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RECORDED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

*Merger + N.C.*  
**C.COULLIETTE**

MAR 01 2011

**EXAMINER**

DANIEL J. LOBECK  
MARK A. HANSON\*  
MICHELLE A. STELLACI  
JEREMY V. ANDERSON  
DAVID J. FREDERICKS

2033 MAIN STREET, SUITE 403  
SARASOTA, FL 34237  
(941) 955-5622  
FAX (941) 951-1469

E-MAIL law@lobeckhanson.com  
INTERNET www.lobeckhanson.com

THE LAW OFFICES OF  
**LOBECK & HANSON**

PROFESSIONAL ASSOCIATION

CONDOMINIUM  
COOPERATIVE AND  
COMMUNITY  
ASSOCIATIONS  
CIVIL LITIGATION  
PERSONAL INJURY  
FAMILY LAW  
LAND USE LAW  
ESTATES AND TRUSTS

February 23, 2011

\*FLA. SUPR. CT. CERTIFIED MEDIATOR

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Merger/Plan of Merger  
**Laguna Riviera Condominium Association, Inc.**  
Laguna Riviera Master Association, Inc.  
Laguna at Riviera Dunes I Condominium Association, Inc.  
Laguna at Riviera Dunes II Condominium Association, Inc.  
Laguna at Riviera Dunes III Condominium Association, Inc.  
Laguna at Riviera Dunes IV Condominium Association, Inc.

Dear Sir or Madam:

Please file the enclosed original Articles of Merger and attached Plan of Merger and Merger Amendments for the above-referenced corporations. The surviving corporation will be known as Laguna Riviera Condominium Association, Inc.

Enclosed is a check in the amount of \$175.00 for the filing fee.

Thank you for your assistance in this matter.

Very truly yours,

Jeremy V. Anderson

JVA/pft  
Enclosure

FEB 16 2011

Prepared by and return to:  
Jeremy V. Anderson, Esquire  
Lobeck & Hanson, P.A.  
2033 Main Street, Suite 403  
Sarasota, Florida 34237  
(941) 955-5622 (Telephone)  
(941) 951-1469 (Facsimile)

**ARTICLES OF MERGER**  
**(Not for Profit Corporations)**

**LAGUNA RIVIERA MASTER ASSOCIATION, INC.**  
**LAGUNA AT RIVIERA DUNES I CONDOMINIUM ASSOCIATION, INC.**  
**LAGUNA AT RIVIERA DUNES II CONDOMINIUM ASSOCIATION, INC.**  
**LAGUNA AT RIVIERA DUNES III CONDOMINIUM ASSOCIATION, INC.**  
**LAGUNA AT RIVIERA DUNES IV CONDOMINIUM ASSOCIATION, INC.**

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>
<b>LAGUNA RIVIERA MASTER ASSOCIATION, INC.</b>	<b>Florida</b>	<b>N05000000158</b>

The Surviving Corporation shall henceforth be named:

**LAGUNA RIVIERA CONDOMINIUM ASSOCIATION, INC.**

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
<b>LAGUNA AT RIVIERA DUNES I CONDOMINIUM ASSOCIATION, INC.</b>	<b>Florida</b>	<b>N05000000157</b>
<b>LAGUNA AT RIVIERA DUNES II CONDOMINIUM ASSOCIATION, INC.</b>	<b>Florida</b>	<b>N05000012466</b>
<b>LAGUNA AT RIVIERA DUNES III CONDOMINIUM ASSOCIATION, INC.</b>	<b>Florida</b>	<b>N06000010641</b>

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
11 FEB 25 AM 11:39

**LAGUNA AT RIVIERA DUNES IV      Florida  
CONDOMINIUM ASSOCIATION, INC.**

**N06000012101**

**THIRD:** The Plan of Merger is attached hereto as Exhibit "A", and incorporated herein.

**FOURTH:** The merger shall become effective upon filing with the Florida Department of State, Division of Corporations.

**FIFTH: ADOPTION OF MERGER BY SURVIVING CORPORATION**

**Section I – LAGUNA RIVIERA MASTER ASSOCIATION, INC.**

The plan of merger was adopted by the members at the membership meeting of the surviving corporation on February 10, 2011. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 125 ( ) FOR; 2 ( ) AGAINST.

**SIXTH: ADOPTION OF MERGER BY MERGING CORPORATIONS**

**Section I – LAGUNA AT RIVIERA DUNES I CONDOMINIUM ASSOCIATION, INC., LAGUNA AT RIVIERA DUNES II CONDOMINIUM ASSOCIATION, INC., LAGUNA AT RIVIERA DUNES III CONDOMINIUM ASSOCIATION, INC., and LAGUNA AT RIVIERA DUNES IV CONDOMINIUM ASSOCIATION, INC.**

The plan of merger was adopted by the members at a membership meeting of the above-referenced merging corporation LAGUNA AT RIVIERA DUNES I CONDOMINIUM ASSOCIATION, INC. on February 10, 2011. The plan of merger was adopted by the members at a membership meeting of the above-referenced merging corporation LAGUNA AT RIVIERA DUNES II CONDOMINIUM ASSOCIATION, INC. on February 10, 2011. The plan of merger was adopted by the members at a membership meeting of the above-referenced merging corporation LAGUNA AT RIVIERA DUNES III CONDOMINIUM ASSOCIATION, INC. on February 10, 2011. The plan of merger was adopted by the members at a membership meeting of the above-referenced merging corporation LAGUNA AT RIVIERA DUNES IV CONDOMINIUM ASSOCIATION, INC. on February 10, 2011. The number of votes cast by the members of LAGUNA AT RIVIERA DUNES I CONDOMINIUM ASSOCIATION, INC. for the merger was sufficient for approval and the vote for the plan was as follows: 32 ( ) FOR; 0 ( ) AGAINST. The number of votes cast by the members of LAGUNA AT RIVIERA DUNES II CONDOMINIUM ASSOCIATION, INC. for the merger was sufficient for approval and the vote for the plan was as follows: 31 ( ) FOR; 0 ( ) AGAINST. The number of votes cast by the members of LAGUNA AT RIVIERA DUNES III CONDOMINIUM ASSOCIATION, INC. for the merger was sufficient for approval and the vote for the plan was as follows: 33 ( ) FOR; 0 ( ) AGAINST. The number of votes cast by the members of LAGUNA AT RIVIERA DUNES IV CONDOMINIUM ASSOCIATION, INC. for the merger was sufficient for approval and the vote for the plan was as follows: 29 ( ) FOR; 2 ( ) AGAINST.

Dated this 10<sup>th</sup> day of February —, 2011.

**SEVENTH: SIGNATURES FOR EACH CORPORATION**

Signed, sealed and delivered  
in the presence of:

Sign: [Signature]  
Print: Forrest Blanchard

Sign: [Signature]  
Print: Linda Blanchard

Sign: [Signature]  
Print: Andy Lusk

Sign: Kelley A Lyons  
Print: Kelley A Lyons

**LAGUNA RIVIERA MASTER  
ASSOCIATION, INC.**

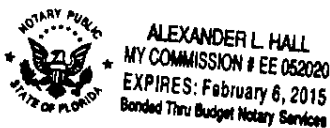
By: [Signature]  
Wayne D. Geoffrion, President

By: [Signature]  
Gordon T. Wilmot, Secretary

[Corporate Seal]

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of February 2011, by Wayne Geoffrion as President of LAGUNA RIVIERA MASTER ASSOCIATION, INC., on behalf of the corporation. He/She is personally known to me or has produced \_\_\_\_\_ as identification.



Notary Public

Sign: [Signature]  
Print: Alexander Hall  
State of Florida at Large

My commission expires:

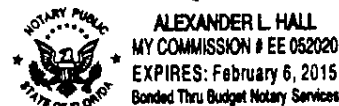
STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of February 2011, by Gordon Wilmot as Secretary of LAGUNA RIVIERA MASTER ASSOCIATION, INC., on behalf of the corporation. He/She is personally known to me or has produced \_\_\_\_\_ as identification.

Notary Public

Sign: [Signature]  
Print: Alexander Hall  
State of Florida at Large

My commission expires:



Signed, sealed and delivered  
in the presence of

**LAGUNA AT RIVIERA DUNES I  
CONDOMINIUM ASSOCIATION, INC.**

Sign: Wayne D. Geoffrion  
Print: WAYNE D. GEOFFRION

By: Holly C. Newsome  
Holly C. Newsome resident

Sign: Forest Blanchard  
Print: Forest Blanchard

Sign: Linda Blanchard  
Print: Linda Blanchard

By: AUSTIN BROWN  
Austin Brown Secretary

Sign: Andy Luct  
Print: Andy Luct

[Corporate Seal]

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of February 2011, by Holly C. Newsome as President of LAGUNA AT RIVIERA DUNES I CONDOMINIUM ASSOCIATION, INC., on behalf of the corporation. He/She is personally known to me or has produced as identification.



ALEXANDER L. HALL  
MY COMMISSION # EE 052020  
EXPIRES: February 6, 2015  
Bonded Thru Budget Notary Services

Notary Public

Sign: Alexander Hall  
Print: Alexander Hall  
State of Florida at Large

My commission expires:

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of February 2011, by Austin Brown as Secretary of LAGUNA AT RIVIERA DUNES I CONDOMINIUM ASSOCIATION, INC., on behalf of the corporation. He/She is personally known to me or has produced as identification.



ALEXANDER L. HALL  
MY COMMISSION # EE 052020  
EXPIRES: February 6, 2015  
Bonded Thru Budget Notary Services

Notary Public

Sign: Alexander Hall  
Print: Alexander Hall  
State of Florida at Large

My commission expires:

Signed, sealed and delivered  
in the presence of:

**LAGUNA AT RIVIERA DUNES II  
CONDOMINIUM ASSOCIATION, INC.**

Sign: [Signature]

Print: Forest Blanchard

Sign: [Signature]

Print: Linda Blanchard

Sign: [Signature]

Print: Andy Lock

Sign: [Signature]

Print: Kelley A Lyons

By: [Signature]

Thomas L. DUGAN President

By: [Signature]

DR. JACK LOVE, Secretary

[Corporate Seal]

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of February, 2011, by Thomas Dugan as President of LAGUNA AT RIVIERA DUNES II CONDOMINIUM ASSOCIATION, INC., on behalf of the corporation. He/She is personally known to me or has produced \_\_\_\_\_ as identification.



ALEXANDER L. HALL  
MY COMMISSION # EE 062020  
EXPIRES: February 6, 2015  
Bonded Thru Budget Notary Services

Notary Public

Sign: [Signature]

Print: Alexander Hall

State of Florida at Large

My commission expires:

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of February, 2011, by Jack LOVE as Secretary of LAGUNA AT RIVIERA DUNES II CONDOMINIUM ASSOCIATION, INC., on behalf of the corporation. He/She is personally known to me or has produced \_\_\_\_\_ as identification.



ALEXANDER L. HALL  
MY COMMISSION # EE 062020  
EXPIRES: February 6, 2015  
Bonded Thru Budget Notary Services

Notary Public

Sign: [Signature]

Print: Alexander Hall

State of Florida at Large

My commission expires:

Signed, sealed and delivered  
in the presence of:

**LAGUNA AT RIVIERA DUNES III  
CONDOMINIUM ASSOCIATION, INC.**

Sign: [Signature]  
Print: Forest Blanchard

By: [Signature]  
GORDON WILMOT, President

Sign: [Signature]  
Print: Linda Blanchard

Sign: [Signature]  
Print: Andy Luck

By: [Signature]  
Ron Horn, Secretary

Sign: [Signature]  
Print: Kerley A Lyons

[Corporate Seal]

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of February, 2011, by Gordon Wilmot as President of LAGUNA AT RIVIERA DUNES III CONDOMINIUM ASSOCIATION, INC., on behalf of the corporation. He/She is personally known to me or has produced \_\_\_\_\_ as identification.



ALEXANDER L. HALL  
MY COMMISSION # EE 052020  
EXPIRES: February 6, 2015  
Bonded Thru Budget Notary Services

Notary Public

Sign: [Signature]  
Print: Alexander Hall  
State of Florida at Large

My commission expires:

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of February, 2011, by Ron Horn as Secretary of LAGUNA AT RIVIERA DUNES III CONDOMINIUM ASSOCIATION, INC., on behalf of the corporation. He/She is personally known to me or has produced \_\_\_\_\_ as identification.



ALEXANDER L. HALL  
MY COMMISSION # EE 052020  
EXPIRES: February 6, 2015  
Bonded Thru Budget Notary Services

Notary Public

Sign: [Signature]  
Print: Alexander Hall  
State of Florida at Large

My commission expires:

Signed, sealed and delivered  
in the presence of:

**LAGUNA AT RIVIERA DUNES IV  
CONDOMINIUM ASSOCIATION, INC.**

Sign: [Signature]  
Print: Forest Blanchard

By: [Signature]  
Charles Tanner, President

Sign: [Signature]  
Print: Linda Blanchard

By: [Signature]  
Daniel C. Delrose, Secretary

Sign: [Signature]  
Print: Andy Luck

Sign: [Signature]  
Print: Kelley A Lyons

[Corporate Seal]

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of February 2011, by Charles Tanner as President of LAGUNA AT RIVIERA DUNES IV CONDOMINIUM ASSOCIATION, INC., on behalf of the corporation. He/She is personally known to me or has produced \_\_\_\_\_ as identification.



ALEXANDER L. HALL  
MY COMMISSION # EE 052020  
EXPIRES: February 6, 2015  
Bonded Thru Budget Notary Services

Notary Public

Sign: [Signature]  
Print: Alexander Hall  
State of Florida at Large

My commission expires:

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of February, 2011, by Daniel Delrose as Secretary of LAGUNA AT RIVIERA DUNES IV CONDOMINIUM ASSOCIATION, INC., on behalf of the corporation. He/She is personally known to me or has produced \_\_\_\_\_ as identification.



ALEXANDER L. HALL  
MY COMMISSION # EE 052020  
EXPIRES: February 6, 2015  
Bonded Thru Budget Notary Services

Notary Public

Sign: [Signature]  
Print: Alexander Hall  
State of Florida at Large

My commission expires:

Prepared by and return to:  
Jeremy V. Anderson, Esquire  
Lobeck & Hanson, P.A.  
2033 Main Street, Suite 403  
Sarasota, Florida 34237  
(941) 955-5622 (Telephone)  
(941) 951-1469 (Facsimile)

## **PLAN OF MERGER**

**FIRST:** The following plan of merger is submitted in compliance with Section 617.1101 et seq., Florida Statutes, and in accordance with the laws of any other applicable jurisdiction for incorporation.

The name and jurisdiction of the **Surviving Corporation:**

<b><u>Name</u></b>	<b><u>Jurisdiction</u></b>	<b><u>Document Number</u></b>
<b>LAGUNA RIVIERA MASTER ASSOCIATION, INC.</b>	<b>Florida</b>	<b>N05000000158</b>

The Surviving Corporation shall henceforth be named:

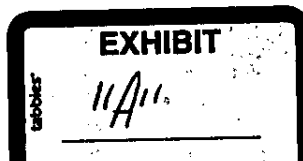
**LAGUNA RIVIERA CONDOMINIUM ASSOCIATION, INC.**

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

<b><u>Name</u></b>	<b><u>Jurisdiction</u></b>	<b><u>Document Number</u></b>
<b>LAGUNA AT RIVIERA DUNES I CONDOMINIUM ASSOCIATION, INC.</b>	<b>Florida</b>	<b>N05000000157</b>
<b>LAGUNA AT RIVIERA DUNES II CONDOMINIUM ASSOCIATION, INC.</b>	<b>Florida</b>	<b>N05000012466</b>
<b>LAGUNA AT RIVIERA DUNES III CONDOMINIUM ASSOCIATION, INC.</b>	<b>Florida</b>	<b>N06000010641</b>
<b>LAGUNA AT RIVIERA DUNES IV CONDOMINIUM ASSOCIATION, INC.</b>	<b>Florida</b>	<b>N06000012101</b>

**THIRD:** The **terms and conditions of the merger** are as follows:

All assets and liabilities of the merged corporations shall become the assets and liabilities of the surviving corporation; provided, however, that assets or liabilities attributable to any condominium operated by the Association both before and after the merger, including without limitation reserve funds or maintenance expenses, shall be budgeted and accounted separately for that condominium, as required by law.



**FOURTH:** A **statement of the changes** in the Declaration, Articles of Incorporation and Bylaws of the surviving corporation to be effected by the merger are attached hereto as Composite Exhibit "1", and incorporated herein.

**FIFTH:** **Other provisions** relating to the merger are as follows:

The merger shall be effective upon filing the Articles of Merger with the Florida Division of Corporations.

**AMENDMENTS**

**TO**

**ARTICLES OF INCORPORATION**

**OF**

**LAGUNA RIVIERA CONDOMINIUM MASTER ASSOCIATION, INC.**

*[Underlined text indicates new text. Stricken text indicates deleted text.]*

**ARTICLE I**

**NAME AND ADDRESS**

The name of the corporation shall be the LAGUNA RIVIERA CONDOMINIUM MASTER ASSOCIATION, INC. The principal address of the corporation 4200 West Cypress Street, Suite 444, Tampa, Florida 33607. For convenience, the corporation shall be referred to in this instrument as the "Master Association", these Articles of Incorporation as the "Articles", and the By-Laws of the Master Association as the "By-Laws".

**ARTICLE II**

**PURPOSES AND POWERS**

2.1 Objects and Purposes. The objects and purposes of the Master Association are those objects and purposes as are authorized by the Declaration of Master Association Covenants (the "Master Declaration") and as are authorized by the Declaration of Condominium for Laguna At Riviera Dunes I, A Condominium, Laguna At Riviera Dunes II, A Condominium, Laguna At Riviera Dunes III, A Condominium, and Laguna At Riviera Dunes IV, A Condominium, (collectively "the Condominium Declarations" or "the Condominiums") all of which are Restrictions for Laguna at Riviera Dunes II recorded (or to be recorded) in the Public Records of Manatee County, Florida, as hereafter amended and/or supplemented from time to time (the "Master Declaration"). The further objects and purposes of the Master Association are to preserve the values and amenities in The Properties, as same are defined in the Master Declaration, and to maintain the Common Areas thereof and any other portion of The Properties owned and/or maintained by the Master Association, for the benefit of the Members of the Master Association. In 2011, LAGUNA AT RIVIERA DUNES I CONDOMINIUM ASSOCIATION, INC.; LAGUNA AT RIVIERA DUNES II CONDOMINIUM ASSOCIATION, INC.; LAGUNA AT RIVIERA DUNES III CONDOMINIUM ASSOCIATION, INC.; and LAGUNA AT RIVIERA DUNES IV CONDOMINIUM ASSOCIATION, INC., (collectively "the Condominium Associations") were merged into LAGUNA RIVIERA MASTER ASSOCIATION, INC., with the with the surviving corporation being known as LAGUNA RIVIERA CONDOMINIUM ASSOCIATION, INC. No merger of any of the four (4) separate condominiums is intended to occur as a result of the merger of the five (5) associations.

2.3 The powers of the Master Association shall include and be governed by the following:

2.3.1. General. The Master Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles, the Condominium Declarations, the Master Declaration, or the By-laws.

2.3.2 Enumeration. The Master Association shall have the powers and duties set forth in subsection 2.3.1 above, except as limited by these Articles, the By-Laws, the Condominium Declarations and the Master Declaration, and all of the powers and duties reasonably necessary to operate the Master Association pursuant to the Master Declaration and the Condominium Declarations, and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to, the following:

(d) To purchase insurance upon the Common Areas and the common elements of the Condominiums and insurance for the protection of the Master Association, its officers, directors and Members.

(e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Common Areas, the common elements of the Condominiums, Lots and Units and for the health, comfort, safety and welfare of the Members.

(f) To enforce by legal means the provisions of the Master Declaration, the Condominium Declarations, these Articles, the By-Laws, and the Rules and Regulations for the use of the Common Areas, Lots and Units, subject, however, to the limitation regarding assessing Lots and Units owned by the Developer for fees and expenses relating in any way to claims or potential claims against the Developer as set forth in the Master Declaration and/or By-Laws.

(i) To maintain, repair, and replace as necessary the common elements of the Condominiums

(j) To operate, maintain and administer the Condominiums as more fully set forth in the Condominium Declarations.

## ARTICLE V

### BOARD OF DIRECTORS

Section 5.1. Management by Directors. The property, business and affairs of the Master Association shall be managed by a Board of Directors as described in the By-laws, which shall consist of not less than three (3) persons, but as many persons as the Board of Directors shall from time to time determine but which shall always be an odd number. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.