.103, Florida Statutes, which manages the residential condominium community of Lake Barrington 4C, Collier County, Florida, of which every condominium unit owner of Lexington Court I is a member and is entitled to one vote per unit.

C. The respective boards of directors of Lake Barrington 4B and Lake Barrington 4C deem it advisable and in the best interests of the community of Lake Barrington that it be merged into Lake Barrington 4B, 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 Lake Barrington 4C to be converted into memberships of Lake Barrington 4B, and for the name of Lake Barrington 4B Condominium Association, Inc. to be change to Lake Barrington Condominium Association, Inc. 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 Lake Barrington 4C, to be converted into memberships of Lake Barrington 4C, and for the name of Lake Barrington 4C Condominium Association, Inc. to be change to Lake Barrington Condominium Association, Inc. 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, Lake Barrington 4C ("constituent corporation") shall be merged with and into Lake Barrington 4B ("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 change its name to "Lake Barrington Condominium Association, Inc." and shall maintain a registered office in Florida.

COPY

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 the surviving corporation.
2. The separate existence of Lake Barrington 4B and Lake Barrington 4C 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; all property, real, personal and mixed, and all debts due to any constituent corporation on whatever account and all membership certificates and applications and all other things belonging to each constituent corporations, shall be vested in the surviving corporation; 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; title to any real estate vested by deed or otherwise in any constituent corporations shall not revert or be in any way impaired by reason of the merger; all rights of creditors and all liens upon any property of any of the constituent corporations 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 Lake Barrington 4C and their members, boards 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 Lake Barrington 4B, as the surviving corporation, as they were with respect to the constituent corporations.
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 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.
6. If, at any time after the Effective Date, the surviving corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further

action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the surviving corporation or the constituent corporations, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the surviving corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the surviving corporation, or to otherwise carry out the provisions of this Plan.

7. All the affairs, policies, regulations and property of the Association shall be controlled and governed by the Board of Directors of the Association. Consisting of either three (3) or five (5) voting Members who are to be elected annually by the voting members. The Board, by a resolution of a majority of its members, shall determine from time to time if it shall consist of 3 or 5 members. Notwithstanding the foregoing, the Board of Directors from the date of the Articles of Merger of Lake Barrington 4B Condominium Association, Inc. and Lake Barrington 4C Condominium Association, Inc. through the date of the next annual meeting of Members shall consist of nine (9) members who shall be the same members who are serving as the board of directors on Lake Barrington 4B Condominium Association, Inc. and Lake Barrington 4C Condominium Association, Inc. as follows:

Carl Cardascia, Frank Carman, David Catron, Rita DeCarlo, Holly LaCasse, Robert Lyons, Rich Nakon, Mike Stoess, Richard Scala

SECTION THREE

CONVERSION OF MEMBERSHIP INTERESTS

3.1 The manner and basis of converting the membership interests of each constituent corporation into the membership interests of Lake Barrington 4B and the mode of carrying the merger into effect are as follows:

- (a) As of the Effective Date, each member, as defined in and Section (U) of the Declaration of Condominium for Lake Barrington 4B and Lake Barrington 4C, respectively, shall be converted into a member in Lake Barrington 4B, as the surviving corporation.
- (b) The name of Lake Barrington 4B Condominium Association, Inc. shall be changed to Lake Barrington Condominium Association, Inc.
- (c) Thereafter, the converted members in Lake Barrington 4C, shall be afforded all rights and privileges and shall be bound by all duties and obligations of a member in Lake Barrington 4B.

SECTION FOUR

ARTICLES OF INCORPORATION AND BYLAWS

4.1 The Articles of Incorporation of Lake Barrington 4C, filed on July 29, 2002 with the Florida Department of State, shall be the Articles of Incorporation of Lake Barrington 4B, the surviving corporation, as amended and until further amended in the manner provided by law.

4.2 The Bylaws of Lake Barrington 4B shall be merged into the Bylaws of Lake Barrington 4C, 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 and surviving corporation as provided by applicable law. After the approval or adoption of this Plan by the members, 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 and surviving corporations, by mutual consent, 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 the appropriate members of the constituent and surviving corporations 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.

LAKE BARRINGTON 4B ASSOCIATION,
INC.,
a Florida not-for-profit corporation

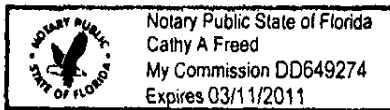
By: *R. Lyons*
Title: PRESIDENT

LAKE BARRINGTON 4C CONDOMINIUM
ASSOCIATION, INC.,
a Florida not-for-profit corporation

By: *Frank Clemen*
Title: PRESIDENT

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 4th day of February,
2008 by Robert Lyons as the ☒ President of Lake Barrington 4B, Inc. who ☒ is
personally known to me or ☐ has produced _____ as identification.



Cathy A. Freed
Notary Public

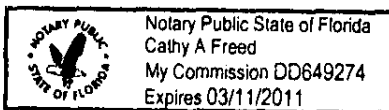
CATHY A. FREED

Print Name of Notary Public

My Commission Expires: 3/11/2011

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 4th day of February,
2008 by Frank Clemen as the ☒ President of Lake Barrington 4C, Inc. who ☒ is
personally known to me or ☐ has produced _____ as identification.



Cathy A. Freed
Notary Public

CATHY A. FREED

Print Name of Notary Public

My Commission Expires: 3/11/2011