

ND4000008879

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FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
07 OCT 25 AM 9:55

Florida Department of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32134

September 21, 2007

Sent via Certified US Mail

**RE: Merger of II Villagio Neighborhood I Condominium Association, Inc.**

To Amendment Section/Division of Corporations:

I have attached the following documents for processing of merger:

1. Plan and Articles of Merger
2. Check payable to the Department of State in the amount of \$253.75
  - a. Representing the \$35 merger fee for each of the 7 (seven) corporations (7x\$35=\$245.00)
  - b. Plus \$8.75 for a-Certified Copy
  - c. Equals a total of \$253.75
3. Cover letter.

The Surviving Corporation will be:

Document Number

**II Villagio Neighborhood I Condominium Association, Inc.**

**N04000008879**

Merging Corporations:

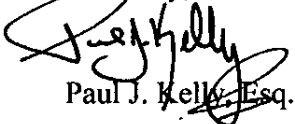
<b>II Villagio Neighborhood II Condominium Association, Inc.</b>	<b>N04000011316</b>
<b>II Villagio Neighborhood III Condominium Association, Inc.</b>	<b>N04000011317</b>
<b>II Villagio Neighborhood IV Condominium Association, Inc.</b>	<b>N05000004227</b>
<b>II Villagio Neighborhood V Condominium Association, Inc.</b>	<b>N05000009064</b>
<b>II Villagio Neighborhood VI Condominium Association, Inc.</b>	<b>N05000009065</b>
<b>II Villagio Neighborhood VII Condominium Association, Inc.</b>	<b>N05000010583</b>

Please return all correspondence to:

Paul J. Kelly, Esq.  
9219 Jaybird Circle East  
Jacksonville, Florida 32257

If you have any questions, please contact Paul J. Kelly at 904-226-8128.

Sincerely,

  
Paul J. Kelly, Esq.

**PLAN AND ARTICLES OF MERGER**

THIS PLAN AND ARTICLES OF MERGER (hereinafter "this agreement") is made and entered into this 29<sup>th</sup> day of August, 2007, by and between **IL VILLAGIO NEIGHBORHOOD I CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation (hereinafter referred to as "Association I"), and **IL VILLAGIO NEIGHBORHOOD II CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation (hereinafter referred to as "Association II"), **IL VILLAGIO NEIGHBORHOOD III CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation (hereinafter referred to as "Association III"), **IL VILLAGIO NEIGHBORHOOD IV CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation (hereinafter referred to as "Association IV"), **IL VILLAGIO NEIGHBORHOOD V CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation (hereinafter referred to as "Association V"), **IL VILLAGIO NEIGHBORHOOD VI CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation (hereinafter referred to as "Association VI"), and **IL VILLAGIO NEIGHBORHOOD VII CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation (hereinafter referred to as "Association VII"). In this agreement, Association I, Association II, Association III, Association IV, Association V, Association VI, and Association VII are sometimes referred to as the "Constituent Corporations."

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 OCT 25 AM 9:55

**WITNESSETH:**

WHEREAS, the Board of Directors of the Constituent Corporations deem it advisable and in the best business interest of each of the Constituent Corporations that Association II, Association III, Association IV, Association V, Association VI, and

Association VII (hereinafter sometimes referred to as the “**Non-Surviving Corporations**”) merge into Association I, and Association I (hereinafter sometimes referred to as the “**Surviving Corporation**”) merge the Non-Surviving Corporations with and into itself, as authorized by Florida Statutes Section 617 and Section 368(a)(1)(A) of the Internal Revenue Code of 1986 as amended, and pursuant to the terms and conditions hereinafter set forth.

NOW THEREFORE, the Constituent Corporations, by and among themselves and their respective Boards of Directors and members, in consideration of the mutual covenants, agreements and provisions, hereinafter contained, have agreed and do hereby agree each with the other that the Non-Surviving Corporation be merged with and into the Surviving Corporation and that the Surviving Corporation merge the Non-Surviving corporation with and into itself pursuant to the provision of the laws of the State of Florida, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Agreement, Plan and Articles of Merger:

#### **ARTICLE I. – CONSTITUENT CORPORATIONS**

- A. Association I, a corporation organized and existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of Florida on September 15, 2004, effective September 15, 2004, and operates as a not-for-profit corporation.
- B. Association II, a corporation organized and existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the

Department of State of Florida on December 06, 2004, effective December 06, 2004, and operates as a not-for-profit corporation.

- C. Association III, a corporation organized and existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of Florida on December 06, 2004, effective December 06, 2004, and operates as a not-for-profit corporation.
- D. Association IV, a corporation organized and existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of Florida on April 22, 2005, effective April 22, 2005, and operates as a not-for-profit corporation.
- E. Association V, a corporation organized and existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of Florida on September 02, 2005, effective September 02, 2005, and operates as a not-for-profit corporation.
- F. Association VI, a corporation organized and existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of Florida on September 02, 2005, and operates as a not-for-profit corporation.
- G. Association VII, a corporation organized and existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of Florida on October 13, 2005, effective October 13, 2005, and operates as a not-for-profit corporation.

## **ARTICLE II. – MERGER**

Association II, Association III, Association IV, Association V, Association VI, and Association VI shall be, and hereby are, merged with and into Association I, and Association I shall, and hereby does, merge Association II, Association III, Association IV, Association V, Association VI, and Association VI with and into itself. Association I shall be the surviving corporation in the merger and shall be governed by the laws of the State of Florida, which shall be its domicile. The principal office of the Surviving Corporation shall be located at Association I's principal place of business, which is presently 8009 S. ORANGE AVE, ORLANDO, FL 32809.

### **ARTICLE III. – CONVERSION OF OUTSTANDING STOCK**

- A. As the corporations do not presently have, nor have ever issued any stock, nor will issue any stock in regards to this merger, there shall be no conversion or issuance of any stock in accordance with the merger.

### **ARTICLE IV. – TERMS AND CONDITIONS**

The terms and conditions of the merger are as follows:

- A. Except as provided in herein, until altered, amended or repealed, the Article of Incorporation of the Surviving Corporation in effect on the effective date of the merger shall be the Articles of Incorporation of the Surviving Corporation.
- B. Until altered, amended or repealed, the Bylaws of the Surviving Corporation in effect on the effective date of the merger shall be the Bylaws of the Surviving Corporation.

- C. The officers and directors of the Surviving Corporation on the effective date of the merger shall be and shall remain the officers and directors of all the merging corporations into the Surviving Corporation, holding their offices as directors, with all executive positions such as President, Secretary, Treasurer and any other designated office elected to such position by the board of directors at the first regular meeting of directors after the approval of merger by the State of Florida. Such offices shall continue until their successors shall have been elected and qualify at the next cycle of regular elections, unless they earlier die, resign or are removed.
- D. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Non-Surviving Corporation, the proper officers and directors of the Non-Surviving Corporation shall execute and make all such proper assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of this Agreement.

#### **ARTICLE V. – APPROVALS BY THE CONSTITUENT CORPORATIONS**

- A. The terms and conditions of the merger set forth in this Agreement were advised, authorized and approved by each of the Constituent Corporations

in the manner and by the vote required by its charter and the laws of the state of its incorporation.

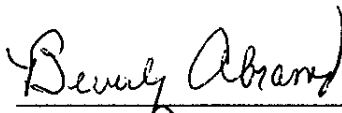
- B. No corporation issued any shares of stock of any of the Constituent Corporations of this Agreement.
- C. The merger contemplated by this Agreement is permitted by the laws of the State of Florida, and all conditions required by the laws of the State of Florida have been satisfied.
- D. This Agreement and the merger contemplated by it were approved and unanimously adopted by resolutions of the Board of Directors of the Constituent Corporations on August 29, 2007.
- E. After approval by the Board of Directors of the Constituent Corporations, a copy of this Agreement was provided to each Board of Directors of each of the Constituent Corporations, and this Agreement and the merger contemplated by it were unanimously approved by the Board of Directors of each of the Constituent Corporations on August 29, 2007. At each meeting of the Board of Directors of the Constituent Corporations, all members voted in favor of this Agreement and the merger contemplated hereby, and none against.
- F. Upon the approval of this Agreement by the Department of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida, this Agreement shall be filed by the Department of State of the State of Florida. Notwithstanding anything contained herein to



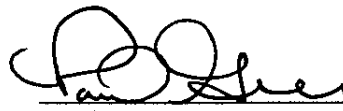
the contrary, the merger provided herein shall be effective as of the date of business on October 12, 2007.

IN WITNESS WHEREOF, the Constituent Corporations caused this Agreement to be executed and acknowledged in accordance with the laws of the State of Florida and their respective seals affixed hereto.

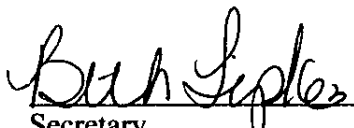
ATTEST:

  
Secretary

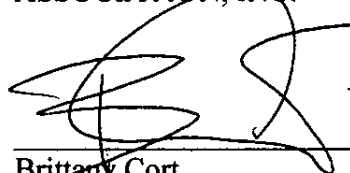
IL VILLAGIO NEIGHBORHOOD I  
CONDOMINIUM ASSOCIATION,  
INC.

  
Patrick Greer  
President

ATTEST:

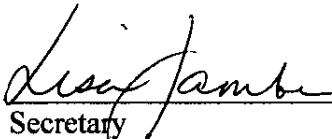
  
Secretary

IL VILLAGIO NEIGHBORHOOD  
II CONDOMINIUM  
ASSOCIATION, INC.

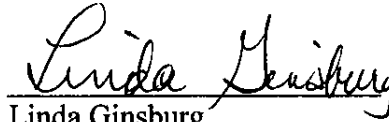
  
Brittany Cort  
President

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ATTEST:

  
Secretary

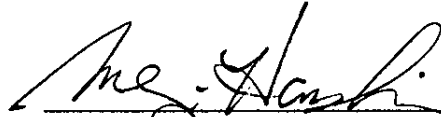
IL VILLAGIO NEIGHBORHOOD  
III CONDOMINIUM  
ASSOCIATION, INC.

  
Linda Ginsburg  
President

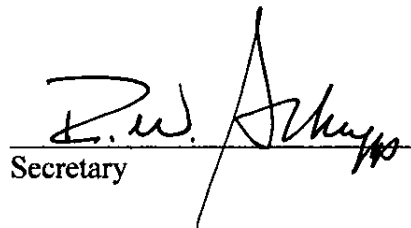
ATTEST:

  
Secretary

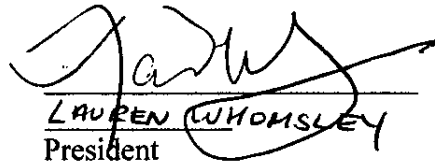
IL VILLAGIO NEIGHBORHOOD  
IV CONDOMINIUM  
ASSOCIATION, INC.

  
Megumi Hanashima  
President

ATTEST:

  
Secretary

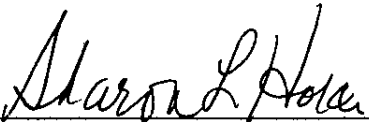
IL VILLAGIO NEIGHBORHOOD  
V CONDOMINIUM  
ASSOCIATION, INC.

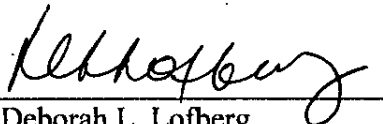
  
LAUREN WHOMSLEY  
President

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ATTEST:


IL VILLAGIO NEIGHBORHOOD  
VI CONDOMINIUM  
ASSOCIATION, INC.

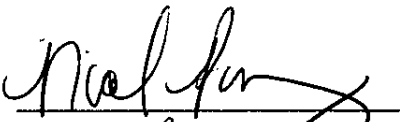
  
Secretary

  
Deborah L. Lofberg  
President

ATTEST:

IL VILLAGIO NEIGHBORHOOD  
VII CONDOMINIUM  
ASSOCIATION, INC.

  
Secretary

  
NICOLE PASKIEWICZ  
President

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**UNANIMOUS CONSENT TO  
ACTION AFTER NOTICE OF A MEETING OF THE MEMBERS OF  
IL VILLAGIO NEIGHBORHOODS 1-7 CONDOMINIUM ASSOCIATION, INC.**

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The undersigned, being all of the Board of Directors of IL VILLAGIO NEIGHBORHOOD I CONDOMINIUM ASSOCIATION, INC., having posted notice of the proposed plan of merger and receiving response from the members at large, do hereby consent to the adoption and approval of the following resolutions pursuant to Florida Statutes Section 607.0704:


RESOLVED, that the members of this corporation deem it advisable and to the welfare and advantage of this corporation and it's members that under and pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, this corporation, organized and existing under the laws of the State of Florida, be merged with:

IL VILLAGIO NEIGHBORHOOD II CONDOMINIUM  
ASSOCIATION, INC.,  
IL VILLAGIO NEIGHBORHOOD III CONDOMINIUM  
ASSOCIATION, INC.,  
IL VILLAGIO NEIGHBORHOOD IV CONDOMINIUM  
ASSOCIATION, INC.,  
IL VILLAGIO NEIGHBORHOOD V CONDOMINIUM  
ASSOCIATION, INC.,  
IL VILLAGIO NEIGHBORHOOD VI CONDOMINIUM  
ASSOCIATION, INC., and  
IL VILLAGIO NEIGHBORHOOD VII CONDOMINIUM  
ASSOCIATION, INC.,

corporations organized and existing under the laws of the State of Florida, and IL VILLAGIO NEIGHBORHOOD I CONDOMINIUM ASSOCIATION, INC. shall be the surviving corporation in the merger(the "Merger").

RESOLVED, that the Merger be, and it hereby is, ordered made substantially in accordance with and pursuant to the Plan and Articles of Merger previously submitted to the Board of Directors for consideration.

DATED this 30 day of September, 2007.



Print Name: DEBORAH LOFBERG