

Division of Corporations

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MERGER OR SHARE EXCHANGE**Del Webb Naples Community Association, Inc.**

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Del Webb Naples Community Association, Inc.
Name of Surviving Party

Please return all correspondence concerning this matter to:

Steven M. Falk, Esq.

Contact Person

Roetzel & Andress, LPA

Firm/Company

850 Park Shore Drive, Suite 300

Address

Naples, FL 34103

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Steven M. Falk, Esq.

Name of Contact Person

at (239)

649-6200
Area Code and Daytime Telephone Number

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STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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ARTICLES OF MERGER OF

PLYMOUTH PLACE NEIGHBORHOOD ASSOCIATION, INC., CONSTITUTION STREET
NEIGHBORHOOD ASSOCIATION, INC. AND DECLARATION COURT NEIGHBORHOOD
ASSOCIATION, INC.

Florida Not-For-Profit Corporations,

into/with

DEL WEBB NAPLES COMMUNITY ASSOCIATION, INC.,
a Florida Not-For-Profit Corporation,

ARTICLES OF MERGER between PLYMOUTH PLACE NEIGHBORHOOD
ASSOCIATION, INC., CONSTITUTION STREET NEIGHBORHOOD ASSOCIATION, INC.
AND DECLARATION COURT NEIGHBORHOOD ASSOCIATION, INC., all Florida Not-for-
Profit corporations ("Merging Corporations") and DEL WEBB NAPLES COMMUNITY
ASSOCIATION, INC., a Florida Not-for-Profit corporation ("Surviving Corporation").

Pursuant to s. 617.1105 of the Florida Not-for-Profit Corporation Act (the "Act")
PLYMOUTH PLACE NEIGHBORHOOD ASSOCIATION, INC., CONSTITUTION STREET
NEIGHBORHOOD ASSOCIATION, INC. AND DECLARATION COURT NEIGHBORHOOD
ASSOCIATION, INC., and DEL WEBB NAPLES COMMUNITY ASSOCIATION, INC., adopt
the following Articles of Merger.

1. The Plan of Merger dated August 26, 2010 ("Plans of Merger") which Plan of
Merger was approved and adopted by sufficient votes of the respective membership of the Merging
Corporations and the Surviving Corporation, as follows:

Del Webb Naples Community Association, Inc. (Surviving Corporation)

Date of Members' Meeting at Which Plan of Merger was Approved October 6, 2010

Number of Votes In Favor of Plans of Merger 94

Number of Votes In Opposition to Plans of Merger 2

Plymouth Place Neighborhood Association, Inc. (Merging Corporation)

Date of Members' Meeting at Which Plan of Merger was Approved October 6, 2010

Number of Votes In Favor of Plan of Merger 26

Number of Votes In Opposition to Plan of Merger 2

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Constitution Street Neighborhood Association, Inc. (Merging Corporation)

Date of Members' Meeting at Which Plan of Merger was Approved October 6, 2010

Number of Votes In Favor of Plan of Merger 21

Number of Votes In Opposition to Plan of Merger 0

Declaration Court Neighborhood Association, Inc. (Merging Corporation)

Date of Members' Meeting at Which Plan of Merger was Approved October 6, 2010

Number of Votes In Favor of Plan of Merger 18


Number of Votes In Opposition to Plan of Merger 0

2. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth herein.


3. Pursuant to s. 617.1105(4) of the Act, the date and time of the effectiveness of the Merger shall be January 1, 2011.

IN WITNESS WHEREOF, the parties have set their hands this 6 day of OCTOBER 2010.

DEL WEBB NAPLES COMMUNITY
ASSOCIATION, INC. (SEAL)


By: 
Scott Brooks
Its: President

PLYMOUTH PLACE NEIGHBORHOOD
ASSOCIATION, INC. (SEAL)


By: 
Scott Brooks
Its: President

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CONSTITUTION STREET NEIGHBORHOOD
ASSOCIATION, INC. (SEAL)

By: 
Scott Brooks
Its: President

DECLARATION COURT NEIGHBORHOOD
ASSOCIATION, INC. (SEAL)

By: 
Scott Brooks
Its: President

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EXHIBIT "A"

PLAN OF MERGER

August 26, 2010

Merger between Del Webb Naples Community Association, Inc. which shall be known as the "Surviving Corporation" and Constitution Street Neighborhood Association, Inc., Plymouth Place Neighborhood Association, Inc., and Declaration Court Neighborhood Association, Inc. which shall collectively be known as the "Merging Corporations". The Surviving Corporation and the Merging Corporations are collectively known as the "Constituent Corporations". This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Section 617.1101 et seq. of the Florida Not-for-Profit Corporation Act (the "Act"). Pursuant to this Plan of Merger, the Surviving Corporation shall be Del Webb Naples Community Association, Inc.

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, as in effect immediately before the Effective Date (January 1, 2011), shall be the Articles of Incorporation of the Surviving Corporation until further amended as provided by law. The changes to Surviving Corporation's Articles of Incorporation, if any, shall take effect on the Effective Date.

2. Effect of Merger. On the Effective Date, the separate existence of each Merging Corporation shall cease, and Surviving Corporation shall be fully vested in each Merging Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 617.1106 of the Act.

3. Supplemental Action. If at any time after the Effective Date, Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or each Merging Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

4. Filing with the Florida Department of State and Effective Date. Upon receiving the requisite approvals from the membership and Boards of Directors of Surviving Corporation and each Merging Corporation for this Plan of Merger, each Merging Corporation and Surviving Corporation shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger and this Plan of Merger shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Department of State. In accordance with Section 617.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be January 1, 2011.