

Corporations

**N03000010806**

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**MERGER OR SHARE EXCHANGE****VIZCAYA HEIGHTS MULTICONDOMINIUM ASSOCIATION, INC.**

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**FLORIDA DEPARTMENT OF STATE**

**Glenda E. Hood**  
Secretary of State

March 19, 2004

VIZCAYA HEIGHTS MULTICONDOMINIUM ASSOCIATION, INC.  
8000 THE ESPLANADE  
ORLANDO, FL 32836

SUBJECT: VIZCAYA HEIGHTS MULTICONDOMINIUM ASSOCIATION, INC.  
REF: N03000010806

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.1105(3), Florida Statutes, requires that each corporation state the number of directors in office that voted on the plan of merger.

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Susan Payne  
Senior Section Administrator

FAX Aud. #: H04000059028  
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**ARTICLES OF MERGER****OF****VIZCAYA HEIGHTS CONDOMINIUM 2 ASSOCIATION, INC.,  
a Florida not for profit corporation****WITH AND INTO****VIZCAYA HEIGHTS MULTICONDINIUM ASSOCIATION, INC.,  
a Florida not for profit corporation**04 MAR 19 PM 3:35  
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Pursuant to the Florida Not For Profit Corporation Act, and the Florida Condominium Act, Vizcaya Heights Condominium 2 Association, Inc., a Florida not for profit corporation, and Vizcaya Heights Multicondominium Association, Inc., a Florida not for profit corporation hereby adopt the following Articles of Merger for the purpose of effecting the merger of Vizcaya Heights Condominium 2 Association, Inc. with and into Vizcaya Heights Multicondominium Association, Inc.:

**WHEREAS**, Vizcaya Heights Condominium 2 Association, Inc. is the condominium association formed for the purpose of operating the condominium created by that certain Declaration of Vizcaya Heights Condominium 2 executed by Applied Building Developments of Orlando - B.H., Inc., a Florida corporation, dated December 17, 2003 and recorded on December 23, 2003 in Official Records Book 7240, Page 3475, as amended by First Amendment thereto recorded in Official Records Book 7245, Page 1287, as further amended by Second Amendment thereto recorded in Official Records Book 7339, Page 2470, as further amended by Amendment thereto recorded in Official Records Book 7339, Page 2491, all among the Public Records of Orange County, Florida; and

**WHEREAS**, the aforesaid Declaration of Vizcaya Heights Condominium 2, as amended, provides in Section 11.7 thereof that Vizcaya Heights Condominium 2 Association, Inc. may merge into Vizcaya Heights Multicondominium Association, Inc., a Florida corporation not for profit, organized for the purposes of operating one or more condominiums within the development known as "Vizcaya" and located in Orange County, Florida; and

**WHEREAS**, Vizcaya Heights Condominium Association 2, Inc. and Vizcaya Heights Multicondominium Association, Inc. have approved such merger and intend by their execution hereof to implement same;

**NOW THEREFORE**, be it hereby known that:

**FIRST**: The plan of merger, pursuant to Sections 617.1101 and 617.1105 of the Florida Not For Profit Corporation Act, is as follows:

1. Upon the filing of Articles of Merger (the "Articles of Merger") with the Florida Department of State, Vizcaya Heights Condominium 2 Association, Inc., a Florida not for profit corporation, shall be merged with and into Vizcaya Heights Multicondominium Association, Inc., a Florida not for profit corporation, and Vizcaya Heights Multicondominium Association, Inc. shall be the surviving corporation of such merger (the "Merger"). Vizcaya Heights Multicondominium Association, Inc. is hereinafter sometimes referred to as the "Surviving Corporation."

2. The terms and conditions of the Merger are as follows:

(a) The Surviving Corporation shall continue the corporate existence of Vizcaya Heights Multicondominium Association, Inc. under the laws of the State of Florida, and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any party to the Merger shall not revert or be in any way impaired by reason of such Merger; and the Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against any party to the Merger may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall be impaired by the Merger.

(b) The Amended and Restated Articles of Incorporation of Vizcaya Heights Multicondominium Association, Inc., as in effect immediately prior to the filing of the Articles of Merger, shall be the Amended and Restated Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law.

(c) The Bylaws of Vizcaya Heights Multicondominium Association, Inc., as in effect immediately prior to the filing of the Articles of Merger, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by law.

(d) The directors and officers of Vizcaya Heights Multicondominium Association, Inc. immediately prior to the filing of the Articles of Merger shall be the directors and officers of the Surviving Corporation until their successors are duly elected and qualified.

**SECOND:** Pursuant to the applicable provisions of the Florida Not For Profit Corporation Act, the directors of Vizcaya Heights Multicondominium Association, Inc. adopted and approved the Merger by unanimous written consent dated as of March 18 2004. There are no members at this time entitled to vote on the Merger. The number of directors in office that voted on the Merger is three (3).


**THIRD:** Pursuant to the applicable provisions of the Florida Not For Profit Corporation Act, the directors of Vizcaya Heights Condominium 2 Association, Inc. adopted and approved the Merger by unanimous written consent dated as of March 18, 2004. There are no members

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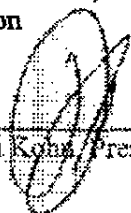
entitled to vote on the Merger; however, the Amendment to the Declaration of Vizcaya Heights Condominium 2 recorded in Official Records Book 7339, Page 2491 of the Public Records of Orange County, Florida, pursuant to which this merger has been authorized, was approved by affirmative vote representing 67% or more of the voting interests of all members of Vizcaya Heights Condominium 2, as required by the Declaration of Condominium for Vizcaya Heights Condominium 2. The number of directors in office that voted on the Merger is three (3).

IN WITNESS WHEREOF, Vizcaya Heights Multicondominium Association, Inc. and Vizcaya Heights Condominium 2 Association, Inc. have caused these Articles of Merger to be signed in their corporate names by their respective officers, duly authorized as of the 18th day of March, 2004.

**VIZCAYA HEIGHTS MULTICONDOMINIUM  
ASSOCIATION, INC.**, a Florida not for profit  
corporation

By:   
David Kohn, President

**VIZCAYA HEIGHTS CONDOMINIUM 2  
ASSOCIATION, INC.**, a Florida not for profit  
corporation

By:   
David Kohn, President