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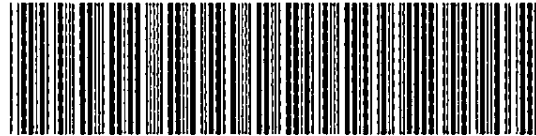
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17 SEP 20 AM 8:00
SECRETARY OF STATE
TELEPHONE DIVISION

Merger

SEP 21 2017

R. WHITE

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Southport Bay Master Homeowners' 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:

Sonia Bosinger

(Contact Person)

Arias Bosinger, PLLC

(Firm/Company)

1900 Hickory Street, Suite B

(Address)

Melbourne, Florida 32901

(City/State and Zip Code)

For further information concerning this matter, please call:

Sonia Bosinger

(Name of Contact Person)

At (321) 351-1899

(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

COVER LETTER

TO: Amendment Section
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SUBJECT: Southport Bay Master Homeowners' Association, Inc.

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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

August 31, 2017

SONIA BOSINGER
1900 HICKORY ST STE B
MELBOURNE, FL 32901

SUBJECT: SOUTHPORT BAY PHASE II HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: N06000008288

We have received your document for SOUTHPORT BAY PHASE II HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

All entities party to the merger must be active and current in filing the annual report in our records. The above referenced entity has been administratively dissolved for failure to file the annual report and must be reinstated before the document can be filed. You may file the reinstatement at www.sunbiz.org.

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) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 117A00018093

RECEIVED
17 SEP 20 AM 10:21
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF MERGER

(Not for Profit Corporations)

17 SEP 20 AM 8:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
Southport Bay Master Homeowners' Assn, Inc	Osceola County, FL	N05000005992

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Southport Bay Phase I Homeowners' Assn	Osceola County, FL	N05000002795
Southport Bay Phase II Homeowners' Assn	Osceola County, FL	N06000008288

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)

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 01/25/17.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
43 FOR 1 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)

Phase I

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on 01/25/17. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 35 FOR 1 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 _____

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 01/25/17.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
43 FOR 1 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)

Phase II

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on 02/27/08. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 27 FOR 0 AGAINST

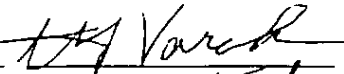
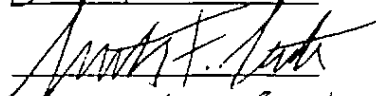
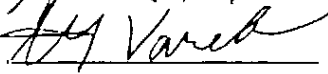
SECTION II

(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

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer.</u>	<u>Typed or Printed Name of Individual & Title</u>
Southport Bay Master Homeowners'		Alfredo Varela, President
Southport Bay Phase I Homeowners'		Justus Lester, Vice President
Southport Bay Phase II Homeowners'		Authorized signor -member vote Alfredo Varela

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

Southport Bay Master Homeowners' Association, Inc.

Osceola County, FL

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

Name

Jurisdiction

Southport Bay Phase I Homeowners' Association, Inc.

Osceola County, FL

Southport Bay Phase II Homeowners' Association, Inc.

Osceola County, FL

The terms and conditions of the merger are as follows:

See attached Plan of Merger

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

See attached

Other provisions relating to the merger are as follows:

See attached

THIS DOCUMENT PREPARED BY
AND RETURN TO:
Sonia A. Bosinger, Esq.
ARIAS BOSINGER, PLLC
605 E. Strawbridge Ave.
Melbourne, FL 32901

the space above this line is reserved for recording purposes

CERTIFICATE OF APPROVAL OF MERGER

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, as President and Secretary of SOUTHPORT BAY MASTER HOMEOWNERS' ASSOCIATION, INC. (hereinafter "Master Association"), as President and Secretary of SOUTHPORT BAY PHASE I HOMEOWNERS' ASSOCIATION, INC. (hereinafter "Phase I Association"), and as President and Secretary of SOUTHPORT BAY PHASE II HOMEOWNERS' ASSOCIATION, INC. (hereinafter "Phase II Association"), pursuant to the Florida Statutes and the Declaration of Conditions, Covenants, Easements, and Restrictions for Southport Bay Master Homeowners' Association, Inc., recorded in Official Records Book 2832, Page 1882, *et seq.* (hereinafter "Master Declaration"), Declaration of Conditions, Covenants, Easements, and Restrictions for Southport Bay Phase I, recorded in Official Records Book 2689, Page 1724, *et seq.* (hereinafter "Phase I Declaration"), Declaration of Conditions, Covenants, Easements, and Restrictions for Southport Bay Phase II, recorded in Official Records Book 3238, Page 152, *et seq.* (hereinafter "Phase II Declaration"), all of the Public Records of Osceola County, Florida, as amended and supplemented, hereby certify that the merger of the Master Association and Phase I Association, was duly adopted at a meeting of the members on the 25th day of January, 2017, after a reconvened meeting of November 29, 2016, and that the merger of the Master Association and Phase II Association, was duly adopted at a meeting of the members on the 27th day of February, 2008 (hereinafter the "Meetings").

Said merger was approved at the Meeting in accordance with the requirements the Master Declaration, Phase I Declaration, and Phase II Declaration by the affirmative vote of a majority of the vote of association members from each association. Proper notice was given for the Meetings pursuant to the By-Laws of each association and the Florida Statutes. The Notice of the Meetings stated the purpose, time, date and location of the Meeting.

IN WITNESS HEREOF, the Association has caused these presents to be executed in its name, this 25th day of January, 2017.

Signed, sealed and delivered
in the presence of:

[Signature]
(Sign - Witness 1)

MARK HILLS
(Print - Witness 1)

[Signature]
(Sign - Witness 2)

MARTIN THERLEY
(Print - Witness 2)

SOUTHPORT BAY MASTER
HOMEOWNERS' ASSOCIATION, INC.

By: [Signature]
(Sign)

ALFREDO VARELA
(Print)

President, Southport Bay Master
Homeowners' Association, Inc.

[Signature]
(Sign - Witness 1)

[Signature]
(Print - Witness 1)

[Signature]
(Sign - Witness 2)

[Signature]
(Print - Witness 2)

Attest:

[Signature]
(Sign)

[Signature]
(Print)

Secretary, Southport Bay Master
Homeowners' Association, Inc.

STATE OF FLORIDA
COUNTY OF OSCEOLA

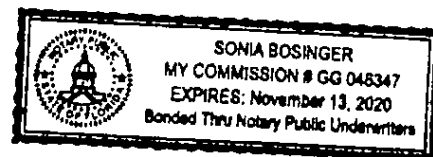
The foregoing was acknowledged before me this 25th day of January,
20 17, by ALFREDO VARELA, as President, and [Signature],
~~as Secretary~~ of SOUTHPORT BAY MASTER HOMEOWNERS' ASSOCIATION, INC., a
Florida not for profit corporation, on behalf of the corporation, who are personally known to me
or who have produced DL as identification.

NOTARY PUBLIC

[Signature] (Sign)

Sonia Bosinger (Print)

State of Florida, At Large
My Commission Expires:



Signed, sealed and delivered
in the presence of:

[Signature]
(Sign - Witness 1)
MARK HILLS
(Print - Witness 1)

[Signature]
(Sign - Witness 2)
MARTIN THORLEY
(Print - Witness 2)

[Signature]
(Sign - Witness 1)
[Signature]
(Print - Witness 1)
[Signature]
(Sign - Witness 2)
[Signature]
(Print - Witness 2)

SOUTHPORT BAY PHASE I
HOMEOWNERS' ASSOCIATION, INC.
By: [Signature]
(Sign)
JUSTUS F. LESTER
(Print)

Former President, Southport Bay Phase I
Homeowners' Association, Inc.

Attest:

[Signature]
(Sign)
[Signature]
(Print)
Former Secretary, Southport Bay Phase I
Homeowners' Association, Inc.

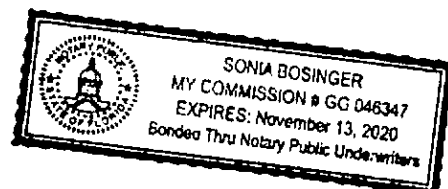
STATE OF FLORIDA
COUNTY OF OSCEOLA

The foregoing was acknowledged before me this 25th day of January,
20 17, by JUSTUS LESTER, as President, and [Signature],
~~as Secretary~~, of SOUTHPORT BAY PHASE I HOMEOWNERS' ASSOCIATION, INC., a
Florida not for profit corporation, on behalf of the corporation, who are personally known to me
or who have produced DL as identification.

NOTARY PUBLIC

[Signature] (Sign)
Sonia Bosinger (Print)

State of Florida, At Large
My Commission Expires:



Signed, sealed and delivered
in the presence of:

[Signature]
(Sign - Witness 1)
MARTIN THOLEY
(Print - Witness 1)

[Signature]
(Sign - Witness 2)
MARK HILLS
(Print - Witness 2)

[Signature]
(Sign - Witness 1)

[Signature]
(Print - Witness 1)

[Signature]
(Sign - Witness 2)

[Signature]
(Print - Witness 2)

Affest:

SOUTHPORT BAY PHASE II
HOMEOWNERS' ASSOCIATION, INC.

By: [Signature]
(Sign)
JUSTUS LESTER
(Print)

Former President, Southport Bay Phase II
Homeowners' Association, Inc.

[Signature]
(Sign)

[Signature]
(Print)

Former Secretary, Southport Bay Phase II
Homeowners' Association, Inc.

STATE OF FLORIDA
COUNTY OF OSCEOLA

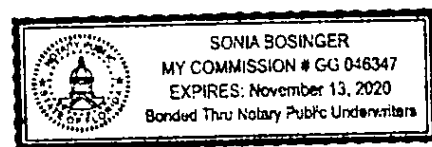
The foregoing was acknowledged before me this 25th day of JANUARY,
2017, by Justus Lester, as President, and [Signature],
~~as Secretary~~, of SOUTHPORT BAY PHASE II HOMEOWNERS' ASSOCIATION, INC., a
Florida not for profit corporation, on behalf of the corporation, who are personally known to me
or who have produced DL as identification.

NOTARY PUBLIC

[Signature] (Sign)

Sonia Bosinger (Print)

State of Florida, At Large
My Commission Expires:



THIS DOCUMENT PREPARED BY
AND RETURN TO:
Sonia A. Bosinger
ARIAS BOSINGER, PLLC
605 E. Strawbridge Ave.
Melbourne, FL 32901

ARTICLES OF MERGER
(Not for Profit Corporations)

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 SOUTHPORT BAY MASTER HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not for profit.

3. The Plan of Merger of the undersigned corporations was adopted under F.S. 617.1105.

4. The merger shall become effective as described in the Plan of Merger.

5. SOUTHPORT BAY PHASE I HOMEOWNERS' ASSOCIATION, INC. and SOUTHPORT BAY PHASE II HOMEOWNERS' ASSOCIATION, INC. (hereinafter "Dissolving Corporations") shall merge into SOUTHPORT BAY MASTER HOMEOWNERS' ASSOCIATION, INC. (hereinafter "Surviving Corporation"), and Surviving Corporation shall assume and be liable for all of the Dissolving Corporations' assets and liabilities.

5. The Articles of Incorporation of the Surviving Corporation are attached as Exhibit "B" to these Articles of Merger.

6. These Articles of Merger and the Exhibits hereto, including the Plan of Merger, were approved by a majority vote of the members of each undersigned corporation entitled to vote with respect thereto, either in person or by proxy at a meeting of the membership of each undersigned corporation. The number of votes cast by the members of each undersigned corporation was sufficient for approval of these Articles of Merger and the Plan of Merger.

Signed, sealed and delivered
in the presence of:

[Signature]
(Sign - Witness 1)
MARK HILLS
(Print - Witness 1)

[Signature]
(Sign - Witness 2)
MARTIN TROLEY
(Print - Witness 2)

SOUTHPORT BAY MASTER
HOMEOWNERS' ASSOCIATION, INC.

By: [Signature]
(Sign)
ALFREDO VARELA
(Print)

President, Southport Bay Master
Homeowners' Association, Inc.

[Signature] Attest:
(Sign - Witness 1)
[Signature]
(Print - Witness 1)
[Signature]
(Sign - Witness 2)
[Signature]
(Print - Witness 2)

[Signature]
(Sign)
[Signature]
(Print)
Secretary, Southport Bay Master
Homeowners' Association, Inc.

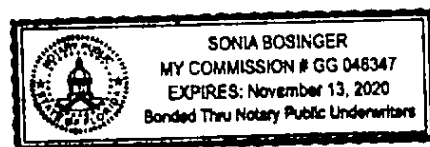
STATE OF FLORIDA
COUNTY OF OSCEOLA

The foregoing was acknowledged before me this 25th day of January,
20 17, by Alfredo Varela, as President, and [Signature]
~~as Secretary~~, of SOUTHPORT BAY MASTER HOMEOWNERS' ASSOCIATION, INC., a
Florida not for profit corporation, on behalf of the corporation, who are personally known to me
or who have produced DL as identification.

NOTARY PUBLIC

[Signature] (Sign)
Sonia Bosinger (Print)

State of Florida, At Large
My Commission Expires:



Signed, sealed and delivered
in the presence of:

[Signature]
(Sign - Witness 1)

MARIC HILLS
(Print - Witness 1)

[Signature]
(Sign - Witness 2)

MARTIN MORLEY
(Print - Witness 2)

SOUTHPORT BAY PHASE I
HOMEOWNERS' ASSOCIATION, INC.

By: [Signature]
(Sign)

JUSTUS F. LESTER
(Print)

Former President, Southport Bay Phase I
Homeowners' Association, Inc.

[Signature]
(Sign - Witness 1)

[Signature]
(Print - Witness 1)

[Signature]
(Sign - Witness 2)

[Signature]
(Print - Witness 2)

Attest: [Signature]
(Sign)

[Signature]
(Print)

Former Secretary, Southport Bay Phase I
Homeowners' Association, Inc.

STATE OF FLORIDA
COUNTY OF OSCEOLA

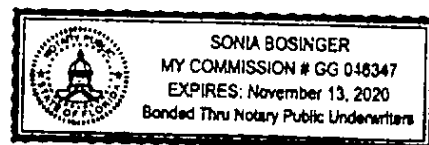
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~~as Secretary~~, of SOUTHPORT BAY PHASE I HOMEOWNERS' ASSOCIATION, INC., a
Florida not for profit corporation, on behalf of the corporation, who are personally known to me
or who have produced DL as identification.

NOTARY PUBLIC

[Signature] (Sign)

Sonia Bosinger (Print)

State of Florida, At Large
My Commission Expires:



Signed, sealed and delivered
in the presence of:

[Signature]
(Sign - Witness 1)
MARK HILLS
(Print - Witness 1)

[Signature]
(Sign - Witness 2)
MARTIN TROHNEY
(Print - Witness 2)

SOUTHPORT BAY PHASE II
HOMEOWNERS' ASSOCIATION, INC.

By: [Signature]
(Sign)
JUSTUS F. LESTER
(Print)

Former President, Southport Bay Phase II
Homeowners' Association, Inc.

[Signature]
(Sign - Witness 1)
[Signature]
(Print - Witness 1)
[Signature]
(Sign - Witness 2)
[Signature]
(Print - Witness 2)

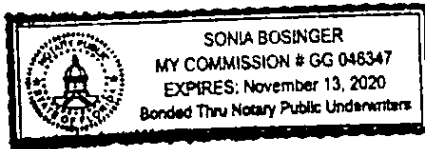
Attest: [Signature]
(Sign)
[Signature]
(Print)
Former Secretary, Southport Bay Phase II
Homeowners' Association, Inc.

STATE OF FLORIDA
COUNTY OF Osceola

The foregoing was acknowledged before me this 25th day of January,
2017, by Justus Lester, as President, and [Signature],
~~as Secretary~~, of SOUTHPORT BAY PHASE II HOMEOWNERS' ASSOCIATION, INC., a
Florida not for profit corporation, on behalf of the corporation, who are personally known to me
or who have produced Drivers license as identification.

NOTARY PUBLIC
[Signature] (Sign)
Sonia Bosinger (Print)

State of Florida, At Large
My Commission Expires:



THIS DOCUMENT PREPARED BY
AND RETURN TO:
Sonia A. Bosinger
ARIAS BOSINGER, PLLC
605 E. Strawbridge Ave.
Melbourne, FL 32901

PLAN OF MERGER
(EXHIBIT "A")

This Plan of Merger is by and between SOUTHPORT BAY MASTER HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not for profit (the "Surviving Corporation") and the following corporations (the "Dissolving Corporations"):

A. SOUTHPORT BAY PHASE I HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not for profit; and

B. SOUTHPORT BAY PHASE II HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not for profit.

The Surviving Corporation and the Dissolving Corporations sometimes are referred to collectively herein as the "Constituent Corporations."

1. Constituent Corporations. The Constituent Corporations are Florida corporations not for profit, organized on a nonstock basis. Surviving Corporation is in good standing with the Florida Department of State Division of Corporations, while Dissolving Corporations were both administratively dissolved on September 26, 2008. Southport Bay Phase I Homeowners' Association, Inc. was reinstated with the Florida Department of State Division of Corporations on September 28, 2016, and will be dissolved hereafter.

2. Residential Property. Heretofore a residential community known as "Southport Bay", including a master association known as "Southport Bay Master" and two residential sub-communities, known as "Southport Bay Phase I" and "Southport Bay Phase II," was formed by the recording of a Declaration of Conditions, Covenants, Easements, and Restrictions, and two separate Declarations of Covenants, Conditions, and Restrictions, one for each sub-community listed above, (both of which as may have been and may be amended from time to time) as follows:

a. Declaration of Conditions, Covenants, Easements, and Restrictions for Southport Bay Master Homeowners' Association, Inc., recorded on July 7, 2005, at O.R. Book 2832, Pages 1882 et seq., Public Records of Osceola County, Florida.

b. Declaration of Conditions, Covenants, Easements, and Restrictions for Southport Bay Phase I, recorded on January 27, 2005, at O.R. Book 2689, Pages 1724 et seq., Public Records of Osceola County, Florida.

c. Declaration of Conditions, Covenants, Easements, and Restrictions for

Southport Bay Phase II, recorded on August 4, 2006, at O.R. Book 3238, Pages 152 et seq., Public Records of Osceola County, Florida.

The Dissolving Corporations, respectively, are the homeowners associations that operate the above-referenced sub-communities. The sub-communities themselves, including the real property located therein, are not being merged. The Declarations of Covenants, Restrictions and Easements referenced in sub-items b and c above of the Dissolving Corporations, as amended from time to time, shall still be in force and effect after the Effective Date of the Merger. The Declaration of Conditions, Covenants, Easements, and Restrictions for Southport Bay Master Homeowners' Association, Inc., recorded on July 7, 2005, at O.R. Book 2832, Pages 1882 et seq., Public Records of Osceola County, Florida, as amended from time to time, and attached to the Articles of Merger as Exhibit "B" shall be the Declaration of Covenants, Restrictions and Easements governing the real property within the Southport Bay community.

3. Surviving Corporation. The Surviving Corporation shall become the homeowners association that operates the two above-referenced sub-communities with all of the rights, power, and privileges of the sub-communities.

4. Principal Office. The principal office of SOUTHPORT BAY MASTER HOMEOWNERS' ASSOCIATION, INC., the Surviving Corporation, shall remain at the following address: 811 MABBETTE STREET, KISSIMMEE, FL 34741.

5. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation attached to the Articles of Merger of the Surviving Corporation as Exhibit "C".

6. Bylaws. The Bylaws of the Surviving Corporation shall be the Bylaws attached to the Articles of Merger of the Surviving Corporation as Exhibit "D".

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. Ratification by Members. This Plan of Merger has been ratified and approved by the members of each of the Constituent Corporations as required by law. Execution of the Articles of Merger and this Plan of Merger by officers of each Constituent Corporation shall constitute a representation and certification that such ratification and approval has been obtained.

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 Secretary of State.

10. Effect of Merger. When the merger becomes effective, the separate existence of the Dissolving Corporations 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 Dissolving Corporations, including all

debts due on any and all accounts, shall in fact and effect 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 Dissolving Corporations 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. Any and all actions with regard to the interests of any kind set forth in this paragraph shall be as determined in the sole and unfettered discretion of the Board of Directors of the Surviving Corporation, except to the extent governed by Florida law or governing documents of the Surviving Corporation.

11. Execution. The Articles of Merger and this Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the Constituent Corporations have caused these presents to be signed by their respective officers duly authorized by the respective Boards of Directors and Members of each corporation.

[Remainder of page left intentionally blank.]

Signed, sealed and delivered
in the presence of:

[Signature]
(Sign - Witness 1)
MARK HILLS
(Print - Witness 1)

[Signature]
(Sign - Witness 2)
MARTIN TROLEY
(Print - Witness 2)

SOUTHPORT BAY MASTER
HOMEOWNERS' ASSOCIATION, INC.

By: [Signature]
(Sign)
ALFREDO VARELA
(Print)

President, Southport Bay Master
Homeowners' Association, Inc.

[Signature]
(Sign - Witness 1)
[Signature]
(Print - Witness 1)
[Signature]
(Sign - Witness 2)
[Signature]
(Print - Witness 2)

Attest:
[Signature]
(Sign)
[Signature]
(Print)
Secretary, Southport Bay Master
Homeowners' Association, Inc.

STATE OF FLORIDA
COUNTY OF OSCEOLA

The foregoing was acknowledged before me this 25th day of January,
20 17, by ALFREDO VARELA, as President, and [Signature],
~~as Secretary~~, of SOUTHPORT BAY MASTER HOMEOWNERS' ASSOCIATION, INC., a
Florida not for profit corporation, on behalf of the corporation, who are personally known to me or
who have produced DL as identification.

NOTARY PUBLIC
[Signature] (Sign)
Sonia Bosinger (Print)

State of Florida, At Large
My Commission Expires:

Signed, sealed and delivered
in the presence of:

[Signature]
(Sign - Witness 1)
MARK HILLS
(Print - Witness 1)

[Signature]
(Sign - Witness 2)
MARTIN TADORLEY
(Print - Witness 2)

[Signature]
(Sign - Witness 1)
[Signature]
(Print - Witness 1)
[Signature]
(Sign - Witness 2)
[Signature]
(Print - Witness 2)

SOUTHPORT BAY PHASE I
HOMEOWNERS' ASSOCIATION, INC.

By: [Signature]
(Sign)
JUSTUS F. LESTER
(Print)

Former President, Southport Bay Phase I
Homeowners' Association, Inc.

Attest:

[Signature]
(Sign)
[Signature]
(Print)
Former Secretary, Southport Bay Phase I
Homeowners' Association, Inc.

STATE OF FLORIDA
COUNTY OF OSCEOLA

The foregoing was acknowledged before me this 25th day of January,
2017, by Justus Lester, as President, and [Signature],
as Secretary, of SOUTHPORT BAY PHASE I HOMEOWNERS' ASSOCIATION, INC., a
Florida not for profit corporation, on behalf of the corporation, who are personally known to me or
who have produced DL as identification.

NOTARY PUBLIC

[Signature] (Sign)
Sonia Basinger (Print)

State of Florida, At Large
My Commission Expires:

Signed, sealed and delivered
in the presence of:

[Signature]
(Sign - Witness 1)

MARK HILLS
(Print - Witness 1)

[Signature]
(Sign - Witness 2)

MARTIN HORLEY
(Print - Witness 2)

[Signature]
(Sign - Witness 1)

[Signature]
(Print - Witness 1)

[Signature]
(Sign - Witness 2)

[Signature]
(Print - Witness 2)

SOUTHPORT BAY PHASE II
HOMEOWNERS' ASSOCIATION, INC.

By: [Signature]
(Sign)

JUSTUS F. LESTER
(Print)

President, Southport Bay Phase II
Homeowners' Association, Inc.

Attest:

[Signature]
(Sign)

[Signature]
(Print)

Secretary, Southport Bay Phase II
Homeowners' Association, Inc.

STATE OF FLORIDA
COUNTY OF Osceola

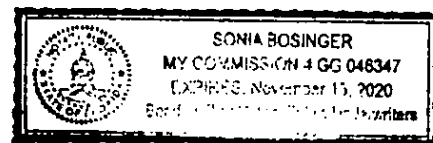
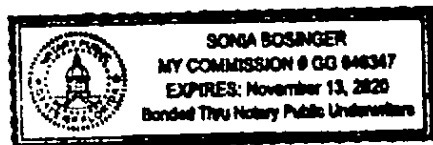
The foregoing was acknowledged before me this 25th day of January,
2017, by Justus Lester, as President, and [Signature],
as ~~Secretary~~, of SOUTHPORT BAY PHASE II HOMEOWNERS' ASSOCIATION, INC., a
Florida not for profit corporation, on behalf of the corporation, who are personally known to me or
who have produced DL as identification.

NOTARY PUBLIC

[Signature] (Sign)

Sonia Bosinger (Print)

State of Florida, At Large
My Commission Expires:



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2005 JUN -9 AM
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION****OF****SOUTHPORT BAY MASTER HOMEOWNERS' ASSOCIATION, INC., a Florida
corporation not for profit**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, all residents of the State of Florida and all of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I.
NAME OF CORPORATION

The name of the corporation is SOUTHPORT BAY MASTER HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not for profit (hereinafter called the "Association").

ARTICLE II.
PRINCIPAL OFFICE AND MAILING ADDRESS OF THE ASSOCIATION

The principal office and mailing address of the Association is located at 1105 Kensington Park Drive, Altamonte Springs, Florida, 32714.

ARTICLE III.
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 215 North Eola Drive, Orlando, Florida, 32801, and the name of the initial registered agent at that address is William A. Beckett, Esquire.

ARTICLE IV.
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed is to make payment for maintenance and preservation of all Common Area infrastructure, including retention areas, if any, within that certain tract of property described in Exhibit "A" to these Articles of Incorporation, and any additional property that may be annexed and/or included in accordance with these Articles and the Declaration, as hereinafter defined, and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for such purposes and to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Conditions, Covenants, Easements, and Restrictions for Southport Bay Master Homeowners' Association, Inc. (hereinafter called the "Declaration"), applicable to the Property and recorded or to be in the

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Exhibit "B"

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Public Records of Osceola County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Declaration; pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Make payment for maintenance and improvements of Common Area infrastructure within the property described in Exhibit "A" to these Articles of Incorporation;

(d) Borrow money, and with the assent of a majority the total cumulative votes of both classes of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of a majority of the total cumulative votes of both classes of members;

(f) Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE V. MEMBERSHIP

Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot shall be a Member of the Association. Notwithstanding anything else to the contrary set forth in this Section 3.1, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member of the Association. Membership in the Association shall be appurtenant to each Lot and may not be separated from ownership of said Lot. The record title holder to each Lot shall automatically become a Member of the Association and shall be assured of all rights and privileges thereof upon presentation of a photo statically or otherwise reproduced copy of said Owner's deed to the Association Secretary for placement in the records of the Association. To the extent that said deed shall pass title to a new Lot Owner from an existing Lot Owner, membership in the Association shall be transferred from the existing Lot Owner to the new Lot Owner. In no event shall any mortgagee or other party holding any type of security interest in a Lot or the Residence constructed thereon be a Member of the Association unless and until any of said parties obtain or receive fee simple title to such Lot or Proposed Lot.

ARTICLE VI. VOTING RIGHTS

The Association shall have two classes of voting membership

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Class A. Class A Membership shall be all Owners of Lots. Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, but the vote for such Lot shall be exercised only by that one person who is Entitled To Vote. In no event shall more than one vote be cast with respect to any such Lot.

Class B. The Class B Member shall be the Declarant. The Class B Member shall be entitled to nine (9) votes for each Lot owned by the Class B Member. Notwithstanding the foregoing, Greater and Arnco acknowledge and agree that control and decision-making of the Association shall be shared on a 50/50 basis. The Class B membership shall cease and terminate (i) at such time as ninety percent (90%) of the maximum number of Residences allowed for the Property have been conveyed to Class A Members, or (ii) sooner if required by the provisions of Chapter 617, Florida Statutes, or at the election of the Declarant, whereupon the Class A Members shall be obligated to elect the Board of Directors and assume control of the Association. Upon termination of the Class B membership as provided for herein, the Class B membership shall convert to Class A membership with voting strength as set forth above for Class A membership.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed initially by a Board of three (3) Directors who shall serve until the organizational meeting and thereafter by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

NAMEADDRESS

Charles W. Gregg

1105 Kensington Park Drive
Altamonte Springs, FL 32714

Hampton P. Conley

1105 Kensington Park Drive
Altamonte Springs, FL 32714

George Arnold

P.O. Box 450037
Kissimmee, Florida 34741

At the first annual meeting, the members shall elect three (3) Directors for a term of one (1) year. At each annual meeting thereafter the members shall elect three (3) Directors for a term of one (1) year.

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ARTICLE VIII
INITIAL OFFICERS

The affairs of the Association shall be managed by a President, Vice-President, and Secretary and Treasurer, and such other officers as are permitted in the Bylaws. The names and addresses of those persons who shall act as officers of the corporation until the election of their successors are:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Charles W. Gregg	1105 Kensington Park Drive Altamonte Springs, FL 32714
Vice-President	George Arnold	P.O. Box 450037 Kissimmee, Florida 34741
Secretary	Hampton P. Conley	1105 Kensington Park Drive Altamonte Springs, FL 32714
Treasurer	Simon Snyder	1105 Kensington Park Drive Altamonte Springs, FL 32714

The above-named officers shall serve until the first and organizational meeting of the Board of Directors of the corporation. The officers shall be elected by the Directors at the first meeting of the Board of Directors and shall hold office for a one (1) year period from the date of their election.

ARTICLE IX
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by members holding a majority of the total cumulative votes of both classes of members. In the event of a permanent dissolution of the Association, (i) all assets of the Association shall be conveyed to a non-profit organization with similar purposes, or (ii) all Association assets may be dedicated to Osceola County, Florida or any applicable municipal or other governmental authority. Said successor non-profit organization or governmental entity shall provide for the continued maintenance and upkeep of the Common Area and such other property as may be contemplated the Declaration. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to court approval upon dissolution pursuant to Chapter 617, Florida Statutes.

ARTICLE X
DURATION

The Corporation shall exist perpetually.

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ARTICLE XI
AMENDMENTS

Amendment of these Articles shall require the assent of a majority of the total cumulative votes of both classes of members entitled to vote thereon, in the manner as set forth under Chapter 617, Florida Statutes. A majority of each class shall not be required, so long as a majority of the cumulative total of votes of the two classes combined is satisfied. Amendment of these Articles may be proposed by the Board of Directors and shall be voted on at a Special Meeting of the Membership duly called for that purpose, or at an annual meeting of the Membership.

ARTICLE XII
BYLAWS

The Bylaws of this corporation shall be adopted by the Board of Directors and may be altered, amended, or rescinded by a majority vote of the total cumulative votes of both classes of members entitled to vote thereon in person or by proxy. A majority of each class shall not be required, so long as a majority of the cumulative total of votes of the two classes combined is satisfied.

ARTICLE XIII
SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is as follows:

William A. Beckett, Esquire
Lowndes, Drosdick, Doster, Kantor & Reed
215 North Eola Drive
Orlando, Florida 32801

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, I, the undersigned, as subscriber and incorporator of this Association, have executed these Articles of Incorporation this 6th day of June, 2005.


William A. Beckett

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of SOUTHPORT BAY MASTER HOMEOWNERS' ASSOCIATION, INC.


William A. Beckett

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Exhibit "A"

SOUTHPORT BAY

Lots 1 through 65, and Tract F, SOUTHPORT BAY, according to the plat thereof as recorded in Plat Book 17, Pages 25 and 26, of the Public Records of Osceola County, Florida