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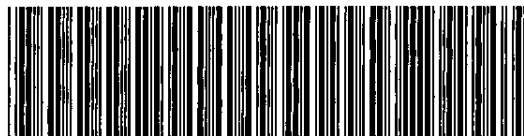
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merger

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2007 JAN 31 AM 8:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 27/5/07

PAVESE LAW FIRM

Christopher J. Shields
Board Certified Real Estate Lawyer
Also Admitted in New York
Direct dial: (239) 336-6245
E-mail: christophershields@paveselaw.com

1833 Hendry Street, Fort Myers, Florida 33901 | P.O. Drawer 1507, Fort Myers, Florida 33902-1507 | (239) 334-2195 | Fax (239) 332-2243

January 25, 2007

VIA FEDERAL EXPRESS

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

**Re: *Merger of Toscana I at Vasari Condominium Association, Inc.
Toscana II at Vasari Condominium Association, Inc. and Toscana III at Vasari
Condominium Association, Inc. (Merging Entities) into
Toscana at Vasari Village Association, Inc. (Survivor)***

Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Articles of Merger (together with all Exhibits) for the above referenced corporations, together with a check in the amount of \$148.75, said check allocated as follows:

\$35.00 - Filing fee for *Toscana I at Vasari Condominium Association, Inc.* (Merging Entity).

\$35.00 - Filing fee for *Toscana II at Vasari Condominium Association, Inc.* (Merging Entity).

\$35.00 - Filing fee for *Toscana III at Vasari Condominium Association, Inc.* (Merging Entity).

\$35.00 - Filing fee for *Toscana at Vasari Village Association, Inc.* (Surviving Entity).

\$ 8.75 - certified copy.

January 25, 2007

Page .

Please certify and return one copy of the Articles of Merger. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in black ink, consisting of a large, stylized 'C' followed by a horizontal line that tapers off to the right.

Christopher J. Shields

CJS/jam

Enclosures

cc: Hayden & Associates

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**ARTICLES OF MERGER
OF**

2007 JAN 31 AM 8:35

**TOSCANA AT VASARI VILLAGE ASSOCIATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AND

**TOSCANA I AT VASARI CONDOMINIUM ASSOCIATION, INC.,
TOSCANA II AT VASARI CONDOMINIUM ASSOCIATION, INC.,
TOSCANA III AT VASARI CONDOMINIUM ASSOCIATION, INC.;**

ALL FLORIDA NOT FOR PROFIT CORPORATIONS

INTO

TOSCANA AT VASARI VILLAGE ASSOCIATION, INC.

Pursuant to Section 617.1105 of the Florida Statutes, the undersigned corporations, Toscana at Vasari Village Association, Inc., a Florida not for profit corporation, Toscana I at Vasari Condominium Association, Inc., Toscana II at Vasari Condominium Association, Inc., and Toscana III at Vasari Condominium Association, Inc., all Florida not for profit corporations, adopt the following Articles of Merger for the purpose of merging Toscana at Vasari Village Association, Inc., and Toscana I at Vasari Condominium Association, Inc., Toscana II at Vasari Condominium Association, Inc., and Toscana III at Vasari Condominium Association, Inc., all Florida not for profit corporations, into Toscana at Vasari Village Association, Inc.

PLAN OF MERGER

1. The Plan of Merger setting forth the terms and conditions of the merger of Toscana at Vasari Village Association, Inc., is attached to these Articles as **Exhibit "A"**.

ADOPTION OF PLAN

2. Toscana at Vasari Village Association, Inc., had 138 members entitled to vote on the Plan of Merger. The Plan was adopted by written consent of the members. The Statement of Consent executed by the members of Toscana at Vasari Village Association, Inc. is attached to these Articles as **Exhibit "B"**.

3. Toscana I at Vasari Condominium Association, Inc. had 54 members entitled to vote on the Plan of Merger. The Plan was adopted by written consent of the members. The Statement of Consent executed by the members of Toscana I at Vasari Condominium Association, Inc. is attached to these Articles as **Exhibit "C"**.

4. Toscana II at Vasari Condominium Association, Inc. had 42 members entitled to vote on the Plan of Merger. The Plan was adopted by written consent of the members. The Statement of Consent executed by the members of Toscana II at Vasari Condominium Association, Inc. is attached to these Articles as **Exhibit "D"**.

5. Toscana III at Vasari Condominium Association, Inc. had 42 members entitled to vote on the Plan of Merger. The Plan was adopted by written consent of the members. The Statement of Consent executed by the members of Toscana III at Vasari Condominium Association, Inc. is attached to these Articles as **Exhibit "E"**.

EFFECTIVE DATE

6. The Plan of Merger shall be effective on the date these Articles are filed with the Department of State.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed this 31 day of OCT, 2006

TOSCANA AT VASARI VILLAGE
ASSOCIATION, INC.

X By: [Signature]
Print Name: Stephen T. Parker, President

Attest: [Signature]
Print Name: Ken Hayden, Secretary

TOSCANA I AT VASARI CONDOMINIUM
ASSOCIATION, INC.

X By: [Signature]
Print Name: Stephen T. Parker, President

Attest: [Signature]
Print Name: Ken Hayden, Secretary

TOSCANA II AT VASARI CONDOMINIUM
ASSOCIATION, INC.

X By: [Signature]
Print Name: ANTHONY SAMIOTES, President

Attest: [Signature]
Print Name: [Signature], Secretary

TOSCANA III AT VASARI CONDOMINIUM
ASSOCIATION, INC.

X By: [Signature]
Print Name: VICTORIA MALONE, President

Attest: [Signature]
Print Name: Ken Hayden, Secretary

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger dated as of the 31st day of October, 2004 by and among **TOSCANA I AT VASARI CONDOMINIUM ASSOCIATION, INC., a Florida Not for Profit Corporation, TOSCANA II AT VASARI CONDOMINIUM ASSOCIATION, INC., a Florida Not for Profit Corporation, and TOSCANA III AT VASARI CONDOMINIUM ASSOCIATION, INC., a Florida Not for Profit Corporation,** (herein referred to as non-surviving corporations), and **TOSCANA AT VASARI VILLAGE ASSOCIATION, INC., a Florida Not for Profit Corporation** (herein referred to as surviving corporation) said corporations being herein sometimes referred to as the "Constituent Corporations".

The non-surviving corporations are duly organized and existing under the laws of the State of Florida, having been incorporated thereunder on March 18, 2002, May 23, 2003, and May 23, 2003, respectively. The surviving corporation is a corporation organized and existing under the laws of the State of Florida, having been incorporated thereunder on March 18, 2002. All corporations were organized under their present names and such names have never been changed.

Neither corporation is authorized to issue shares. The non-surviving corporations currently have 54 members 42 members and 42 members respectively. The surviving corporation currently has 138 members.

The principal office of the non-surviving corporations is c/o Hayden & Associates, 21301 South Tamiami Trail, Suite 320, P.O. Box 335, Estero, FL 33928. The registered office of the surviving corporation is located at 21301 South Tamiami Trail, Estero, FL and Hayden & Associates is the registered agent thereof upon whom process against the Florida Corporation may be served.

The Board of Directors of the non-surviving corporations and the Board of Directors of the surviving corporation deem it to be to the benefit and advantage of each of said corporations and their respective members that said corporations merge under and pursuant to the provisions of Section 617.1105 of the Florida Statutes, and the Board of Directors of each of the constituent corporations, by resolution duly adopted, have approved this Agreement and Plan of Merger (sometimes herein called the "Agreement"), and the Directors of each has duly authorized the execution of the same, and each of said Board of Directors has directed that the Agreement be submitted to a vote of the respective members of the non-surviving and surviving corporations entitled to vote thereon (namely all of the members of each) for the purpose, among others, of considering approval of the Agreement.

In consideration of the foregoing and the mutual agreements hereinafter set forth, the parties hereto agree that in accordance with Section 617.1105 of the Florida Statutes, the non-surviving corporations shall be merged with and into the surviving corporation and that the terms and conditions of such merger and the mode of carrying it into effect are, and shall be, as herein set forth.

ARTICLE I

Except as herein specifically set forth, the corporate existence of the surviving corporation, with all its purposes, powers and objects shall continue in effect and unimpaired by the merger, and the corporate identity and existence, with all the purposes, powers and objects of the non-surviving corporations shall be merged into the surviving corporation and the surviving corporation, as the corporation surviving the merger, shall be fully vested therewith. The separate existence and corporate organization of the non-surviving corporations shall cease as soon as the merger shall become effective as herein provided and thereupon the non-surviving corporations and the surviving corporation shall be a single corporation, to wit, the surviving corporation. This Agreement shall continue in effect and the merger shall become effective only if the Agreement is adopted by the members of the constituent corporations as provided in Article IX hereof. Upon such adoption, that fact shall be certified upon the Agreement of the Secretary or Assistant Secretary of each of the constituent corporations, under the seals thereof. Thereupon, complying with the requirements of Section 617.1103 of the Florida Statutes, the Agreement shall be filed in the office of the Secretary of State of Florida and a copy of this Agreement, certified by the Secretary of State of Florida, shall be recorded in the office of the Clerk of Courts of Lee County in the State of Florida.

Effective on the date of the first Annual Meeting following the merger of the individual Toscana at Vasari Condominium Associations into Toscana at Vasari Village Association, Inc., there shall be five (5) directors with each Condominium entitled to at least one (1) representative on the Board of Directors. The election shall be bifurcated so that each Condominium shall elect one (1) representative to the Board from the list of eligible candidates from that Association who are vying for said position, and only the votes from that particular Condominium shall be counted in electing their representatives to the Board. Each Condominium elected representative on the Board shall be elected for a term of two (2) years. The remaining two (2) seats on the Board shall be elected by all members of the Association "at large" and shall serve for a term of one (1) year. Except for the "at large" members on the Board, notwithstanding anything herein stated to the contrary, in the case a vacancy shall occur, the vacancy shall be filled by the remaining members on the Board who shall appoint an individual member from the same Association where the vacancy occurred.

The merger shall become effective when the necessary filing shall have been accomplished in Florida. The date when the merger becomes effective is sometimes herein referred to as the "effective date of the merger".

ARTICLE II

Upon the effective date of the merger, the Articles of Incorporation of Toscana at Vasari Village Association, Inc. as hereinafter amended shall be the Articles of Incorporation of the

surviving corporation. Said Articles of Incorporation are made a part of this Agreement and Plan of Merger with the same force and effect as if set forth in full.

ARTICLE III

Upon the effective date of the merger, the By-Laws of Toscana at Vasari Village Association, Inc. shall be the By-Laws of the surviving corporation until the same shall be thereafter altered, amended or repealed in accordance with the law, the Articles of Incorporation and said By-Laws.

ARTICLE IV

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 each of the constituent corporations and all of the property, real and personal, including causes of action, and every other asset of each of the constituent corporations 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 each of the constituent corporations. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, 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 either constituent corporation, or any member, officer, director or employee thereof shall abate or be discontinued by such merger but may be enforced, 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 either constituent corporation. Notwithstanding the foregoing, should any claim brought after the merger relate back to or have arisen prior to the merger, the claim or any expense incurred in defending such claim shall be assessed only against the properties or units which were under the pre-merger Association which incurred the loss, claim or liability.

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.

ARTICLE V

Upon the effective date of the merger, each membership of the non-surviving corporations, shall be and become converted into a membership in the surviving corporation. Each member of the non-surviving corporations shall be entitled to precisely the same rights he would enjoy if he held

membership in the surviving corporation. This Plan of Merger and the consents required to approve the merger is expressly contingent upon all corporations receiving the requisite votes necessary to approve the plan of merger as well as the amendments to the Articles of Incorporation and the Bylaws.

ARTICLE VI

In order to perfect the merger, the Articles of Incorporation of the surviving corporation are hereby amended by striking all of Article I and substituting the following: "Article I: The name of the corporation is Toscana at Vasari Village Association, Inc."

ARTICLE VII

The officers of the surviving corporation at the effective date of the merger shall serve as the officers of the corporation, until their successors shall have been elected and shall qualify, or as otherwise provided in the By-Laws of the surviving corporation. The directors of both the surviving corporation and the non-surviving corporations shall serve as directors of the corporation, until their successors shall have been elected and shall qualify, or as otherwise provided in the By-Laws of the surviving corporation. *If, on or after the effective date of the merger, a vacancy shall exist in the Board of Directors of the surviving corporation, or in any of the offices specified above, such vacancy may be filled in the manner provided in the By-Laws of the surviving corporation.*

ARTICLE VIII

All corporate acts, plans, policies, approvals, and authorizations of the non-surviving corporation, its members, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents which were valid and effective immediately prior to the effective date of the merger, shall be taken for all purposes as the acts, plans, policies, approvals, and authorizations of the surviving corporation and shall be effective and binding thereon as they were on the non-surviving corporations. Such merger shall not in itself effect any other change in such plans or rights. The employees of the non-surviving corporations shall become the employees of the surviving corporation and continue to be entitled to the same rights and benefits they enjoyed as employees of the non-surviving corporations.

ARTICLE IX

This Agreement of Merger shall be submitted to the members of each of the constituent corporations as provided by the applicable laws of the State of Florida. There shall be required for the adoption of this Agreement by (i) the non-surviving corporations - the affirmative vote of the holders of at least a majority of the membership of the corporations and by (ii) the surviving corporation - the affirmative vote of the holders of at least a majority of the membership of the corporation.

ARTICLE X

Unless all parties consent to the merger, neither the merger nor any amendment to the surviving corporation's Articles or Bylaws shall be considered approved and legally effective. In

addition, consummation of the merger shall be subject to obtaining any consents or approvals determined by the respective Boards of Directors of the constituent corporations to be necessary to effect such merger.

ARTICLE XI

The surviving corporation hereby agrees that it may be served with process in any proceedings for enforcement of any obligation of the non-surviving corporations as well as for the enforcement of any obligation resulting from the merger.

ARTICLE XII

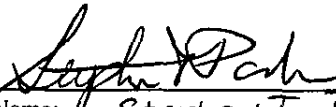
This Agreement and the merger may be terminated and abandoned by resolutions of the Board of Directors of the non-surviving corporations and the surviving corporation prior to the merger becoming effective. In the event of the termination and the abandonment of this Agreement and the merger pursuant to the foregoing provisions of this Article XII, this Agreement shall become void and of no further effect without any liability on the part of either of the constituent corporations or its stockholders or the directors or officers in respect thereof.

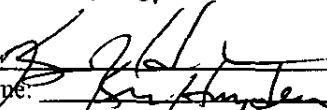
ARTICLE XIII

This Agreement and Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original and such counterparts shall together constitute but one and the same instrument.

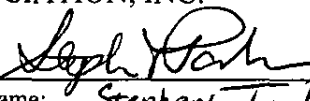
IN WITNESS WHEREOF, each party of this Agreement and Plan of Merger pursuant to authority duly given by its respective Board of Directors has caused these presents to be executed on its behalf by its President and its Corporate Seal to be hereunto affixed and attested to by its Secretary as of the day and year first hereinabove written.

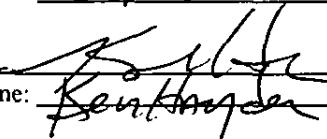
TOSCANA AT VASARI VILLAGE ASSOCIATION,
INC.

X By: 
Print Name: Stephen T. Parker, President

Attest: 
Print Name: Ben Hyneman Secretary

X TOSCANA I AT VASARI CONDOMINIUM
ASSOCIATION, INC.

By: 
Print Name: Stephen T. Parker, President

Attest: 
Print Name: Ben Hyneman Secretary

TOSCANA II AT VASARI CONDOMINIUM
ASSOCIATION, INC.

X By: [Signature]
Print Name: ANTHONY SAMIOTES, President
Attest: [Signature]
Print Name: Ben Hatcher, Secretary

TOSCANA III AT VASARI CONDOMINIUM
ASSOCIATION, INC.

By: [Signature]
Print Name: VICTOR MAIONE, President
Attest: [Signature]
Print Name: Cindy Hutton, Secretary

**RESOLUTION OF THE DIRECTORS OF
TOSCANA AT VASARI VILLAGE ASSOCIATION, INC.**

WHEREAS, there has been presented to and discussed at this meeting of the board of directors of Toscana at Vasari Village Association, Inc. a proposed plan providing for the merger of the corporation with Toscana I at Vasari Condominium Association, Inc., Toscana II at Vasari Condominium Association, Inc., and Toscana III at Vasari Condominium Association, Inc., all Florida Not for Profit Corporations, a copy of which plan the secretary is hereby directed to insert in the minute book of the corporation immediately following the minutes of this meeting; and

WHEREAS, it is deemed in the best business interest of the corporation and its members that this corporation merge according to the terms of such plan; it is

RESOLVED, that the merger of this corporation with Toscana I at Vasari Condominium Association, Inc., Toscana II at Vasari Condominium Association, Inc., and Toscana III at Vasari Condominium Association, Inc., all Florida Not for Profit Corporations, and the terms and conditions of the proposed plan for carrying such merger into effect are hereby adopted and approved;

FURTHER RESOLVED, that the appropriate officers of this corporation are hereby authorized and directed to execute all documents and to take all actions they may deem necessary or advisable to carry out and accomplish the purposes of this resolution.

FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to take such steps as they may deem necessary and proper to obtain the approval of the plan by the members of this corporation.

DATED this 31st day of October, 2006.


Secretary

EXHIBIT "D"

**RESOLUTION OF THE MEMBERS OF
TOSCANA AT VASARI VILLAGE ASSOCIATION, INC.
ADOPTING PLAN OF MERGER**

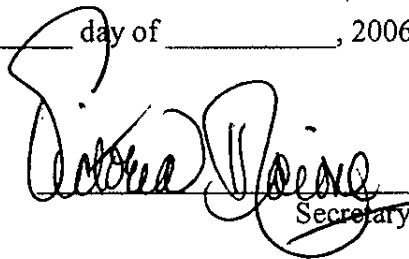
WHEREAS, the board of directors of this corporation has approved a plan of merger at a meeting of directors duly held at Vasari Club on the 31st day of October, 2006 and ordered such plan to be submitted to the members for approval at this meeting as provided by law; it is

RESOLVED, that the members of this corporation hereby ratify and adopt the plan of merger dated the 31st day of October, 2006 among the corporation and Toscana I at Vasari Condominium Association, Inc., Toscana II at Vasari Condominium Association, Inc., and Toscana III at Vasari Condominium Association, Inc., all Florida Not for Profit Corporations, and direct the secretary of the corporation to insert a copy of such plan in the minute book of the corporation immediately following the minutes of this meeting; and

FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to execute all documents and take such further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this resolution.

DATED this 31st day of October, 2006.

Member(s):


Secretary

**RESOLUTION OF THE DIRECTORS OF
TOSCANA I AT VASARI CONDOMINIUM ASSOCIATION, INC.**

WHEREAS, there has been presented to and discussed at this meeting of the board of directors of Toscana I at Vasari Condominium Association, Inc. a proposed plan providing for the merger of the corporation with Toscana II at Vasari Condominium Association, Inc., Toscana III at Vasari Condominium Association, Inc. and Toscana at Vasari Village Association, Inc., all Florida Not for Profit Corporations, a copy of which plan the secretary is hereby directed to insert in the minute book of the corporation immediately following the minutes of this meeting; and

WHEREAS, it is deemed in the best business interest of the corporation and its members that this corporation merge according to the terms of such plan; it is

RESOLVED, that the merger of this corporation with Toscana II at Vasari Condominium Association, Inc., Toscana III at Vasari Condominium Association, Inc. and Toscana at Vasari Village Association, Inc., all Florida Not for Profit Corporations, and the terms and conditions of the proposed plan for carrying such merger into effect are hereby adopted and approved;

FURTHER RESOLVED, that the appropriate officers of this corporation are hereby authorized and directed to execute all documents and to take all actions they may deem necessary or advisable to carry out and accomplish the purposes of this resolution.

FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to take such steps as they may deem necessary and proper to obtain the approval of the plan by the members of this corporation.

DATED this 31st day of October, 20 06

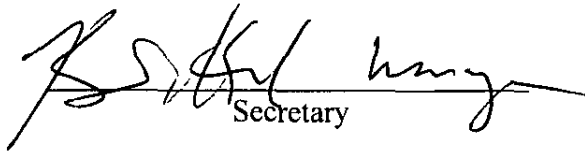

Secretary

EXHIBIT "D"

**RESOLUTION OF THE MEMBERS OF
TOSCANA I AT VASARI CONDOMINIUM ASSOCIATION, INC.
ADOPTING PLAN OF MERGER**

WHEREAS, the board of directors of this corporation has approved a plan of merger at a meeting of directors duly held at Vasari Club on the 31 day of October, 2006 and ordered such plan to be submitted to the members for approval at this meeting as provided by law; it is

RESOLVED, that the members of this corporation hereby ratify and adopt the plan of merger dated the 31 day of October, 2006 among the corporation and Toscana II at Vasari Condominium Association, Inc., Toscana III at Vasari Condominium Association, Inc., and Toscana at Vasari Village Association, Inc., all Florida Not for Profit Corporations, and direct the secretary of the corporation to insert a copy of such plan in the minute book of the corporation immediately following the minutes of this meeting; and

FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to execute all documents and take such further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this resolution.

DATED this 31st day of October, 2006.

Member(s):

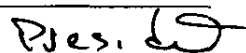

Secretary Pres. 

EXHIBIT "D"

**RESOLUTION OF THE MEMBERS OF
TOSCANA II AT VASARI CONDOMINIUM ASSOCIATION, INC.
ADOPTING PLAN OF MERGER**

WHEREAS, the board of directors of this corporation has approved a plan of merger at a meeting of directors duly held at Vasari Club on the 31st day of October, 2006 and ordered such plan to be submitted to the members for approval at this meeting as provided by law; it is

RESOLVED, that the members of this corporation hereby ratify and adopt the plan of merger dated the 31st day of October, 2006 among the corporation and Toscana I at Vasari Condominium Association, Inc., Toscana III at Vasari Condominium Association, Inc. and Toscana at Vasari Village Association, Inc., all Florida Not for Profit Corporations, and direct the secretary of the corporation to insert a copy of such plan in the minute book of the corporation immediately following the minutes of this meeting; and

FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to execute all documents and take such further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this resolution.

DATED this _____ day of _____, 2006.

Member(s):



Secretary
Pier

**RESOLUTION OF THE DIRECTORS OF
TOSCANA II AT VASARI CONDOMINIUM ASSOCIATION, INC.**

WHEREAS, there has been presented to and discussed at this meeting of the board of directors of Toscana II at Vasari Condominium Association, Inc., a proposed plan providing for the merger of the corporation with Toscana I at Vasari Condominium Association, Inc., Toscana III at Vasari Condominium Association, Inc. and Toscana at Vasari Village Association, Inc., all Florida Not for Profit Corporations, a copy of which plan the secretary is hereby directed to insert in the minute book of the corporation immediately following the minutes of this meeting; and

WHEREAS, it is deemed in the best business interest of the corporation and its members that this corporation merge according to the terms of such plan; it is

RESOLVED, that the merger of this corporation with Toscana I at Vasari Condominium Association, Inc., Toscana III at Vasari Condominium Association, Inc. and Toscana at Vasari Village Association, Inc., all Florida Not for Profit Corporations, and the terms and conditions of the proposed plan for carrying such merger into effect are hereby adopted and approved;

FURTHER RESOLVED, that the appropriate officers of this corporation are hereby authorized and directed to execute all documents and to take all actions they may deem necessary or advisable to carry out and accomplish the purposes of this resolution.

FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to take such steps as they may deem necessary and proper to obtain the approval of the plan by the members of this corporation.

DATED this 31st day of October, 2006.

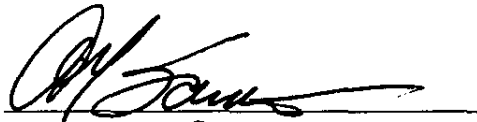

Secretary
Phar

EXHIBIT "D"

**RESOLUTION OF THE MEMBERS OF
TOSCANA III AT VASARI CONDOMINIUM ASSOCIATION, INC.
ADOPTING PLAN OF MERGER**

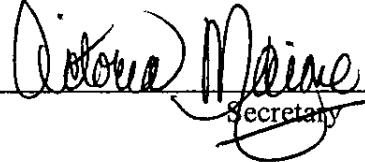
WHEREAS, the board of directors of this corporation has approved a plan of merger at a meeting of directors duly held at Vasari Club on the 31st day of October, 2006 and ordered such plan to be submitted to the members for approval at this meeting as provided by law; it is

RESOLVED, that the members of this corporation hereby ratify and adopt the plan of merger dated the 31st day of October, 2006 among the corporation and Toscana I at Vasari Condominium Association, Inc., Toscana II at Vasari Condominium Association, Inc. and Toscana at Vasari Village Association, Inc., all Florida Not for Profit Corporations, and direct the secretary of the corporation to insert a copy of such plan in the minute book of the corporation immediately following the minutes of this meeting; and

FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to execute all documents and take such further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this resolution.

DATED this 31st day of October, 2006.

Member(s):


Secretary

**RESOLUTION OF THE DIRECTORS OF
TOSCANA III AT VASARI CONDOMINIUM ASSOCIATION, INC.**

WHEREAS, there has been presented to and discussed at this meeting of the board of directors of Toscana III at Vasari Condominium Association, Inc., a proposed plan providing for the merger of the corporation with Toscana I at Vasari Condominium Association, Inc., Toscana II at Vasari Condominium Association, Inc. and Toscana at Vasari Village Association, Inc., all Florida Not for Profit Corporations, a copy of which plan the secretary is hereby directed to insert in the minute book of the corporation immediately following the minutes of this meeting; and

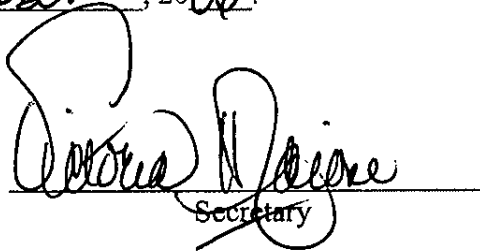
WHEREAS, it is deemed in the best business interest of the corporation and its members that this corporation merge according to the terms of such plan; it is

RESOLVED, that the merger of this corporation with Toscana I at Vasari Condominium Association, Inc., Toscana II at Vasari Condominium Association, Inc. and Toscana at Vasari Village Association, Inc., all Florida Not for Profit Corporations, and the terms and conditions of the proposed plan for carrying such merger into effect are hereby adopted and approved;

FURTHER RESOLVED, that the appropriate officers of this corporation are hereby authorized and directed to execute all documents and to take all actions they may deem necessary or advisable to carry out and accomplish the purposes of this resolution.

FURTHER RESOLVED, that the officers of this corporation are hereby authorized and directed to take such steps as they may deem necessary and proper to obtain the approval of the plan by the members of this corporation.

DATED this 31st day of October, 2006.


Secretary

**AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
TOSCANA AT VASARI VILLAGE ASSOCIATION, INC.**

(Underlined language is added and cross through language is deleted).

Article IV shall be amended to add new Section (10) as follows:

Section 10. In addition to the powers and purposes as further enumerated under this Article III, Sections (1)-(9), the Association shall have all of the rights, powers, duties and functions of the various Toscana I, II and III at Vasari Associations which have been merged into this Association and shall govern and administrate the affairs of Toscana I, II and III at Vasari Associations, and shall supercede and assume the obligations of each of their respective Condominium Associations which have been merged into this corporation.

This corporation shall operate as a multi-condominium association as required under Chapter 718 Florida Statutes shall prepare and maintain separate books and records and budgets for each of the respective Condominiums that it governs and administrates, and shall maintain separate books and records and financial statements for each of the respective Condominiums that it governs herein.

These Articles shall be further governed by the Articles of Merger whereupon each of the respective Condominium Associations have merged into this corporation.

The date of adoption of amendment(s) was : _____

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was (were) adopted by the members and the number of votes case for the amendment was sufficient for approval.

☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 25th day of October, 2000

Signature: _____

(By the chairman or vice chairman of the board, president or other officer - if directors have not been selected, by an incorporator - If in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Anthony Samiates
(Typed or printed name of person signing)

(Title of person signing)