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(FAX)

P.001/004

11/20/2018

Division of Corporations

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**MERGER OR SHARE EXCHANGE  
MARINA BAY OF FORT MYERS HOMEOWNERS ASSOCIATION,  
INC**

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

NOV 21 2018

**S. YOUNG**

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**ARTICLES OF MERGER**

The following Articles of Merger are being submitted in accordance with Sections 617.1101 and 617.1105, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Botanica South Homeowners Association, Inc.</u> <u>1600 Sawgrass Corporate Parkway, Suite 400</u> <u>Sunrise, Florida 33323</u>	Florida	Corp. non-profit

Florida Document/Registration Number: N18000012186

FEI Number: None

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Marina Bay of Fort Myers Homeowners Association, Inc.</u> <u>1600 Sawgrass Corporate Parkway, Suite 400</u> <u>Sunrise, Florida 33323</u>	Florida	Corp. non-profit

Florida Document/Registration Number: N06000000149

FEI Number: 20-4091089

**THIRD:** Botanica South Homeowners Association, Inc. ("Botanica South HOA") shall, pursuant to the provisions of the Section 617.1105, Florida Statutes, be merged with and into Marina Bay of Fort Myers Homeowners Association, Inc. ("Marina Bay HOA"), which shall continue to exist pursuant to the laws of the State of Florida.

**FOURTH:** A Plan of Merger, approved and adopted by both the Homeowners Association and the Owners Association, is attached hereto.

**FIFTH:** The attached Plan of Merger meets the requirements of Section 617.1101, Florida Statutes, and was approved by both Botanica South HOA and Marina Bay HOA (being all of the non-profit corporations which are parties to the merger) in accordance with Chapter 617, Florida Statutes.

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**SIXTH:** The merger shall become effective on the date ("Effective Date") on which the Articles of Merger have been filed with the Department of State of the State of Florida. Upon the Effective Date, the existence of Homeowners Association shall cease and Owners Association shall be the surviving party.

**SEVENTH:** Approval of the Members of Botanica South HOA to the Plan of Merger is not required.

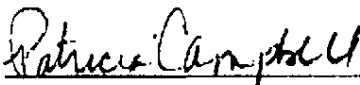
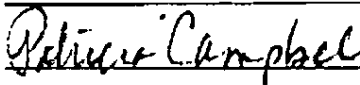
**EIGHTH:** Approval of the Members of Marina Bay HOA to the Plan of Merger is not required.

**NINTH:** On November 19, 2018, the Board of Directors of Botanica South HOA, consisting of three (3) directors, voted for, approved and adopted the Plan of Merger.

**TENTH:** On November 19, 2018, the Board of Directors of Marina Bay HOA, consisting of three (3) directors, voted for, approved and adopted the Plan of Merger.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

*(Note: Please see instructions for required signatures)*

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed/Printed Name of Individual</u>
Botanica South Homeowners Association, Inc.		Patricia Campbell, Vice President
Marina Bay of Fort Myers Homeowners Association, Inc.		Patricia Campbell, Vice President

*(Attach additional sheet(s) if necessary)*

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**PLAN OF MERGER**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 617.1101, Florida Statutes, and is being submitted in accordance with Sections 617.1101 and 617.1105, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Botanica South Homeowners Association, Inc.	Florida

**SECOND:** The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Marina Bay of Fort Myers Homeowners Association, Inc.	Florida

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

Botanica South Homeowners Association, Inc. ("Botanica South HOA") shall, pursuant to the provisions of Chapter 617, Florida Statutes, be merged with and into Marina Bay of Fort Myers Homeowners Association, Inc. ("Marina Bay HOA"), which shall continue to exist pursuant to the laws of the State of Florida.

**FOURTH:** The merger shall become effective on the date ("Effective Date") on which the Articles of Merger have been filed with the Department of State of the State of Florida. Upon the Effective Date, the existence of Botanica South HOA shall cease and Marina Bay HOA shall be the surviving party.

**FIFTH:** No changes to the Articles of Incorporation of Marina Bay HOA have been effected as a result of the Plan of Merger.

**SIXTH:** Other provisions, if any, relating to the merger:

Botanica South HOA, acting through its officers, is authorized and directed to enter into such agreements, instruments, and documents, and to take such other actions as they deem appropriate to cause the transfer of Botanica South HOA's assets to Marina Bay HOA (or to any assignee of Marina Bay HOA, as contemplated by this Plan), including, without limitation, any representations, warranties or other contractual assurances they deem appropriate under the circumstances.

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