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(Requestor's Name)

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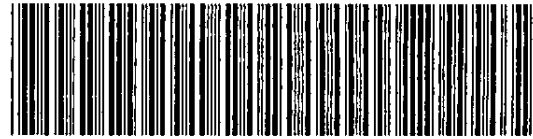
(Business Entity Name)

(Document Number)

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2011 MAR -2 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

*AR*  
*3/4/11*



**SAMOUCE, MURRELL & GAL, P.A.**  
www.smglawfirm.com

5405 Park Central Court  
Naples, Florida 34109

Robert C. Samouce  
Robert E. Murrell  
Alfred E. Gal, Jr.

Telephone (239) 596-9522  
Facsimile (239) 596-9523

February 24, 2011

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

**Re: Merger Documents for**  
**Boca Lago at Vivante Neighborhood Association, Inc.**  
**Boca Lago at Vivante I Condominium Association, Inc.**  
**Boca Lago at Vivante II Condominium Association, Inc.**  
**Boca Lago at Vivante III Condominium Association, Inc.**  
**Boca Lago at Vivante IV Condominium Association, Inc.**  
**Boca Lago at Vivante V Condominium Association, Inc.**  
**Boca Lago at Vivante VI Condominium Association, Inc.**  
**Bella Lago at Vivante Neighborhood Association, Inc.**  
**Bella Lago at Vivante XVII Condominium Association, Inc.**  
**Bella Lago at Vivante XVIII Condominium Association, Inc.**  
**Bella Lago at Vivante XIX Condominium Association, Inc.**  
**Bella Lago at Vivante XX Condominium Association, Inc.**  
**Bella Lago at Vivante XXI Condominium Association, Inc.**  
**Bella Lago at Vivante XXII Condominium Association, Inc.**  
**Palm Isles Condominium No. 1 Association, Inc.**

Sir/Madam:

Enclosed please find the original and one (1) copy of the above referenced document to be filed with your office. Please return a certified copy to our office at your earliest convenience. Also enclosed is a check in the amount of \$533.75 for filing fees (\$35 per Association plus \$8.75 for a certified copy to be returned to our office).

Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script that reads "Teresa Murrell".

Teresa Murrell  
For the Firm

Enclosures

FILED

ARTICLES OF MERGER

2011 MAR -2 PM 2:59

Article 1. The undersigned corporations, all validly and legally formed and in good standing as Florida corporations not for profit, have adopted a Plan of Merger, which is attached hereto as Exhibit "A". The Plan of Merger was adopted pursuant to Sections 617.1101 and 617.1103, Florida Statutes.

Article 2. Under the Plan of Merger, the surviving corporation will be Vivante at Punta Gorda Condominium Association, Inc., a Florida corporation not for profit.

Article 3. The Plan of Merger shall become effective as and when provided therein.

Article 4. At the same time, the Articles of Incorporation of the Surviving Corporation are amended and restated in their entirety, pursuant to Section 617.1007 Florida Statutes. The Amended and Restated Articles of Incorporation are attached hereto as Exhibit "B".

Article 5. The name of the Surviving Corporation is changed to Vivante at Punta Gorda Condominium Association, Inc., a Florida corporation not for profit.

Article 6. The undersigned certifies that these Articles of Merger and the Exhibits hereto, were adopted and approved by at least a majority of the members of each corporation entitled to vote with respect thereto at a meeting of the members held on November 18, 2010, which was sufficient for approval.

Date 11/18/10

BOCA LAGO AT VIVANTE  
NEIGHBORHOOD ASSOCIATION, INC.

By: Charles Cheek, President

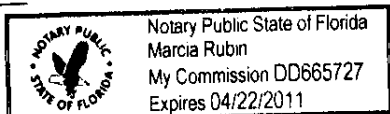
Attest:

Patricia A. Rice  
Secretary

(CORPORATE SEAL)

STATE OF Florida  
COUNTY OF Charlotte

This instrument was executed before me this 18 day of November, 2010, by Charles Cheek, as President of **BOCA LAGO AT VIVANTE NEIGHBORHOOD ASSOCIATION, INC.**, a Florida corporation not for profit, on behalf of the corporation. He/She personally known to me or did produce \_\_\_\_\_ as identification.



(NOTARIAL SEAL)

Marcia Rubin  
Signature of Notary  
Marcia Rubin  
Printed name of Notary

For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

Date 1/4/11

**BOCA LAGO AT VIVANTE I  
CONDOMINIUM ASSOCIATION, INC.,**  
a Florida corporation not for profit

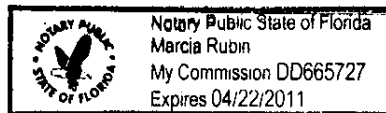
By: Patricia A. Rice

\_\_\_\_\_, *President*

Attest:

*[Signature]*  
*Secretary*

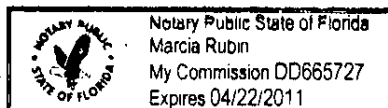
(CORPORATE SEAL)



STATE OF Florida  
COUNTY OF Charlotte

The foregoing instrument was executed before me this 4<sup>th</sup> day of January, ~~2010~~ <sup>2011</sup>,  
by Patricia Rice, as President of **BOCA LAGO AT VIVANTE I  
CONDOMINIUM ASSOCIATION, INC.,** a Florida corporation, on behalf of the corporation. He/She is  
personally known to me or did produce  
as identification.

(NOTARIAL SEAL)



*Marcia Rubin*  
*Notary Public Signature*  
Marcia Rubin  
*Printed name of Notary*

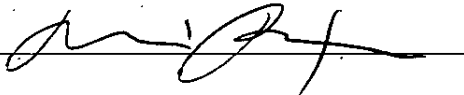
For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

Date

1/10-'11

**BOCA LAGO AT VIVANTE II  
CONDOMINIUM ASSOCIATION, INC.,**  
a Florida corporation not for profit

By:



\_\_\_\_\_, President

Attest:


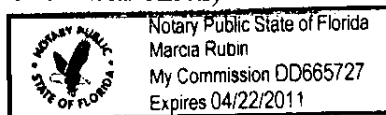
  
\_\_\_\_\_  
Secretary

(CORPORATE SEAL)

STATE OF Florida  
COUNTY OF Charlotte

The foregoing instrument was executed before me this 4 day of January, 2011,  
by Robert Boyer, as President of **BOCA LAGO AT VIVANTE II  
CONDOMINIUM ASSOCIATION, INC.,** a Florida corporation, on behalf of the corporation. He/She is  
~~personally known to me~~ or did produce \_\_\_\_\_  
as identification.

(NOTARIAL SEAL)

  
\_\_\_\_\_  
Notary Public Signature  
Marcia Rubin  
\_\_\_\_\_  
Printed name of Notary

For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

Date 1/13/11

**BOCA LAGO AT VIVANTE III  
CONDOMINIUM ASSOCIATION, INC.,**  
a Florida corporation not for profit

By: Thomas P. Dominic  
THOMAS P. DOMINIC, President

Attest:

Margaret A. Varga  
Secretary

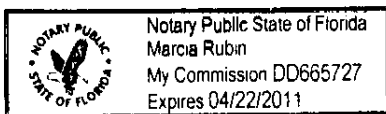
(CORPORATE SEAL)

STATE OF Florida  
COUNTY OF Charlotte

The foregoing instrument was executed before me this 13 day of January, 2011,  
by Thomas Dominic, as President of **BOCA LAGO AT VIVANTE III  
CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation, on behalf of the corporation. He/She is  
~~personally known~~ to me or did produce \_\_\_\_\_  
as identification.

(NOTARIAL SEAL)

Marcia Rubin  
Notary Public Signature  
Marcia Rubin  
Printed name of Notary



For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

Date 1/5/11

**BOCA LAGO AT VIVANTE IV  
CONDOMINIUM ASSOCIATION, INC.,**  
a Florida corporation not for profit

By: [Signature]

\_\_\_\_\_, President

Attest:

[Signature]

\_\_\_\_\_  
Secretary

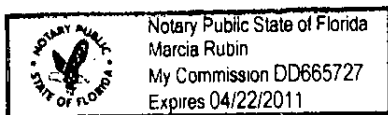
(CORPORATE SEAL)

STATE OF Florida  
COUNTY OF Charlotte

The foregoing instrument was executed before me this 5 day of January, 2011,  
by Bruce Jacobson, as President of **BOCA LAGO AT VIVANTE IV  
CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation, on behalf of the corporation. He/She is  
personally known to me or did produce \_\_\_\_\_  
as identification.

(NOTARIAL SEAL)

[Signature]  
Notary Public Signature  
Marcia Rubin  
Printed name of Notary



For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

Date 1/13/2011

**BOCA LAGO AT VIVANTE V  
CONDOMINIUM ASSOCIATION, INC.,**  
a Florida corporation not for profit

By: [Signature]  
Dale Schmitt, President

Attest:

[Signature]  
Secretary

(CORPORATE SEAL)

STATE OF Ohio  
COUNTY OF Cuyahoga

The foregoing instrument was executed before me this 13 day of January, 2011,  
by Dale Schmitt, as President of **BOCA LAGO AT VIVANTE V  
CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation, on behalf of the corporation. He/She is  
personally known to me or did produce Ohio Drivers License  
as identification.

(NOTARIAL SEAL)

[Signature]  
Notary Public Signature  
Kathleen Kovach  
Printed name of Notary



KATHLEEN A. KOVACH  
Notary Public  
State of Ohio  
My Commission Exp.  
Oct. 18, 2011

Cambridge Property  
Management

JAN 19 2011



For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

Date 11/7/11

**BOCA LAGO AT VIVANTE VI  
CONDOMINIUM ASSOCIATION, INC.,**  
a Florida corporation not for profit

By: [Signature]

\_\_\_\_\_, President

Attest:

[Signature]

\_\_\_\_\_  
Secretary

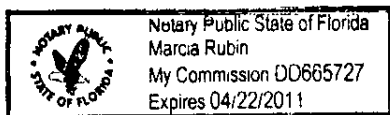
(CORPORATE SEAL)

STATE OF Florida  
COUNTY OF Charlotte

The foregoing instrument was executed before me this 7 day of January, 2011,  
by Michael Garber, as President of **BOCA LAGO AT VIVANTE VI  
CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation, on behalf of the corporation. He/She is  
personally known to me or did produce \_\_\_\_\_  
as identification.

(NOTARIAL SEAL)

[Signature]  
Notary Public Signature  
Marcia Rubin  
Printed name of Notary



For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

Date January 7, 2011

**BELLA LAGO AT VIVANTE  
NEIGHBORHOOD ASSOCIATION, INC.,**  
a Florida corporation not for profit

By: Steve Nelson  
Steve Nelson, President

Attest:

[Signature]  
Secretary

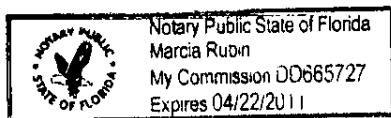
(CORPORATE SEAL)

STATE OF Florida  
COUNTY OF Charlotte

The foregoing instrument was executed before me this 7 day of January, 2011,  
by Steve Nelson, as President of **BELLA LAGO AT VIVANTE  
NEIGHBORHOOD ASSOCIATION, INC.**, a Florida corporation, on behalf of the corporation. He/She  
is personally known to me or did produce \_\_\_\_\_  
as identification.

(NOTARIAL SEAL)

Marcia Rubin  
Notary Public Signature  
Marcia Rubin  
Printed name of Notary



For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

Date 1-6-2011

**BELLA LAGO AT VIVANTE XVII  
CONDOMINIUM ASSOCIATION, INC.,**  
a Florida corporation not for profit

By: [Signature]  
ROBERT HEAD, President

Attest:

Cheryl A. Temple  
Secretary

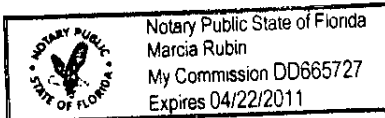
(CORPORATE SEAL)

STATE OF Florida  
COUNTY OF Charlotte

The foregoing instrument was executed before me this 6 day of January, 2011,  
by Robert Head, as President of **BELLA LAGO AT VIVANTE XVII  
CONDOMINIUM ASSOCIATION, INC.,** a Florida corporation, on behalf of the corporation. He/She is  
personally known to me or did produce \_\_\_\_\_  
as identification.

(NOTARIAL SEAL)

[Signature]  
Notary Public Signature  
Marcia Rubin  
Printed name of Notary



For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

Date 1/7/11

**BELLA LAGO AT VIVANTE XVIII  
CONDOMINIUM ASSOCIATION, INC.,**  
a Florida corporation not for profit

By: [Signature]

\_\_\_\_\_, President

Attest: [Signature]  
\_\_\_\_\_  
Secretary

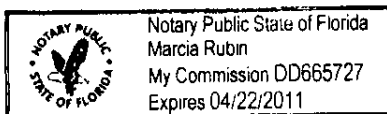
(CORPORATE SEAL)

STATE OF Florida  
COUNTY OF Charlotte

The foregoing instrument was executed before me this 7 day of January, <sup>2011</sup>~~2010~~,  
by Holly Larson, as President of **BELLA LAGO AT VIVANTE XVIII  
CONDOMINIUM ASSOCIATION, INC.,** a Florida corporation, on behalf of the corporation. He/She is  
personally known to me or did produce  
as identification.

(NOTARIAL SEAL)

[Signature]  
Notary Public Signature  
Marcia Rubin  
Printed name of Notary



Date January 4, 2011

By:

*President*

Attest:



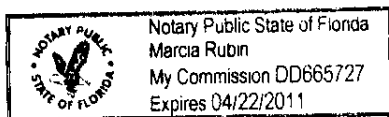
Secretary

STATE OF Florida  
COUNTY OF Charlotte

The foregoing instrument was executed before me this 4 day of January, 2011, by Mark Deskins, as President of **BELLA LAGO AT VIVANTE XIX CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation, on behalf of the corporation. He/She is personally known to me or did produce \_\_\_\_\_ as identification.

(NOTARIAL SEAL)

Marcia Rubin  
Notary Public Signature  
Marcia Rubin  
Printed name of Notary



For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

Date 1/10/11

**BELLA LAGO AT VIVANTE XX  
CONDOMINIUM ASSOCIATION, INC.,**  
a Florida corporation not for profit

By: [Signature]  
William W. Dick, President

Attest:  
[Signature]  
Secretary

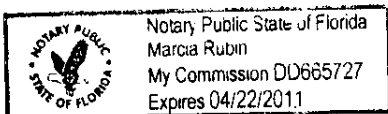
(CORPORATE SEAL)

STATE OF Florida  
COUNTY OF Charlotte

The foregoing instrument was executed before me this 10 day of January, 2011,  
by William Dick, as President of **BELLA LAGO AT VIVANTE XX  
CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation, on behalf of the corporation. He/She is  
personally known to me or did produce \_\_\_\_\_  
as identification.

(NOTARIAL SEAL)

[Signature]  
Notary Public Signature  
Marcia Rubin  
Printed name of Notary



For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

Date Jan 13, 2011

BELLA LAGO AT VIVANTE XXI  
CONDOMINIUM ASSOCIATION, INC.,  
a Florida corporation not for profit

By: Steve Nelson  
Steve Nelson, President

Attest:

Elizabeth Skell  
Secretary

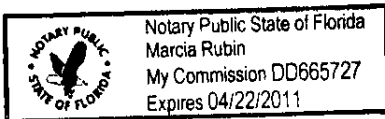
(CORPORATE SEAL)

STATE OF Florida  
COUNTY OF Charlotte

The foregoing instrument was executed before me this 13 day of January, <sup>2011</sup>~~2010~~,  
by Steve Nelson, as President of BELLA LAGO AT VIVANTE XXI  
CONDOMINIUM ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. He/She is  
~~personally known~~ to me or did produce \_\_\_\_\_  
as identification.

(NOTARIAL SEAL)

Marcia Rubin  
Notary Public Signature  
Marcia Rubin  
Printed name of Notary



For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

Date 1/21/11

**BELLA LAGO AT VIVANTE XXII  
CONDOMINIUM ASSOCIATION, INC.,**  
a Florida corporation not for profit

By: *Gerry Nelson*  
Gerry Nelson, President

Attest: *[Signature]*  
Secretary

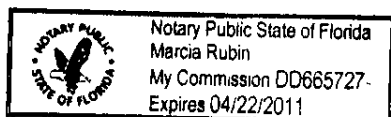
(CORPORATE SEAL)

STATE OF Florida  
COUNTY OF Charlotte

The foregoing instrument was executed before me this 21 day of January, <sup>2011</sup>~~2010~~,  
by Gerald Nelson, as President of **BELLA LAGO AT VIVANTE XXII  
CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation, on behalf of the corporation. He/She is  
personally known to me or did produce  
as identification.

(NOTARIAL SEAL)

*Marcia Rubin*  
Notary Public Signature  
Marcia Rubin  
Printed name of Notary





For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

Date 1/5/11

**PALM ISLES CONDOMINIUM  
NO. 1 ASSOCIATION, INC.,**  
a Florida corporation not for profit

By: *Glenn M. Larson*

GLENN LARSON, President

Attest:

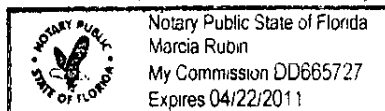
*Amy Velt*  
Secretary

(CORPORATE SEAL)

STATE OF Florida  
COUNTY OF Charlotte

The foregoing instrument was executed before me this 4 day of January, 2011,  
by Glenn Larson, as President of **PALM ISLES CONDOMINIUM NO. 1  
ASSOCIATION, INC.**, a Florida corporation, on behalf of the corporation. He/She is personally known  
to me or did produce \_\_\_\_\_ as identification.

(NOTARIAL SEAL)



*Marcia Rubin*  
Notary Public Signature  
Marcia Rubin  
Printed name of Notary

## **PLAN OF MERGER**

This Plan of Merger is by and between BOCA LAGO AT VIVANTE NEIGHBORHOOD ASSOCIATION, INC., a Florida corporation not for profit, hereinafter called the "Surviving Corporation," and the following corporations, which are hereinafter referred to as the "Dissolving Corporations":

BOCA LAGO AT VIVANTE I CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on May 1, 2006;

BOCA LAGO AT VIVANTE II CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on August 2, 2006;

BOCA LAGO AT VIVANTE III CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on November 20, 2006;

BOCA LAGO AT VIVANTE IV CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on December 21, 2006;

BOCA LAGO AT VIVANTE V CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on March 1, 2007;

BOCA LAGO AT VIVANTE VI CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on March 29, 2007;

BELLA LAGO AT VIVANTE NEIGHBORHOOD ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on August 24, 2005;

BELLA LAGO AT VIVANTE XVII CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on December 27, 2006;

BELLA LAGO AT VIVANTE XVIII CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on October 31, 2006;

BELLA LAGO AT VIVANTE XIX CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on January 2, 2007;

BELLA LAGO AT VIVANTE XX CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on October 3, 2006;

BELLA LAGO AT VIVANTE XXI CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on May 22, 2006;

BELLA LAGO AT VIVANTE XXII CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on May 22, 2006;

PALM ISLES CONDOMINIUM NO. 1 ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on July 15, 2003.

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

1. The Constituent Corporations are all Florida corporations not for profit, organized on a non-stock basis, and all are in good standing.

2. Heretofore a three hundred forty-two (342) unit residential condominium complex, including thirteen (13) separate residential condominiums, was formed by the recording of two (2) Declarations of Covenants, Conditions and Restrictions and thirteen (13) separate Declarations of Condominium, as follows:

(A) ***Declaration of Covenants, Conditions and Restrictions for Boca Lago at Vivante***, recorded July 6, 2006, in O.R. Book 2997, at Pages 618 *et seq.*, of the Public Records of Charlotte County, Florida.

(B) ***Declaration of Condominium for Boca Lago at Vivante I, a Condominium***, consisting of thirty (30) units, created by Declaration of Condominium recorded July 6, 2006, in O.R. Book 2997, at Pages 0666 *et seq.*, of the Public Records of Charlotte County, Florida.

(C) ***Declaration of Condominium for Boca Lago at Vivante II, a Condominium***, consisting of thirty (30) units, created by Declaration of Condominium recorded September 18, 2006, in O.R. Book 3038, at Pages 0571 *et seq.*, of the Public Records of Charlotte County, Florida.

(D) ***Declaration of Condominium for Boca Lago at Vivante III, a Condominium***, consisting of twenty-seven (27) units, created by Declaration of Condominium recorded November 29, 2006, in O.R. Book 3074, at Pages 0650 *et seq.*, of the Public Records of Charlotte County, Florida.

(E) ***Declaration of Condominium for Boca Lago at Vivante IV, a Condominium***, consisting of twenty-seven (27) units, created by Declaration of Condominium recorded January 5, 2007, in O.R. Book 3093, at Pages 1742 *et seq.*, of the Public Records of Charlotte County, Florida.

(F) ***Declaration of Condominium for Boca Lago at Vivante V, a Condominium***, consisting of forty-five (45) units, created by Declaration of Condominium recorded March 2, 2007, in O.R. Book 3122, at Pages 0719 *et seq.*, of the Public Records of Charlotte County, Florida.

(G) ***Declaration of Condominium for Boca Lago at Vivante VI, a Condominium***, consisting of forty-five (45) units, created by Declaration of Condominium recorded May 4, 2007, in O.R. Book 3153, at Pages 1897 *et seq.*, of the Public Records of Charlotte County, Florida.

(H) ***Declaration of Covenants, Conditions and Restrictions for Bella Lago at Vivante***, recorded September 2, 2005, in O.R. Book 2796, at Pages 0255 *et seq.*, of the Public Records of Charlotte County, Florida.

(I) ***Declaration of Condominium for Bella Lago at Vivante XVII, a Condominium***, consisting of twenty-four (24) units, created by Declaration of Condominium recorded February 13, 2007, in O.R. Book 3113, at Pages 0925 *et seq.*, of the Public Records of Charlotte County, Florida.

(J) ***Declaration of Condominium for Bella Lago at Vivante XVIII, a Condominium***, consisting of twenty-four (24) units, created by Declaration of Condominium recorded November 22, 2006, in O.R. Book 3071, at Pages 2056 *et seq.*, of the Public Records of Charlotte County, Florida.

(K) ***Declaration of Condominium for Bella Lago at Vivante XIX, a Condominium***, consisting of eighteen (18) units, created by Declaration of Condominium recorded April 21, 2008, in O.R. Book 3281, at Pages 0936 *et seq.*, of the Public Records of Charlotte County, Florida.

(L) ***Declaration of Condominium for Bella Lago at Vivante XX, a Condominium***, consisting of eighteen (18) units, created by Declaration of Condominium recorded December 13, 2006, in O.R. Book 3082, at Pages 1732 *et seq.*, of the Public Records of Charlotte County, Florida.

(M) ***Declaration of Condominium for Bella Lago at Vivante XXI, a Condominium***, consisting of eighteen (18) units, created by Declaration of Condominium recorded October 18, 2006, in O.R. Book 3054, at Pages 1644 *et seq.*, of the Public Records of Charlotte County, Florida.

(N) ***Declaration of Condominium for Bella Lago at Vivante XXII, a Condominium***, consisting of eighteen (18) units, created by Declaration of Condominium recorded August 28, 2006, in O.R. Book 3027, at Pages 0825 *et seq.*, of the Public Records of Charlotte County, Florida.

(O) ***Declaration of Palm Isles Condominium No. 1***, consisting of eighteen (18) units, created by Declaration of Condominium recorded October 17, 2003, in O.R. Book 2327, at Pages 0067 *et seq.*, of the Public Records of Charlotte County, Florida.

The Dissolving Corporations, respectively, are the thirteen (13) condominium associations which operate the above-referenced condominiums, along with the Bella Lago at Vivante Neighborhood Association, Inc. The condominiums themselves are not being merged.

**3. The Surviving Corporation** shall become the condominium association that operates all of the above-referenced condominiums, and its name shall be changed to **“Vivante at Punta Gorda Condominium Association, Inc.”**

**4. Principal Office of Surviving Corporation**. The principal office of the Surviving Corporation shall be located at 2335 Tamiami Trail North, Suite 402, Naples, Florida, 34103.

**5. Changes in Articles of Incorporation**. The Articles of Incorporation of the Surviving Corporation shall be the Amended and Restated Articles of Incorporation attached to the Articles of Merger as Exhibit “B”.

6. **Changes in Bylaws.** The Bylaws of the Surviving Corporation shall be the Amended and Restated Bylaws as recorded in the Public Records of Charlotte County.

7. **Change of Name.** The name of the Surviving Corporation shall be changed to “**Vivante at Punta Gorda Condominium Association, Inc.**”

8. **Directors and Officers.** The Directors and Officers of the Surviving Corporation on the effective date of the merger shall be those Directors and Officers elected at the meeting of the Surviving Corporation held immediately after the meetings of the Constituent Corporations held to approve and ratify the merger. The directors and officers of the Surviving Corporation shall serve until their successors have been duly elected or appointed.

9. **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 constitutes a representation and certification that such ratification and approval has been obtained.

10. **Effective Date of Merger.** This merger shall become effective on the date the Articles of Merger are filed in the office of the Secretary of State.

11. **Effect of Merger.** When the merger becomes effective, the separate existence of the Dissolving Corporations automatically ceases, except as may be required to carry out the purposes of this Plan of Merger, or as continued by statute. All of the rights, privileges, powers, franchises, assets, property causes of action, and interests of any kind whatsoever of the Dissolving Corporations, including debts due on any and all accounts, automatically become the property of the Surviving Corporation, and do not revert and are not in any way impaired by reason of the Merger. All rights of creditors and all liens upon the property of the Constituent Corporations are preserved unimpaired, and all debts, liabilities and duties of the Dissolving Corporations thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if the debts, liabilities and duties had been initially incurred or contracted by it.

12. **Execution.** The Articles of Merger and this Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute a part of the original instrument.

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

1/20/11  
Date

BOCA LAGO AT VIVANTE  
NEIGHBORHOOD ASSOCIATION, INC.

By: [Signature]  
Charles Cheek, President

Attest:  
[Signature]  
Secretary

(CORPORATE SEAL)

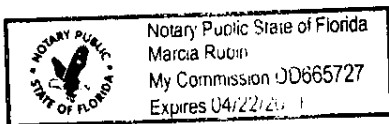
STATE OF FLORIDA

COUNTY OF Charlotte

This instrument was executed before me this 20 day of January, <sup>2011</sup>~~2010~~, by Charles Cheek, as President of BOCA LAGO AT VIVANTE NEIGHBORHOOD ASSOCIATION, INC., a Florida corporation not for profit, on behalf of the corporation. He/She is personally known to me or did produce \_\_\_\_\_ as identification.

(NOTARIAL SEAL)

[Signature]  
Signature of Notary  
Marcia Rubin  
Printed name of Notary



**NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION.  
FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION.**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
BOCA LAGO AT VIVANTE NEIGHBORHOOD ASSOCIATION, INC.**

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Boca Lago at Vivante Neighborhood Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on May 1, 2006, are hereby amended and restated in their entirety, and the name of the corporation is changed. All amendments included herein have been adopted pursuant to Section 617.1002(4), Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended, and the provisions of these Amended and Restated Articles, other than the inclusion of amendments adopted pursuant to Section 617.1002 and the omission of matters of historical interest. The name of the corporation is now changed, and shall hereafter be "**Vivante at Punta Gorda Condominium Association, Inc.**" The Amended and Restated Articles of Incorporation of Vivante at Punta Gorda Condominium Association, Inc., shall be as follows:

**ARTICLE I**

**NAME:** The name of the corporation (the "Association") shall hereafter be Vivante at Punta Gorda Condominium Association, Inc.

**ARTICLE II**

**PURPOSE AND POWERS:** The purpose for which the Association is organized is to provide an entity for the operation of a residential community which includes property submitted to the condominium form of ownership, located in Charlotte County, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no income of the Association shall be distributed or inure to the private benefit of any Unit Owner, Director or officer. For the accomplishment of its purposes, the Association has all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as expressly limited or modified by these Articles, the Declaration of Covenants, Conditions and Restrictions for Boca Lago at Vivante and the Declaration of Covenants, Conditions and Restrictions for Bella Lago at Vivante, the Declarations of Condominium for the various condominiums operated by the Association, the Bylaws of the Association, or the Florida Condominium Act. The Association also has all of the powers and duties reasonably necessary to operate the condominiums pursuant to said Declarations as they may hereafter be amended, including but not limited to the following:

(A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.

(B) To protect, maintain, repair, replace and operate the condominium property and association property.

(C) To purchase insurance upon the condominium property and common areas for the protection of the Association and its members.

(D) To reconstruct improvements after casualty and to make further improvements of the property subject to its jurisdiction.

(E) To make, amend and enforce reasonable rules and regulations governing the use of the common areas and common elements, and the operation of the Association.

(F) To approve or disapprove the transfer of ownership and leasing of units, as and to the extent provided for in the respective Declarations.

(G) To enforce the provisions of the Condominium Act, the Declaration of Covenants, Conditions and Restrictions for Boca Lago at Vivante, the Declaration of Covenants, Conditions and Restrictions for Bella Lago at Vivante, the Declarations of Condominium for the various condominiums operated by the Association, these Articles, the Bylaws and any Rules and Regulations of the Association.

(H) To contract for the management and maintenance of the property within Boca Lago at Vivante and Bella Lago at Vivante and the condominium properties therein, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required to be exercised by the Board of Directors or the membership of the Association.

(I) To employ accountants, attorneys, engineers, architects, and other professional personnel to perform the services required for proper operation of the Association.

(J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities intended to provide enjoyment, recreation, or other use or benefit to the unit owners.

(K) To borrow money if necessary to perform its other functions hereunder.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Covenants, Conditions and Restrictions for Boca Lago at Vivante, the Declaration of Covenants, Conditions and Restrictions for Bella Lago at Vivante, the Declarations of Condominium for the various condominiums operated by the Association, these Articles of Incorporation and the Bylaws.



### **ARTICLE III**

#### **MEMBERSHIP:**

- (A) The members of the Association are the record owners of a fee simple interest in one or more units, as further provided in the Bylaws.
- (B) The undivided share owned by each member in the funds and assets of the Association cannot be assigned or transferred in any manner, except as an appurtenance to his Unit.
- (C) The owners of each Unit, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

### **ARTICLE IV**

**TERM:** The term of the Association shall be perpetual.

### **ARTICLE V**

**BYLAWS:** The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

### **ARTICLE VI**

#### **DIRECTORS AND OFFICERS:**

- (A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors provided in the Bylaws, and in the absence of specification in the Bylaws shall consist of five (5) Directors.
- (B) Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed from office, and vacancies on the Board of Directors shall be filled, in the manner provided by the Bylaws.
- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by a majority of the entire Board of Directors at its first meeting after the annual meeting of the members of the Association, and shall serve at the pleasure of a majority of the Board.

### **ARTICLE VII**

**AMENDMENTS:** Amendments to these Articles shall be proposed and adopted in the following manner:

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by written petition to the Board signed by at least one-fourth (1/4th) of the voting interests of the Association.

(B) Procedure. Upon any amendment to these Articles being so proposed by the Board or the Unit Owners, the proposed amendment shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

(C) Vote Required for Adoption. Except as otherwise provided by Florida law, these Articles of Incorporation may be amended by the approval of a majority of the voting interests of the Association at any annual or special meeting called for the purpose, or by approval in writing signed by a majority of the voting interests of the Association without a meeting. Notice of any proposed amendment must be given as required by law.

(D) Effective Date. An amendment becomes effective after proper filing with the Florida Secretary of State and recording a certified copy in the Public Records of Collier County, Florida in the same manner as required for recording an amendment to the Bylaws.

## ARTICLE VIII

**INDEMNIFICATION:** To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgement or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgement in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

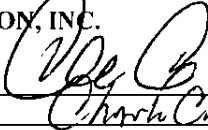
In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

**CERTIFICATE**

The undersigned, being the duly elected and acting President of Boca Lago at Vivante Neighborhood Association, Inc., hereby certifies that the foregoing were approved and adopted by the affirmative vote of at least a majority of the voting interests at a meeting held on 11/18/10, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that said vote was sufficient for their amendment. The foregoing both amend and restate the Articles of Incorporation in their entirety. The number of votes cast was sufficient for their amendment.

Executed this 18 day of November, 2010.

**BOCA LAGO AT VIVANTE NEIGHBORHOOD  
ASSOCIATION, INC.**

  
\_\_\_\_\_, President  
\_\_\_\_\_  
\_\_\_\_\_

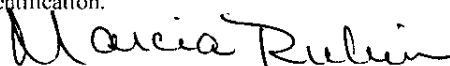
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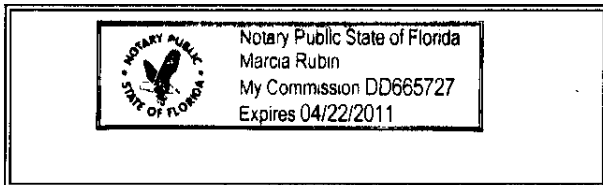
  
Secretary

(CORPORATE SEAL)

STATE OF Florida  
COUNTY OF Charlotte

Subscribed to before me this 18 day of November, 2010, by Charles Cheek, as President of Boca Lago at Vivante Neighborhood Association, Inc., a Florida corporation not for profit, on behalf of the corporation. He/She is personally known to me or did produce \_\_\_\_\_ as identification.

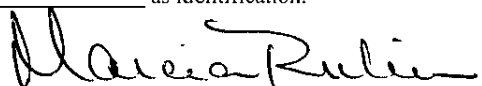
  
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Signature of Notary Public

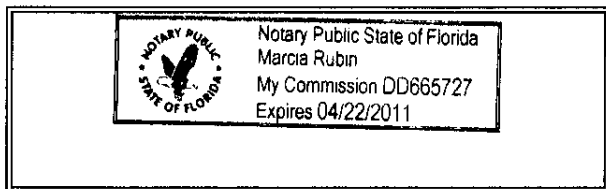


(Print, Type or Stamp Commissioned Name of Notary Public) (Affix Notarial Seal)

STATE OF Florida  
COUNTY OF Charlotte

Subscribed to before me this 18 day of November, 2010, by Patricia Rice, Secretary of Boca Lago at Vivante Neighborhood Association, Inc., a Florida corporation not for profit, on behalf of the corporation. He/She is personally known to me or did produce \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Signature of Notary Public



(Print, Type or Stamp Commissioned Name of Notary Public) (Affix Notarial Seal)

**ARTICLES OF INCORPORATION**

**EXHIBIT "B"**

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