

From: Rich Valente

Fax:

Division of Corporations

To: 888.776.8800 Fax: (850) 617-6380

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**MERGER OR SHARE EXCHANGE**

**Treviso Bay Property Owners Master Association, Inc.**

Certificate of Status	0
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## **ARTICLES OF MERGER**

**(Not for Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Treviso Bay Property Owners Master Associ	Florida	N04000010975

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Vercelli at Treviso Bay Neighborhood Assoc	Florida	N06000011701
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR**     /     /     (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

*(Attach additional sheets if necessary)*

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**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 August 31, 2016.

The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:  
623 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                     . The number of directors in office was                     . The vote for the plan was as follows:                      FOR                      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 February 11, 2016. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 24 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                     . The number of directors in office was                     . The vote for the plan was as follows:                      FOR                      AGAINST

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**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****Vercelli at Treviso Bay Neighborhood Ass****Jack Miller, President****Treviso Bay Property Owners Master Ass:****David Negip, President**

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**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**Vercelli at Treviso Bay Neighborhood AssJack Miller, PresidentTreviso Bay Property Owners Master AssDavid Negip, President

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## **ARTICLES OF MERGER**

**OF**

**Treviso Bay Property Owners Master Association, Inc.  
(The Surviving Corporation)**

**AND**

**Vercelli at Treviso Bay Neighborhood Association, Inc.  
(The Non-surviving Corporation)**

**INTO**

**Treviso Bay Property Owners Master Association, Inc.  
(The Surviving Corporation)**

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Pursuant to Section 617.1105 of the Florida Statutes, the undersigned corporations, Treviso Bay Property Owners Master Association, Inc. and Vercelli at Treviso Bay Neighborhood Association, Inc., each Florida not for profit corporations, adopt the following Articles of Merger for the purpose of merging Vercelli at Treviso Bay Neighborhood Association, Inc. and Treviso Bay Property Owners Master Association, Inc., each Florida not for profit corporations, into Treviso Bay Property Owners Master Association, Inc.

### **PLAN OF MERGER**

1. The Plan of Merger setting forth the terms and conditions of the merger of Treviso Bay Property Owners Master Association, Inc., is attached to these Articles as **Exhibit "A"**.

### **ADOPTION OF PLAN**

2. Treviso Bay Property Owners Master Association, Inc. had 1108 members entitled to vote on the Plan of Merger. The Plan was adopted by affirmative vote of the members entitled to vote on the Plan of Merger. The Resolution executed by the Secretary of Treviso Bay Property Owners Master Association, Inc. is attached to these Articles as **Exhibit "B"**.

3. Vercelli at Treviso Bay Neighborhood Association, Inc. had 43 members entitled to vote on the Plan of Merger. The Plan was adopted by affirmative vote of the members entitled to vote on the Plan of Merger. The Resolution executed by the Secretary of Vercelli at Treviso Bay Neighborhood Association, Inc. is attached to these Articles as **Exhibit "C"**.

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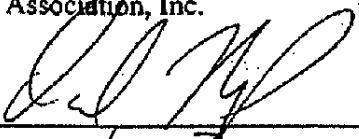
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EFFECTIVE DATE

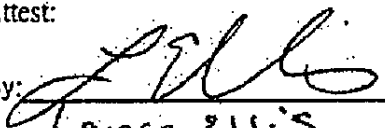
4. The Plan of Merger shall be effective on the date these Articles are filed with the Department of State.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed this 25<sup>th</sup> day of May, 2017.

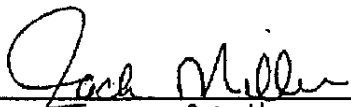
Treviso Bay Property Owners Master  
Association, Inc.

By:   
DAVID NEGATT, President

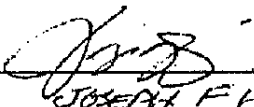
Attest:

By:   
Lance Ellis Secretary

Vercelli at Treviso Bay Neighborhood  
Association, Inc.

By:   
Jack Miller, President

Attest:

By:   
JOSEPH FLORING Secretary

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**EXHIBIT "A"****AGREEMENT AND PLAN OF MERGER**

Agreement and Plan of Merger dated as of the 28<sup>th</sup> day of May, 2017, by and between, **Vercelli at Treviso Bay Neighborhood Association, Inc.**, a Florida Not for Profit Corporation (herein referred to as non-surviving corporation), and **Treviso Bay Property Owners Master 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 November 8, 2006. The surviving corporation is a corporation organized and existing under the laws of the State of Florida, having been incorporated thereunder on November 23, 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 43 members. The surviving corporation currently has 1108 members.

The new principal office of the surviving corporation is 10481 Six Mile Cypress Parkway, Fort Myers, FL 33966. The registered office of the surviving corporation is located at 24311 Walden Center Drive, Suite 204, Bonita Springs, FL 34134 and Jack Miller 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

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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 Collier 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 Treviso Bay Property Owners Master 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 Treviso Bay Property Owners Master 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

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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

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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 IX, 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.

Treviso Bay Property Owners Master  
Association, Inc.

By: DAVID NEGITZ, President

Attest:

By: Lance Ellis Secretary

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From: Rich Valente

Fax:

To: 8506176380@rcfax.com Fax: (850) 617-9380

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Vercelli at Treviso Bay Neighborhood  
Association, Inc.

By: Jack Miller  
Jack Miller, President

Attest:

By: Joseph P. Hering  
Joseph P. Hering Secretary

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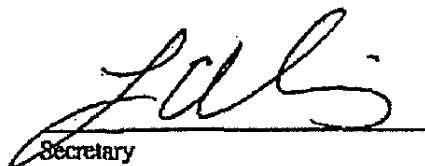
**EXHIBIT "B"****RESOLUTION OF THE DIRECTORS OF  
TREVISO BAY PROPERTY OWNERS MASTER ASSOCIATION, INC.**

WHEREAS, the board of directors of this corporation has approved a plan of merger at a meeting of directors duly held at 9800 Treviso Bay Blvd. Naples, FL on the 31<sup>st</sup> day of August, 2016 and ordered such plan to be submitted to the members for approval at this meeting as provided by law; it is

RESOLVED, that the members of this corporation hereby ratify and adopt the plan of merger dated the 31<sup>st</sup> day of August, 2016 among this corporation and Vercelli at Treviso Bay Neighborhood 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

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 2<sup>nd</sup> day of June, 2017.

  
Secretary

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**EXHIBIT "C"****RESOLUTION OF THE DIRECTORS OF  
VERCELLI AT TREVISO BAY NEIGHBORHOOD ASSOCIATION, INC.**

**WHEREAS**, the board of directors of this corporation has approved a plan of merger at a meeting of directors duly held at 9800 Treviso Bay Blvd, Naples, FL on the 11<sup>th</sup> day of February, 2016 and ordered such plan to be submitted to the members for approval at this meeting as provided by law; it is

**RESOLVED**, that the members of this corporation hereby ratify and adopt the plan of merger dated the 11<sup>th</sup> day of February, 2016 among this corporation and Treviso Bay Property Owners Master 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

**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 12<sup>th</sup> day of May, 2017.

  
Secretary JOSEPH F. HERING

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