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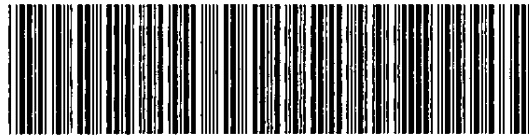
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger  
Tlewis  
2-28-11

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** The Moody River Estates Community 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:

Christopher J. Shields, Esq.  
(Contact Person)

Pavese Law Firm  
(Firm/Company)

1833 Hendry Street  
(Address)

Fort Myers, FL 33901  
(City/State and Zip Code)

For further information concerning this matter, please call:

Christopher J. Shields At ( 239 ) 336-6245  
(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

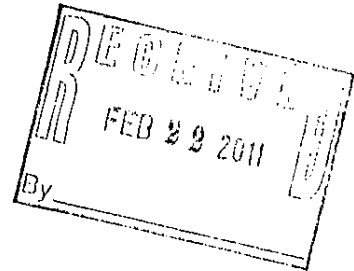


FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 17, 2011

CHRISTOPHER J. SHIELDS, ESQ.  
PAVESE LAW FIRM  
1833 HENDRY STREET  
FORT MYERS, FL 33901

SUBJECT: THE MOODY RIVER ESTATES COMMUNITY ASSOCIATION, INC.  
Ref. Number: N04000008603



We have received your document for THE MOODY RIVER ESTATES COMMUNITY ASSOCIATION, INC. and check(s) totaling \$43.75. However, the document has not been filed and is being retained in this office for the following reason(s):

Per our telephone conversation of February 2, 2011, there is a balance of \$35.00 due to file the Articles of Merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis  
Document Specialist Supervisor

Letter Number: 111A00004123

RECEIVED  
11 FEB 25 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the surviving corporation on \_\_\_\_\_.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:  
\_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

**SECTION II**

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on 8/27/10. The number of directors in office was 3. The vote for the plan was as follows: 3 FOR 0 AGAINST

**Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(s)**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the merging corporation(s) on \_\_\_\_\_.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

**SECTION II**

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on 8/27/10. The number of directors in office was 3. The vote for the plan was as follows: 3 FOR 0 AGAINST

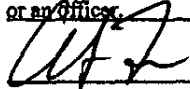
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of the chairman/  
vice chairman of the board  
or an officer

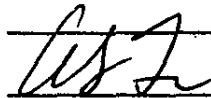
Typed or Printed Name of Individual & Title

The Moody River Estates Community



Alan Farrior, President

Association, Inc.



Moody River Estates Single Family

Alan Farrior, President

Residential Neighborhood Association, Inc.

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

## PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

The Moody River Estates Community Assoc. Inc. Florida

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

<u>Moody Rivers Estates</u>	<u></u>
<u>Single Family Residential</u>	<u>Florida</u>
<u>Neighborhood Association, Inc.</u>	<u></u>
<u></u>	<u></u>
<u></u>	<u></u>

The terms and conditions of the merger are as follows:

*Please see attached*

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

Other provisions relating to the merger are as follows:

**ARTICLES OF MERGER  
OF**

**The Moody River Estates Community Association, Inc.  
(The Surviving Corporation)**

**AND**

**Moody River Estates Single Family Residential Neighborhood Association, Inc.  
(The Non-surviving Corporation)**

**INTO**

**The Moody River Estates Community Association, Inc.  
(The Surviving Corporation)**

---

Pursuant to Section 617.1105 of the Florida Statutes, the undersigned corporations, The Moody River Estates Community Association, Inc., a Florida not for profit corporation, and Moody River Estates Single Family Residential Neighborhood Association, Inc., each Florida not for profit corporations, adopt the following Articles of Merger for the purpose of merging Moody River Estates Single Family Residential Neighborhood Association, Inc. and The Moody River Estates Community Association, Inc., each Florida not for profit corporations, into The Moody River Estates Community Association, Inc.

**PLAN OF MERGER**

1. The Plan of Merger setting forth the terms and conditions of the merger of The Moody River Estates Community Association, Inc., is attached to these Articles as **Exhibit "A"**.

**ADOPTION OF PLAN**

2. The Plan was adopted by a majority vote of the Board of Directors of The Moody River Estates Community Association, Inc. The Resolution executed by the Secretary of The Moody River Estates Community Association, Inc. is attached to these Articles as **Exhibit "B"**.

3. The Plan was adopted by a majority vote of the Board of Directors of Moody River Estates Single Family Residential Neighborhood Association, Inc. The Resolution executed by the Secretary of Moody River Estates Single Family Residential Neighborhood Association, Inc. is attached to these Articles as **Exhibit "C"**.

**EFFECTIVE DATE**

4. 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 27 day of August, 2010.

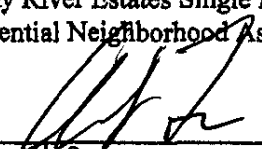
The Moody River Estates Community  
Association, Inc.

By:   
Alan S. Farrier, President

Attest:

By:   
Bryan K. Tucker Secretary

Moody River Estates Single Family  
Residential Neighborhood Association, Inc.

By:   
Alan, President

Attest:

By:   
Bryan K. Tucker Secretary

**EXHIBIT "A"**

**AGREEMENT AND PLAN OF MERGER**

Agreement and Plan of Merger dated as of the 27 day of August, 2010, by and between, **Moody River Estates Single Family Residential Neighborhood Association, Inc.**, a Florida Not for Profit Corporation (herein referred to as non-surviving corporation), and **The Moody River Estates Community 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 corporation is duly organized and existing under the laws of the State of Florida, having been incorporated thereunder on April 8, 2004. The surviving corporation is a corporation organized and existing under the laws of the State of Florida, having been incorporated thereunder on September 2, 2004. Each corporation was organized under their present names and such names have never been changed.

Neither corporation is authorized to issue shares. The non-surviving corporation currently has 3 members. The surviving corporation currently has 3 members.

The new principal office of the surviving corporation is 3050 Moody River Blvd., North Fort Myers, FL 33903. The registered office of the surviving corporation is located at 1833 Hendry Street, Fort Myers, FL 33901 and Christopher J. Shields, Esq. is the registered agent thereof upon whom process against the Florida Corporation may be served.

The Board of Directors of the non-surviving corporation 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.

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 corporation 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 corporation 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 corporation shall cease as soon as the merger shall become effective as herein provided and thereupon the non-surviving corporation 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.

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 The Moody River Estates Community Association, Inc. 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 The Moody River Estates Community 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 corporation, shall be and become converted into a membership in the surviving corporation. Each member of the non-surviving corporation shall be entitled to precisely the same rights he would enjoy if he held membership in the surviving corporation.

#### **ARTICLE VI**

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 the surviving corporation 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 VII**

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.

### ARTICLE VIII

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

### ARTICLE IX

This Agreement and the merger may be terminated and abandoned by resolutions of the Board of Directors of the non-surviving corporation 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 X, 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 X

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.

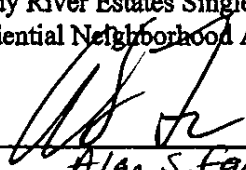
The Moody River Estates Community  
Association, Inc.

By:   
Alan S. Farrior, President

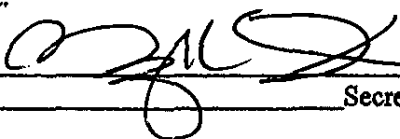
Attest:

By:   
Bryan K. Tucker Secretary

Moody River Estates Single Family  
Residential Neighborhood Association, Inc.

By:   
Alan S. Farrior, President

Attest:

By:   
\_\_\_\_\_  
Secretary

FAW\DATA\CIS\Colonial Homes\Moody River Estates\ESTATES MASTER\Single Family Merge\Moody River Merge.wpd

**EXHIBIT "B"**

**RESOLUTION OF THE DIRECTORS OF  
MOODY RIVER ESTATES SINGLE FAMILY  
RESIDENTIAL NEIGHBORHOOD ASSOCIATION, INC.**

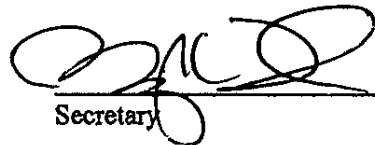
**WHEREAS**, there has been presented to and discussed at this meeting of the board of directors of Moody River Estates Single Family Residential Neighborhood Association, Inc., a proposed plan providing for the merger of the Moody River Estates Single Family Residential Neighborhood Association, Inc. into The Moody River Estates Community Association, Inc., each 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 Moody River Estates Single Family Residential Neighborhood Association, Inc. into The Moody River Estates Community Association, Inc., each 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.

DATED this 27 day of August, 2010.

  
Secretary

**EXHIBIT "C"**

**RESOLUTION OF THE DIRECTORS OF  
THE MOODY RIVER ESTATES COMMUNITY ASSOCIATION, INC.**

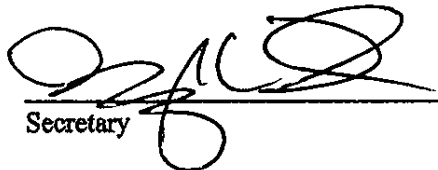
**WHEREAS**, there has been presented to and discussed at this meeting of the board of directors of The Moody River Estates Community Association, Inc. a proposed plan providing for the merger of the corporation with Moody River Estates Single Family Residential Neighborhood Association, Inc. into The Moody River Estates Community Association, Inc., each 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 Moody River Estates Single Family Residential Neighborhood Association, Inc. into The Moody River Estates Community Association, Inc., each 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.

DATED this 27 day of August, 2010.

  
Secretary