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TALLAHASSEE, FLORIDA**MERGER OR SHARE EXCHANGE****II Villagio Neighborhood Association, Inc.**

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Merger
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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: **IL VILLAGIO NEIGHBORHOOD ASSOCIATION, INC.**

3. The plan of merger of the undersigned corporations was adopted under Section 617.1103, *Florida Statutes*.

4. The plan of merger shall become effective as provided therein.

5. The articles of incorporation of the surviving corporation also are being amended under Section 617.1007, *Florida Statutes*. The articles of amendment to the articles of incorporation of the surviving corporation are attached as Exhibit B to the plan of merger attached to these articles of merger.

6. These articles of merger and the exhibits to it were approved by at least a majority of the voting interests of the members of each corporation entitled to vote with respect thereto who were present in person or by proxy at duly called meetings of the corporations at which a quorum of the members of each corporation was present. The number of votes cast in favor of the adoption of the amendments was sufficient for approval under applicable law.

The statements set forth in these articles of merger are true and correct and are certified effective June 30, 2011.

**IL VILLAGIO NEIGHBORHOOD
ASSOCIATION, INC.,** a Florida
non-profit corporation

By: Michelle S. McCannon-de Garis
Name Printed: Michelle S. McCannon-de Garis
Title: President

**IL VILLAGIO COMMUNITY
ASSOCIATION, INC.,** a Florida
non-profit corporation

By: Michelle S. McCannon-de Garis
Name Printed: Michelle S. McCannon-de Garis
Title: President

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Exhibit A

(Plan of Merger)

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PLAN OF MERGER

THIS PLAN OF MERGER is made effective June 30, 2011 by and between **IL VILLAGIO NEIGHBORHOOD ASSOCIATION, INC.**, a Florida non-profit corporation, as successor by merger to IL Villagio Neighborhood I Condominium Association, Inc., as successor by merger to 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., all Florida non-profit corporations (the "Surviving Corporation"), and **IL VILLAGIO COMMUNITY ASSOCIATION, INC.**, a Florida non-profit corporation (the "Merging Corporation"). The Surviving Corporation and the Merging Corporation sometimes are referred to collectively herein as the "Constituent Corporations".

1. **Constituent Corporations.** The Constituent Corporations are Florida non-profit corporations, organized on a nonstock basis, and are in good standing.

2. **Condominium Property.** A residential complex, including thirty-three (33) separate condominiums, was formed by the recording of a declaration of covenants, conditions and restrictions, and thirty-three separate declarations of condominium, as follows:

- (a) Declaration of Covenants, Restrictions and Easements recorded in Official Records Book 12091, at page 31, of the public records of Duval County, Florida (the "Community Declaration").
- (b) Declaration of Condominium of IL Villagio Condominium One, recorded in Official Records Book 12091, at page 248, of the public records of Duval County, Florida.
- (c) Declaration of Condominium of IL Villagio Condominium Two, recorded in Official Records Book 12091, at page 549, of the public records of Duval County, Florida.
- (d) Declaration of Condominium of IL Villagio Condominium Three, recorded in Official Records Book 12091, at page 784, of the public records of Duval County, Florida.
- (e) Declaration of Condominium of IL Villagio Condominium Four, recorded in Official Records Book 12091, at page 1075, of the public records of Duval County, Florida.
- (f) Declaration of Condominium of IL Villagio Condominium Five, recorded in Official Records Book 12091, at page 685, of the public records of Duval County, Florida.
- (g) Declaration of Condominium of IL Villagio Condominium Six, recorded in Official Records Book 12447, at page 724, of the public records of Duval County, Florida.

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- (h) Declaration of Condominium of IL Villagio Condominium Seven, recorded in Official Records Book 12373, at page 130, of the public records of Duval County, Florida.
- (i) Declaration of Condominium of IL Villagio Condominium Eight, recorded in Official Records Book 12373, at page 226, of the public records of Duval County, Florida.
- (j) Declaration of Condominium of IL Villagio Condominium Nine, recorded in Official Records Book 12447, at page 605, of the public records of Duval County, Florida.
- (k) Declaration of Condominium of IL Villagio Condominium Ten, recorded in Official Records Book 12265, at page 1510, of the public records of Duval County, Florida.
- (l) Declaration of Condominium of IL Villagio Condominium Eleven, recorded in Official Records Book 12247, at page 170, of the public records of Duval County, Florida.
- (m) Declaration of Condominium of IL Villagio Condominium Twelve, recorded in Official Records Book 12262, at page 1679, of the public records of Duval County, Florida.
- (n) Declaration of Condominium of IL Villagio Condominium Thirteen, recorded in Official Records Book 12546, at page 994, of the public records of Duval County, Florida.
- (o) Declaration of Condominium of IL Villagio Condominium Fourteen, recorded in Official Records Book 13081, at page 139, of the public records of Duval County, Florida.
- (p) Declaration of Condominium of IL Villagio Condominium Fifteen, recorded in Official Records Book 12262, at page 1578, of the public records of Duval County, Florida.
- (q) Declaration of Condominium of IL Villagio Condominium Sixteen, recorded in Official Records Book 12465, at page 1156, of the public records of Duval County, Florida.
- (r) Declaration of Condominium of IL Villagio Condominium Seventeen, recorded in Official Records Book 12546, at page 792, of the public records of Duval County, Florida.
- (s) Declaration of Condominium of IL Villagio Condominium Eighteen, recorded in Official Records Book 12465, at page 990, of the public records of Duval County, Florida.

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- (t) Declaration of Condominium of IL Villagio Condominium Nineteen, recorded in Official Records Book 12546, at page 893, of the public records of Duval County, Florida.
- (u) Declaration of Condominium of IL Villagio Condominium Twenty, recorded in Official Records Book 12546, at page 691, of the public records of Duval County, Florida.
- (v) Declaration of Condominium of IL Villagio Condominium Twenty One, recorded in Official Records Book 13081, at page 235, of the public records of Duval County, Florida.
- (w) Declaration of Condominium of IL Villagio Condominium Twenty Two, recorded in Official Records Book 13081, at page 331, of the public records of Duval County, Florida.
- (x) Declaration of Condominium of IL Villagio Condominium Twenty Three, recorded in Official Records Book 12747, at page 388, of the public records of Duval County, Florida.
- (y) Declaration of Condominium of IL Villagio Condominium Twenty Four, recorded in Official Records Book 12747, at page 478, of the public records of Duval County, Florida.
- (z) Declaration of Condominium of IL Villagio Condominium Twenty Five, recorded in Official Records Book 12747, at page 574, of the public records of Duval County, Florida.
- (aa) Declaration of Condominium of IL Villagio Condominium Twenty Six, recorded in Official Records Book 12843, at page 1106, of the public records of Duval County, Florida.
- (bb) Declaration of Condominium of IL Villagio Condominium Twenty Seven, recorded in Official Records Book 12843, at page 1202, of the public records of Duval County, Florida.
- (cc) Declaration of Condominium of IL Villagio Condominium Twenty Eight, recorded in Official Records Book 12896, at page 1116, of the public records of Duval County, Florida.
- (dd) Declaration of Condominium of IL Villagio Condominium Twenty Nine, recorded in Official Records Book 12896, at page 1410, of the public records of Duval County, Florida.
- (ee) Declaration of Condominium of IL Villagio Condominium Thirty, recorded in Official Records Book 12896, at page 1212, of the public records of Duval County, Florida.

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- (ff) Declaration of Condominium of IL Villagio Condominium Thirty One, recorded in Official Records Book 12896, at page 1311, of the public records of Duval County, Florida.
- (gg) Declaration of Condominium of IL Villagio Condominium Thirty Two, recorded in Official Records Book 13081, at page 421, of the public records of Duval County, Florida.
- (hh) Declaration of Condominium of IL Villagio Condominium Thirty Three, recorded in Official Records Book 13081, at page 520, of the public records of Duval County, Florida.

The merging corporations, respectively, are the condominium association and the community association that operate the above-referenced condominiums and associated property and improvements owned by the Merging Corporation. The condominiums are not being merged at this time. An amendment to the Community Declaration shall be adopted as part of this plan of merger as set forth in the proposed amendment attached hereto as Exhibit A.

3. Surviving Corporation. The Surviving Corporation shall become the condominium association that operates the above-referenced condominiums and shall continue to serve as the association in control of the community under the Community Declaration.

4. Principal Office. The principal office of the Surviving Corporation shall remain at the following address: 4200 Marsh Landing Boulevard, Suite 200, Jacksonville Beach, Florida 32250.

5. Articles of Incorporation. The articles of incorporation of the Surviving Corporation shall be the amended, and articles of amendment to the articles of incorporation of the Surviving Corporation are attached hereto as Exhibit B, which shall be adopted as part of this plan of merger.

6. Bylaws. The bylaws of the Surviving Corporation shall be the amended, and an amendment to the bylaws is attached hereto as Exhibit C, which shall be adopted as part of this plan of merger.

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. Approval. This plan of merger is subject to approval by not less than a majority of the board of directors of the Surviving Corporation, by not less than a majority of the board of directors of the Merging Corporation, by not less than a majority of the members of the Surviving Corporation, and by a majority of the members of the Merging Corporation. Following approval of this merger, the officers of the Constituent Corporations are authorized and directed to file articles of merger, with a copy of this plan of merger, with the Division of Corporations and to file all appropriate amendments to the Community Declaration, and the

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articles of incorporation and bylaws of the Surviving Corporation, in the public records of Duval County, Florida. Such filing shall signify the Surviving Corporation's acceptance of responsibility to act as the condominium association for those condominiums described by this plan of merger.

9. Effective Date of Merger. This merger shall become effective on the date the articles of merger are filed in the offices of the Florida Department of State.

10. Effect of Merger. When the merger becomes effective, the separate existence of the Merging Corporation 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 Merging Corporation, including all real property owned by the Merging Corporation as reflected in instruments filed in the public records, shall 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 Merging Corporation 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.

"SURVIVING CORPORATION"

**IL VILLAGIO NEIGHBORHOOD
ASSOCIATION, INC.,** a Florida
non-profit corporation

By: Michelle S. McCannan-de Garis
Name Printed: Michelle S. McCannan-de Garis
Title: President

"MERGING CORPORATION"

**IL VILLAGIO COMMUNITY
ASSOCIATION, INC.,** a Florida
non-profit corporation

By: Michelle S. McCannan-de Garis
Name Printed: Michelle S. McCannan-de Garis
Title: President

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Exhibit A

(Amendment to Community Declaration)

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THIS DOCUMENT PREPARED
BY AND RETURN TO:

THOMAS M. JENKS, ESQ.
PAPPAS METCALF JENKS & MILLER, P.A.
245 RIVERSIDE AVENUE, SUITE 400
JACKSONVILLE, FL 32202

**FIRST AMENDMENT TO DECLARATION OF
COVENANTS, RESTRICTIONS AND EASEMENTS**

THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS (the "First Amendment") is made effective June 30, 2011, by IL VILLAGIO COMMUNITY ASSOCIATION, INC., a Florida non-profit corporation (the "Association").

Recitals:

A. Deerwood Development, L.L.C., a Florida limited liability company, has previously executed and recorded the Declaration of Covenants, Restrictions and Easements dated September 27, 2004 and recorded in Official Records Book 12091, at page 31, of the public records of Duval County, Florida (the "Declaration").

B. Article XIV, Section 5, of the Declaration provides for amendment of the Declaration by the affirmative vote of one hundred percent (100%) of the Neighborhood Voting Members of the Association.

C. This First Amendment was approved by vote of one hundred percent (100%) of the Neighborhood Voting Members of the Association at a duly called and noticed meeting of such members held on January 26, 2011.

NOW THEREFORE, the Association hereby amends the Declaration as follows:

1. The Association confirms that the above-stated recitals are true and correct. To the extent not otherwise specifically defined herein, all capitalized terms contained in this First Amendment shall have the same meanings as such terms are defined by the Declaration.

2. Article XV of the Declaration is hereby eliminated in its entirety.

3. This First Amendment shall be subject to the subsequent merger of the Association with IL Villagio Neighborhood Association, Inc., which merger shall be evidenced by an instrument to be recorded in the public records of Duval County, Florida, and accordingly, the provisions of this First Amendment shall not become operative until such time as such instrument evidencing such merger has been so recorded.

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4. Except as specifically amended hereby, the Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, the Association has executed this First Amendment as of the date and year first above written.

Signed, sealed and delivered
in the presence of:

**IL VILLAGIO COMMUNITY
ASSOCIATION, INC.**, a Florida non-profit
corporation

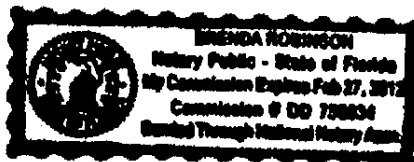
Michelle S. McCannond de Gris
(Name Printed)

By: *Michelle S. McCannond de Gris*
Name Printed: *Michelle S. McCannond de Gris*
Title: *President*

Patricia Shtaler
(Name Printed)

STATE OF FLORIDA)

COUNTY OF DUVAL)



The foregoing instrument was acknowledged before me this 27 day of July, 2011, by *Michelle S. McCannond de Gris - President* of **IL VILLAGIO COMMUNITY ASSOCIATION, INC.**, a Florida non profit corporation, on behalf of the corporation.

Notary Public, State of Florida at Large
Name Printed: *Brenda Robinson*
Commission # *DD 759034*
My Commission Expires: *2/27/2012*
He/she is [check one]:
Personally known *✓*
OR Produced I.D. _____
Type of Identification Produced _____

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Exhibit B

(Articles of Amendment to Articles of Incorporation – Surviving Corporation)

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
IL VILLAGIO NEIGHBORHOOD ASSOCIATION, INC.,
a corporation not for profit**

These Articles of Amendment to Articles of Incorporation of IL Villagio Neighborhood Association, Inc., a Florida non-profit corporation ("Amendment"), are made effective the 30th day of June, 2011, by **IL VILLAGIO NEIGHBORHOOD ASSOCIATION, INC.**, a Florida non-profit corporation (the "Association").

RECITALS:

A. The Association desires to amend its Articles of Incorporation as more particularly described hereafter and these Articles of Amendment have been proposed by the Association's Board of Directors and were approved by the affirmative vote of a majority of the Members present or represented by proxy at a duly called and noticed meeting of the Members held on June 22, 2011.

NOW THEREFORE, the Association hereby amends its Articles of Incorporation as follows:

1. To the extent not otherwise specifically defined herein, all capitalized terms contained in this Amendment shall have the same meanings as such terms are defined in the Association's Articles of Incorporation as amended prior to the date hereof.

2. The name of the Association is hereby changed to: **IL VILLAGIO CONDOMINIUM ASSOCIATION, INC.**, and all references to the Association contained in its Articles of Incorporation are hereby amended to reflect such name change.

3. Article III is hereby amended in its entirety as follows:

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") as it exists on the date hereof for the operation of the condominiums presently known as IL Villagio Condominium One through Thirty Three, which are located in Duval County, Florida (collectively referred to herein as the "Condominiums"), or any future merger or consolidation of all or any of such Condominiums.

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4. Article IX, Paragraph 9.1 is hereby amended in its entirety as follows:

9.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of five (5) Directors. Each of the Directors shall be elected by the Members at large. All Directors must be members of the Association.

5. Except as specifically amended hereby, the Association's Articles of Incorporation as amended prior to the date hereof, shall remain in full force and effect.

IN WITNESS WHEREOF, the Association has executed these Articles of Amendment to Articles of Incorporation effective the date first above written.

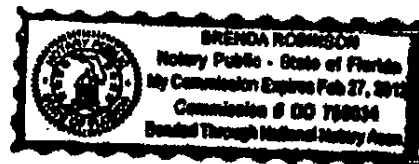
IL VILLAGIO NEIGHBORHOOD
ASSOCIATION, INC., a Florida non-profit
corporation

By: Michelle S McCannon de Garis
Name Printed: Michelle S McCannon de Garis
Title: President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 27 day of June, 2011, by Michelle McCannon de Garis - President of IL VILLAGIO NEIGHBORHOOD ASSOCIATION, INC., a Florida non-profit corporation, on behalf of the corporation.

Notary Public, State of Florida at Large
Name Printed: Brenda Robinson
Commission # DD759034
My Commission Expires: 2/27/2012
He/She is: [check one]
Personally Known ☒
OR Produced I.D. _____
Type of Identification Produced _____



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PMJMR

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Exhibit C

(Amended to Bylaws – Surviving Corporation)

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**AMENDMENTS TO BYLAWS
OF
IL VILLAGIO CONDOMINIUM ASSOCIATION, INC.**


The following amendments ("Amendments") to the Bylaws of **IL VILLAGIO CONDOMINIUM ASSOCIATION, INC.**, a Florida non-profit corporation (the "Association") were approved by not less than a 66 2/3% vote of the Directors present at a duly called meeting of the Association's Board of Directors held on March 23, 2011, and by the affirmative vote of a majority of the Members present or represented by proxy at a duly called and noticed meeting of the Members held on June 22, 2011. Effective June 30, 2011, the Bylaws are hereby amended as follows:

1. To the extent not otherwise specifically defined herein, all capitalized terms contained in these Amendments shall have the same meaning as such terms are defined by the Association's Bylaws as amended prior to the date hereof.

2. Section 4.1 is hereby amended in its entirety as follows:

4.1 Membership and Representation. The affairs of the Association shall be managed and governed by a Board of five (5) Directors. All Directors shall be Unit Owners.

3. Except as specifically amended hereby, the Association's Bylaws as amended prior to the date hereof, shall remain in full force and effect.


Name Printed: Michelle S. McCann-deGaris
As President of IL Villagio Condominium
Association, Inc.