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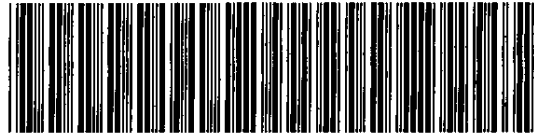
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WOTITZKY, WOTITZKY, ROSS, GOLDMAN, STURGES & TUTTLE, P.A.

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CERTIFIED CIRCUIT CIVIL
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†ALSO MEMBER OHIO BAR

††LL.M. IN TAXATION
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†††ALSO MEMBER NJ BAR

FRANK WOTITZKY (Of Counsel)
LEO WOTITZKY (1912-2005)

22439.00005

April 23, 2007

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

Re: Articles of Merger; Articles of Incorporation; Plan of Merger

Dear Ms. Lewis:

Enclosed please find the original and one copy of the Articles of Merger, Articles of Incorporation and Plan of Merger for Mondovi Bay Villas Condominium Association, Inc. (the surviving corporation), which have been revised pursuant to your request, along with a copy of our original letter to you dated April 10, 2007. Please file the original amendment and return a certified copy of these documents in the self-addressed envelope provided.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

WOTITZKY, WOTITZKY, ROSS, GOLDMAN,
STURGES & TUTTLE, P.A.



Ernest W. Sturges, Jr., Esq.

EWS/kfg

Enclosures

RA\Emie\Mondovi Bay\Merger\Ltr to Division of Corporations.04.23.07.wpd

ESTABLISHED 1940

PERSONAL INJURY • WRONGFUL DEATH • CIVIL LITIGATION • CRIMINAL LAW
WILLS, TRUSTS & ESTATE PLANNING • PROBATE • CORPORATION & BUSINESS LAW • CONSTRUCTION LAW
REAL ESTATE CLOSINGS • TITLE INSURANCE • REAL PROPERTY LAW • CONDOMINIUM & COMMUNITY ASSOCIATION LAW • ZONING, LAND USE & ADMINISTRATIVE LAW

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†††ALSO MEMBER NJ BAR

22439.00005

April 10, 2007

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

Re: Articles of Merger; Articles of Incorporation; Plan of Merger

Gentlepersons:

Enclosed please find the original and one copy of the Articles of Merger, Articles of Incorporation and Plan of Merger for Mondovi Bay Villas Condominium Association, Inc. (the surviving corporation), along with our check in the amount of \$150.75. This amount constitutes payment of the fee for merger (four parties) and a certified copy fee in the amount of \$10.75 (10 pages). Please file the original amendment and return a certified copy of these documents in the self-addressed envelope provided.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

WOTITZKY, WOTITZKY, ROSS, GOLDMAN,
STURGES & TUTTLE, P.A.



Ernest W. Sturges, Jr., Esq.

EWS/kfg

Enclosure

R:\Ernie\Mondovi Bay\Merger\Ltr to Division of Corporations.04.10.07.wpd

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ARTICLES OF MERGER

1. The undersigned corporations, being validly and legally formed under the laws of the state of Florida, have adopted a Plan of Merger. The Plan of Merger is attached as Exhibit "A" to these Articles of Merger.

2. Under the Plan of Merger, the name of the surviving corporation is MONDOVI BAY VILLAS MASTER ASSOCIATION, INC., a Florida not-for-profit corporation.

3. The Plan of Merger of the undersigned corporations was adopted under F.S. 617.1101.

4. The Plan of Merger shall become effective as provided therein.

5. The Articles of Incorporation of the surviving corporation also are being amended and restated in their entirety under F.S. 617.1007. The Amended and Restated Articles of Incorporation are attached as Exhibit "B" to these Articles of Merger.

6. These Articles of Merger and the Exhibits hereto were approved by at least three-quarters of the members of each corporation entitled to vote with respect thereto. The number of votes cast in favor of the adoption of the amendments was sufficient for approval under the terms of the Articles of Incorporation of the corporations and applicable law. MONDOVI BAY VILLAS I MASTER ASSOCIATION, INC., a Florida not-for-profit corporation, MONDOVI BAY VILLAS II CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, and MONDOVI BAY VILLAS III CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, currently have no directors; however a majority of the members of each of the aforementioned corporations approved these Articles of Merger.

The statements set forth in these Articles of Merger are true and correct and are certified as such on April 3, 2007.

By: James Aveck
JAMES AVECK, President

FILED
2007 APR 25 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

This Plan of Merger is by and between MONDOVI BAY VILLAS MASTER ASSOCIATION, INC., a Florida not-for-profit corporation (the "Surviving Corporation"), and the following corporation (the "Dissolving Corporations"):

1. MONDOVI BAY VILLAS I CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation.
2. MONDOVI BAY VILLAS II CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation.
3. MONDOVI BAY VILLAS III CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation.

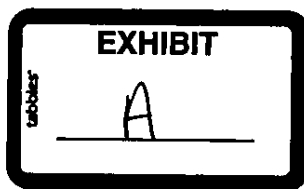
The Surviving Corporation and the Dissolving Corporations sometimes are referred to collectively herein as the "Constituent Corporations."

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

2. Condominium Property. Heretofore a 52-unit residential complex, including three separate condominiums, was formed by the recording of a Declaration of Covenants, Conditions, and Restrictions, and three separate Declarations of Condominium, as follows:

- a. Declaration of Covenants, Conditions, and Restrictions for MONDOVI BAY VILLAS MASTER, INC., recorded May 5, 2004, at O.R. Book 2458, Pages 1954 et seq., Public Records of Charlotte County, Florida.
- b. MONDOVI BAY VILLAS I ASSOCIATION, INC., by Declaration of Condominium, recorded May 6, 2004, at O.R. Book 2458, Pages 2000 et seq., Public Records of Charlotte County, Florida.
- c. MONDOVI BAY VILLAS II ASSOCIATION, INC., by Declaration of Condominium, recorded June 13, 2005, at O.R. Book 2652, Pages 220 et seq., Public Records of Charlotte County, Florida.
- d. MONDOVI BAY VILLAS III ASSOCIATION, INC., by Declaration of Condominium, recorded October 20, 2005, at O.R. Book 2834, Pages 613 et seq., Public Records of Charlotte County, Florida.

The Dissolving Corporations, respectively, are the condominium associations that operate the above-referenced condominiums. The condominium themselves are not being merged.



3. Surviving Corporation. The Surviving Corporation shall become the condominium association that operates te above-referenced condominiums as well as the rest of the community.

4. Principal Office. The principal office of MONDOVI BAY VILLAS MASTER ASSOCIATION, INC., the Surviving Corporation, shall remain at the following address: c/o Star Hospitality Management, Inc., 6025 Taylor Road, Suite 2, Punta Gorda, Florida, 33950.

5. 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 of the Surviving Corporation as Exhibit "B".

6. Bylaws. The Bylaws of the Surviving Corporation shall be the Bylaws attached to the Declaration of Covenants, Conditions, and Restrictions of the Surviving Corporation as Exhibit "C".

7. Directors and Officers. The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until successors have been duly elected or appointed and qualified.

8. 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 the President of the Surviving Corporation shall constitute a representation and certification that such ratification and approval has been obtained. Each of the Dissolving Corporations currently has no directors; however, a majority of the members of each of the Dissolving Corporations has approved this Plan of Merger.

9. Effective Date of Merger. This merger shall become effective on the last to occur of the following dates:

a. The date the Articles of Merger are filed in the office of the Florida Secretary of State;

b. The date the Amended and Restated Declaration of Covenants, Conditions, and Restrictions of the Surviving Corporation is recorded in the Public Records of Charlotte County, Florida;

c. April 30, 2007.

10. Effect of Merger. When the merger become effective, the separate existence of the Dissolving Corporations shall cease, except as may be required for carrying out the purposes of this Plan of Merger or as continued by statute. All of the rights, privileges, powers, franchises, assets, causes of action, and interests of any kind whatsoever of the Dissolving Corporations, including all debts due on any and all accounts, shall in effect become the property of the

Surviving Corporation and shall not revert or be in any way impaired by reason of the Merger. All rights of creditors and all liens on the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the Dissolving Corporations shall henceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if those debts, liabilities, and duties initially had been incurred or contracted by the Surviving Corporation.

11. Execution. The Articles of Merger and this Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

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

MONDOVI BAY VILLAS
MASTER ASSOCIATION, INC.

By: James Aveck
JAMES AVECK, President

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
MONDOVI BAY VILLAS CONDOMINIUM ASSOCIATION, INC.**

WHEREAS, the original Articles of Incorporation of MONDOVI BAY VILLAS MASTER ASSOCIATION, INC. were filed with the Florida Department of State on December 6, 2002, and

WHEREAS, these Amended and Restated Articles of Incorporation contain amendments to all the Articles, and

WHEREAS, not less than a majority of the membership of the entire Board of Directors approved the amendment and these Amended and Restated Articles of Incorporation at a duly noticed and convened Board meeting held on April 3, 2007, and

WHEREAS, a significant package of amendments recently was approved by not less than three-fourths of the total membership at a membership meeting held on April 3, 2007, and

WHEREAS, among those amendments approved as outlined above was an amendment changing the name of the corporation from MONDOVI BAY VILLAS MASTER ASSOCIATION, INC., to MONDAVI BAY VILLAS CONDOMINIUM ASSOCIATION, INC.;

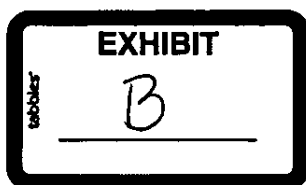
- **NOW THEREFORE**, the following are adopted as the Amended and Restated Articles of Incorporation of MONDOVI BAY VILLAS CONDOMINIUM ASSOCIATION, INC.

ARTICLE I

NAME AND ADDRESS: The name of the corporation, herein called the "Association", is Mondovi Bay Villas Condominium Association, Inc. The physical and mailing address of the Association is 6025 Taylor Road, Suite 2, Punta Gorda, FL 33950

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized as to provide an entity pursuant to the Florida Condominium Act for the maintain and operation of Mondovi Bay Villas I, a Condominium, ("Mondovi I") Mondovi Bay Villas II, a Condominium, ("Mondovi II") Mondovi Bay Villas III, a Condominium, ("Mondovi III") and the property subject to the Mondovi Bay Villas Declaration of Covenants, Conditions, and Restrictions ("Mondovi Master") as located in Charlotte County, Florida (hereinafter collectively referred to "the condominium community"). The Association is organized and shall exist upon a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member,



Director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, the Declaration of Condominium or Chapter 718 Florida Statutes, as it may hereafter be amended, including but not limited to the following:

- (a) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the each of the properties comprising the condominium community, and to use the proceeds of assessments in the exercise of its powers and duties.
- (b) To protect, maintain, repair, replace and operate the condominium community property.
- (c) To purchase insurance upon the condominium community property for the protection of the Association and its members.
- (d) To reconstruct improvements after casualty and to make further improvements of the condominium community property.
- (e) To make, amend and enforce reasonable rules and regulations governing the use of the common elements and condominium community property, and the operation of the Association.
- (f) To approve or disapprove the transfer of ownership, leasing and occupancy of units, as provided by the Declaration of Condominium.
- (g) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the Bylaws and any Rules and Regulations of the Association.
- (h) To contact for the management and maintenance of the condominium community and the condominium community property; to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the law or by the condominium documents to be exercised by the Board of Directors or the membership of the Association.
- (i) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the condominium community.
- (j) To enter into agreements, or acquire leaseholds, memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has the power whether or not the lands or facilities are contiguous to the lands of the condominium community,

if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.

- (k) To borrow money without limit as to amount if necessary to perform its other functions hereunder.
- (l) To promote the health, safety and social welfare of the owners of property within the condominium community;
- (m) To provide for maintenance service and such other services ("Community Services") the responsibility for which has been imposed upon the delegated to the corporation pursuant to the Declaration of Covenants, Conditions and Restrictions for Mondovi Bay Villas and the Declarations of Condominium for Mondovi I, Mondovi II and Mondovi III.
- (n) To carry out the duties and obligations and receive the benefits given the Corporation by the Declaration of Covenants, Conditions and Restrictions for Mondovi Bay Villas and the Declarations of Condominium for Mondovi I, Mondovi II and Mondovi III.
- (o) To establish By-Laws and Rules and Regulations for the operation of the Corporation and to provide for the formal administration of the Corporation; to enforce the By-Laws, the Rules and Regulations of the Corporation and the Declaration of Covenants, Conditions and Restrictions for Mondovi Bay Villas and the Declarations of Condominium for Mondovi I, Mondovi II and Mondovi III.
- (p) To contract for the management of the Property and for the furnishing of the Community Services and to delegate to the party with whom such contract has been entered into the powers and duties of the Corporation.
- (q) To operate and maintain common property, specifically the surface water management system as permitted by the Southwest Florida Water Management District including all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances, due and to be sued.
- (r) To acquire, own, operate, mortgage, lease, sell trade property, whether real or personal, as may be necessary or convenient in the administration of the Properties.
- (s) To manage, maintain, insure, equip, improve, repair, reconstruct, pay taxes, and expenses, replace and operate the Property and provide the Community Services and to borrow money without limitation as to amount if necessary to fulfill such purposes.

- (t) To grant easements, licenses, rights-of-way, etc., over and across the Property.
- (u) The Corporation shall have all of the common law and statutory powers of a Corporation not-for-profit under Chapter 617 of the Florida Statutes and those condominium association powers pursuant to Chapter 718, Florida Statutes, which are not in conflict with the terms of these Articles, and the Declaration of Covenants, Conditions and Restrictions for Mondovi Bay Villas and the Declarations of Condominium for Mondovi I, Mondovi II and Mondovi III.
- (v) All funds and the title to all property acquired by the Association shall be held in trust for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws. The Corporation will maintain separate accounts and operate separate budgets for each of the property of the condominium community. Funds will not be commingled under any circumstances.

ARTICLE III

MEMBERSHIP:

- (a) The members of the Association shall consist of all record owners of legal title to one or more units, as further provided in the Bylaws.
- (b) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.
- (c) The owners of each unit, collectively, shall be entitled to one (1) vote in Association matters, as further set forth and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

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 will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than

three (3) Directors. In the absence of a Bylaw provision to the contrary, the Board shall consist of three (3) 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:

- (1) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition of the owners of one-fourth (1/4) of the units by instrument, in writing, signed by them.
- (2) Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or unit owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
- (3) Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contained the full text of the proposed amendment.
- (4) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the public Records of Charlotte County, Florida.

ARTICLE VIII

REGISTERED AGENT: The registered office of the Association shall be at 18501 Murdock Circle, Suite 501, Port Charlotte, FL 33950. The registered agent at said address shall be: Ernest W. Sturges, Jr.

ARTICLE IX

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 attorneys 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 be available if a judgment or other final adjudication establishes that his actions or omissions to act were materials to the cause adjudicated and involved:

- (a) Wilful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment 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 caus to believe3 his action was lawful.
- (c) A transaction from which the Director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such 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. The indemnification hereby afforded to Directors and officers shall also extend to any other entity other than the Association found responsible or liable for the actions of such individuals in their capacity as Directors or officers, including but not limited to Developer.

The recitals set forth in these Amended and Restated Articles of Incorporation are true and correct and are certified as such by the Board of Directors on April 3, 2007.

MONDOVI BAY VILLAS CONDOMINIUM
ASSOCIATION, INC.

By: James Aveck
JAMES AVECK, President

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
MONDOVI BAY VILLAS CONDOMINIUM ASSOCIATION, INC.**

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent, as provided for in Chapter 608, Florida Statutes.

REGISTERED AGENT:

Ernest W. Sturges, Jr., Esq.
Wotitzky, Wotitzky, Ross, Goldman,
Sturges & Tuttle, P.A.
18501 Murdock Circle, Suite 501
Port Charlotte, Florida 33948


Ernest W. Sturges, Jr.

Dated: April 25, 2007