

Division of Corporations

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Florida Department of State  
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MERGER OR SHARE EXCHANGE  
PHILLIPPI LANDINGS COMMUNITY ASSOCIATION, INC

Certificate of Status	1
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Page Count	03
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ARTICLES OF MERGER OF  
PHILLIPPI LANDINGS BOAT ASSOCIATION, INC.,  
INTO  
PHILLIPPI LANDINGS COMMUNITY ASSOCIATION, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to Section 617.1105, Florida Statutes. Phillippi Landings Community Association, Inc., a Florida not-for-profit corporation (the "Community Association"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of Phillippi Landings Boat Association, Inc., a Florida not-for-profit corporation (the "Boat Association"), with and into Community Association. Community Association shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by Community Association in accordance with Section 617.1103, Florida Statutes.
3. The foregoing Plan of Merger was approved by Boat Association in accordance with Section 617.1103, Florida Statutes.
4. The effective date of the merger is December 31, 2013.
5. The Plan of Merger was adopted by the Members of Community Association on December 30, 2013. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 79 FOR 0 AGAINST.
6. The Plan of Merger was adopted by the Members of Boat Association on December 20, 2013. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 24 FOR 0 AGAINST.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities as of the 23 day of December 2013.

PHILLIPPI LANDINGS COMMUNITY  
ASSOCIATION, INC.,  
a Florida not-for profit corporation

By:

Robert A. Morris, Jr.  
Robert A. Morris, Jr.  
As its President

PHILLIPPI LANDINGS BOAT  
ASSOCIATION, INC.,  
a Florida not-for-profit corporation

By:

Robert A. Morris, Jr.  
Robert A. Morris, Jr.  
As its President

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STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 23 day of December 2013, by Robert A. Morris, Jr., as President of **PHILLIPPI LANDINGS COMMUNITY ASSOCIATION, INC.**, a Florida not-for-profit corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification and did not take an oath.



Signature of Notary Public



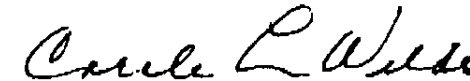
Print Name of Notary Public



I am a Notary Public of the State of Florida and my commission expires on \_\_\_\_\_.

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 23 day of December 2013, by Robert A. Morris, Jr., as President of **PHILLIPPI LANDINGS BOAT ASSOCIATION, INC.**, a Florida not-for-profit corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification and did not take an oath.



Signature of Notary Public



Print Name of Notary Public



I am a Notary Public of the State of Florida and my commission expires on \_\_\_\_\_.

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**EXHIBIT A**  
**PLAN OF MERGER**  
**OF**  
**PHILLIPPI LANDINGS BOAT ASSOCIATION, INC.,**  
**WITH AND INTO**  
**PHILLIPPI LANDINGS COMMUNITY ASSOCIATION, INC.**

Phillippi Landings Boat Association, Inc., a Florida not-for-profit corporation, and Phillippi Landings Community Association, Inc., a Florida not-for-profit corporation, hereby adopt and approve the following plan as the Plan of Merger required by Section 617.1101, Florida Statutes. The terms of the plan are as follows:

1. Names. The names of the business entities planning to merge are Phillippi Landings Boat Association, Inc., a Florida not-for-profit corporation (the "Boat Association"), and Phillippi Landings Community Association, Inc., a Florida not-for-profit corporation (the "Community Association"). As a result of the merger, Boat Association shall be merged with and into Community Association. Community Association shall be the surviving business entity.

2. Effective Date. The merger shall be effective on December 31, 2013 (the "Effective Date").

3. The Merger. Subject to the terms and conditions of this Plan and in accordance with the applicable provisions of the Florida Not For Profit Corporation Act (the "Act"), at the Effective Date, Boat Association shall be merged with and into Community Association. As a result of the Merger, the separate corporate existence of Boat Association shall cease, and Community Association shall continue (a) as the surviving corporation (the "Surviving Corporation") and (b) to be governed by the Act.

4. Name of Surviving Corporation. The name of the Surviving Corporation as of the Effective Date will be "Phillippi Landings Community Association, Inc."

5. Articles of Incorporation. Commencing as of the Effective Date, the Articles of Incorporation and Bylaws of Community Association shall be the articles of incorporation and bylaws of the Surviving Corporation, except as such articles of incorporation and bylaws may be amended from time to time.