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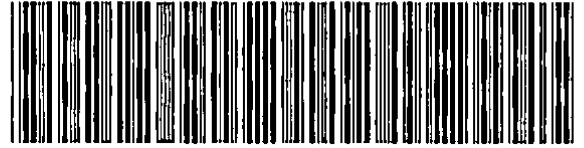
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(Document Number)

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2021 OCT 15 AM 8:24
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OFFICE OF STATE
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FILED

A. RAMSEY
OCT 27 2021

James Robert Caves, III
Shareholder
Board Certified Specialist in Condominium and
Planned Development Law
Phone: 239.628.4928 Fax: 239.433.5933
rcaves@beckerlawyers.com

Becker

Becker & Poliakoff
Six Mile Corporate Park
12140 Carissa Commerce Court, Suite 200
Fort Myers, Florida 33966

Northern Trust Building
4001 Tamiami Trail North, Suite 270
Naples, Florida 34103

October 11, 2021

Florida Department of State
Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Merger/Plan of Merger – Vivante at Punta Gorda Condominium Association, Inc. (Document No. N06000004777) and Vivante at Punta Gorda Property Owners Association, Inc. (Document No. N05000008875)

To Whom It May Concern:

Enclosed herewith please find Articles of Merger and Plan of Merger for the above-referenced Associations. Also enclosed is Check Number 1601 in the amount of \$70.00, which represents the filing fee for same.

As noted in the Articles of Merger and Plan of Merger, the merger shall become effective upon filing.

Please return a copy of the filed documents to my attention. An extra copy of the document is enclosed herewith for your use.

Thank you for your attention to this matter.

Very truly yours,



James Robert Caves, III
For the Firm

JRC/sdi/Enclosures (as stated)

FILED

ARTICLES OF MERGER

2021 OCT 15 AM 8: 24

**VIVANTE AT PUNTA GORDA CONDOMINIUM ASSOCIATION, INC.,
VIVANTE AT PUNTA GORDA PROPERTY OWNER'S ASSOCIATION, INC.**

Pursuant to Section 617.1101 to 617.1105, Florida Statutes (2021), the undersigned corporations affirm and adopt the following:

1. The Plan of Merger of Vivante at Punta Gorda Condominium Association, Inc. and Vivante at Punta Gorda Property Owner's Association, Inc., both Florida corporations not-for-profit, has been duly approved, as follows:
 - (a) By majority approval of the Board of Directors of Vivante at Punta Gorda Condominium Association, Inc. at a meeting held August 25, 2021, and by the membership of that Association at a membership meeting held September 22, 2021.
 - (b) By majority approval of the Board of Directors of Vivante at Punta Gorda Property Owner's Association, Inc. at a meeting held August 25, 2021, and by the membership of that Association at a membership meeting held September 22, 2021.
2. The surviving corporation shall be Vivante at Punta Gorda Condominium Association, Inc., a Florida not-for-profit corporation.
3. The merging corporation shall be Vivante at Punta Gorda Property Owner's Association, Inc., a Florida not-for-profit corporation.
4. As to Vivante at Punta Gorda Condominium Association, Inc. (surviving corporation), the Plan of Merger was adopted by a vote of 198 members in favor and 1 member opposed at a meeting of the surviving corporation held on September 22, 2021, which is a sufficient vote to approve the Plan of Merger.
5. As to Vivante at Punta Gorda Property Owner's Association, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 198 members in favor and 1 member opposed at a meeting of the merging corporation held on September 22, 2021, which is a sufficient vote to approve the Plan of Merger.
6. The Plan of Merger adopted by the corporations is attached herewith to these Articles of Merger.
7. The Articles of Incorporation of the surviving corporation shall be the Amended and Restated Articles of Incorporation of the surviving corporation, as filed with the Secretary of State on March 2, 2011 and recorded at O.R. Book 3561, Page 2040 *et seq.*, in the Public Records of Charlotte County, Florida, which shall be amended as indicated below.

* * * * *

Additions indicated by underlining.
Deletions indicated by ~~striking through~~.

Amendment: Article II, Amended and Restated Articles of Incorporation

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, Restrictions and Easements for Palm Isles – Punta Gorda Property Owner's Association, 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:

(Section A through Section F Remain Unchanged)

(G) To enforce the provisions of the Condominium Act, the Declaration of Covenants, Restrictions and Easements for Palm Isles – Punta Gorda Property Owner's Association, 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.

(Section H through Section K Remain Unchanged)

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, Restrictions and Easements for Palm Isles – Punta Gorda Property Owner's Association, 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.

* * * * *

8. The merger shall become effective on the date of the Articles of Merger are filed with the Florida Department of State, as provided in the Plan of Merger.

WITNESSES:
(TWO)

VIVANTE AT PUNTA GORDA
CONDOMINIUM ASSOCIATION, INC.

VIVANTE AT PUNTA GORDA PROPERTY
OWNER'S ASSOCIATION, INC.

Matthew Maris
[Signature]
Signature
Matthew Maris
Printed Name

Mason Tushar
Signature
Mason Tushar
Printed Name

STATE OF PA)
COUNTY OF Chester) SS:

BY: *[Signature]*
Diane Giumento, Vice President

Date: 10/09/2021

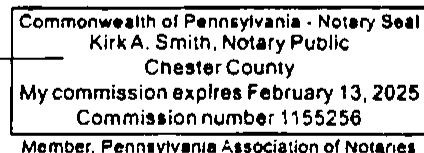
(CORPORATE SEAL)

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 9 day of October 2021, by Diane Giumento as Vice President of Vivante at Punta Gorda Condominium Association, Inc., and Vivante at Punta Gorda Condominium Association, Inc., both Florida Corporations, on behalf of the corporations. She is ☐ personally known to me or ☒ has produced PA Drivers License (type of identification) as identification.

[Signature]
Notary Public

Kirk A. Smith
Printed Name

My commission expires: 2/13/2025






8. The merger shall become effective on the date of the Articles of Merger are filed with the Florida Department of State, as provided in the Plan of Merger.

WITNESSES:
(TWO)

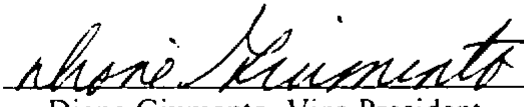
VIVANTE AT PUNTA GORDA
CONDOMINIUM ASSOCIATION, INC.

VIVANTE AT PUNTA GORDA PROPERTY
OWNER'S ASSOCIATION, INC.

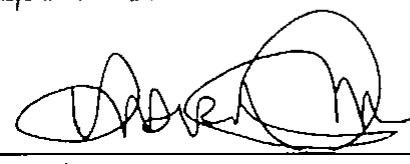


Signature Matthew Maris
Printed Name


Signature Mason Tushar
Printed Name

STATE OF PA)
COUNTY OF Chester) SS:

BY: 
Diane Giumento, Vice President
Date: 10/09/2021
(CORPORATE SEAL)

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 9 day of October 2021, by Diane Giumento as Vice President of Vivante at Punta Gorda Condominium Association, Inc., and Vivante at Punta Gorda Condominium Association, Inc., both Florida Corporations, on behalf of the corporations. She is ☐ personally known to me or ☒ has produced PA Drivers License (type of identification) as identification.


Notary Public
Kirk A. Smith
Printed Name

My commission expires: 2/13/2025

Commonwealth of Pennsylvania - Notary Seal
Kirk A. Smith, Notary Public
Chester County
My commission expires February 13, 2025
Commission number 1155256
Member, Pennsylvania Association of Notaries

PLAN OF MERGER

VIVANTE AT PUNTA GORDA CONDOMINIUM ASSOCIATION, INC. VIVANTE AT PUNTA GORDA PROPERTY OWNER'S ASSOCIATION, INC.

WHEREAS, Vivante at Punta Gorda Condominium Association, Inc. (formerly known as Boca Lago at Vivante Neighborhood Association, Inc.), a Florida Corporation not for profit, is the corporate entity responsible for the operation and management of:

- Boca Lago at Vivante I, a Condominium as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 2997, Page 666 *et seq.*, of the Public Records of Charlotte County, Florida;
- Boca Lago at Vivante II, a Condominium as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 3038, Page 571 *et seq.*, of the Public Records of Charlotte County, Florida;
- Boca Lago at Vivante III, a Condominium as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 3074, Page 650 *et seq.*, of the Public Records of Charlotte County, Florida;
- Boca Lago at Vivante IV, a Condominium as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 3093, Page 1742 *et seq.*, of the Public Records of Charlotte County, Florida;
- Boca Lago at Vivante V, a Condominium as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 3122, Page 719 *et seq.*, of the Public Records of Charlotte County, Florida;
- Boca Lago at Vivante VI, a Condominium as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 3153, Page 1897 *et seq.*, of the Public Records of Charlotte County, Florida;
- Boca Lago at Vivante, as more particularly described in the Declaration of Covenants, Conditions and Restrictions thereof, recorded at O.R. Book 2997, Page 618 *et seq.*, of the Public Records of Charlotte County, Florida;
- Bella Lago at Vivante XVII, a Condominium as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 3113, Page 925 *et seq.*, of the Public Records of Charlotte County, Florida;
- Bella Lago at Vivante XVIII, a Condominium as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 3071, Page 2056 *et seq.*, of the Public Records of Charlotte County, Florida;
- Bella Lago at Vivante XIX, a Condominium as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 3281, Page 936 *et seq.*, of the Public Records of Charlotte County, Florida;

- Bella Lago at Vivante XX, a Condominium as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 3082, Page 1732 *et seq.*, of the Public Records of Charlotte County, Florida;
- Bella Lago at Vivante XXI, a Condominium as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 3054, Page 1644 *et seq.*, of the Public Records of Charlotte County, Florida;
- Bella Lago at Vivante XXII, a Condominium as more particularly described in the Declaration of Condominium thereof, recorded at O.R. Book 3027, Page 825 *et seq.*, of the Public Records of Charlotte County, Florida;
- Bella Lago at Vivante as more particularly described in the Declaration of Covenants, Conditions and Restrictions thereof, recorded at O.R. Book 2796, Page 255 *et seq.*, of the Public Records of Charlotte County, Florida; and
- Palm Isles Condominium No. 1 as more particularly described in the Declaration thereof, recorded at O.R. Book 2327, at Page 67 *et seq.*, of the Public Records of Charlotte County, Florida; and

WHEREAS, Vivante at Punta Gorda Property Owner's Association, Inc., a Florida Corporation not for profit, is the corporate entity responsible for the operation and management of Palm Isles – Punta Gorda Property Owner's Association, as more particularly described in the Declaration of Covenants, Restrictions and Easements thereof, recorded at O.R. Book 2327, Page 1 *et seq.*, of the Public Records of Charlotte County, Florida; and

WHEREAS, the Boards of Directors of the above-named corporations have met and determined that simplicity and economy of operation of the Condominiums and Property Owner's Association will be enhanced by the merger of the aforementioned corporations into a single operating entity.

THEREFORE, BE IT RESOLVED that pursuant to Section 617.1101 to 617.1103, Florida Statutes (2021), the following plan of merger is hereby adopted.

1. Vivante at Punta Gorda Property Owner's Association, Inc., a Florida corporation not-for-profit, shall be the merging corporation, and Vivante at Punta Gorda Condominium Association, Inc., a Florida not for profit corporation, shall be the surviving corporation.
2. Subsequent to the merger, Vivante at Punta Gorda Property Owner's Association, Inc. will be subject to the Articles of Incorporation and Bylaws of Vivante at Punta Gorda Condominium Association, Inc., as amended. The Proposed Amended and Restated Articles of Incorporation to be adopted in connection with the merger are attached hereto. The Proposed Amendments to the Amended and Restated Bylaws to be adopted in connection with the merger are attached hereto.
3. Vivante at Punta Gorda Condominium Association, Inc. shall, upon the merger, assume all the powers, rights, causes of action, choses in action, duties, assets and liabilities of Vivante

at Punta Gorda Property Owner's Association, Inc. Upon the effective date of the merger, the surviving corporation shall continue in existence and without further transfer succeed to and possess all the rights, privileges and purposes of the merging corporation and all of the property, real and personal, including causes of action, and every other asset of the merging corporation shall vest in the surviving corporation without further act or deed, and the surviving corporation without further act or deed, and the surviving corporation shall be liable for all the liabilities, obligations, and penalties of the merging corporation. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any member, officer, director, or employee thereof, shall be released or impaired by such merger. No action or proceeding, whether civil or criminal, then pending by or against either corporation, or any member, officer, director, or employee thereof shall abate or be discontinued by such merger but may be enforced, prosecuted, defended, settled or compromised as if such merger had not occurred, or the surviving corporation may be substituted in any action or proceeding in place of the merging corporation.

If at any time the surviving corporation shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to best perfect or confirm of record in the surviving corporation the title of any property or rights of the merging corporation or otherwise to carry out the provisions thereof, the proper officers and directors of the merging corporation, as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments and assurances in law and do all things necessary or proper to best perfect or confirm title to such property or rights in the surviving corporation and otherwise to carry out the provisions thereof.

4. The adoption of this plan of merger shall not be construed as a consolidation of the Condominiums operated by the merging or surviving corporation. The surviving corporation shall operate as a multi-condominium association, which requires that the assets of the merging corporation be separately accounted for after the merger. Funds of the merging corporation shall become titled in the surviving corporation as a result of the merger shall be used only for the benefit of the condominium for which said funds had accrued. By way of example, but not limitation, all reserve funds of the merging corporation shall be maintained solely for the benefit of the condominium for which the reserves had been collected prior to the merger. Operating funds shall likewise be accounted for through separate fund accounting principles applicable to multi-condominiums, as pertains to payment of Common Expenses of the Condominium. Upon the Effective Date of the merger, each membership in the merging corporation, shall be and become converted into a membership in the surviving corporation. Each member of the merging corporation shall be entitled to the same rights he would enjoy if he held membership in the surviving corporation, and as set forth in the Condominium Documents. Pursuant to Section 617.1101(2)(d), Florida Statutes (2021), memberships of the merging corporation shall be converted to memberships in the surviving corporation. No other conversion of obligations or securities will occur as a result of the merger. The funds of the merging corporation shall be held by the surviving corporation and accounted for pursuant to the requirements for the operation of a multi-condominium association. Provisions regarding the allocation of Common Expenses of the Condominiums and Common Expenses of the Association are

set for in the respective Declarations of Condominium, Declarations of Covenants, and the Bylaws of the surviving corporation.

5. This Plan of Merger shall become effective upon the approval of the Boards of Directors and membership of each merging corporation, pursuant to Section 617.1103, Florida Statutes, the adoption of the amendments to the Condominium Documents attached hereto as required, and the filing of Articles of Merger with the Department of State pursuant to Section 617.1105, Florida Statutes (2021) (the "Effective Date").

VIVANTE AT PUNTA GORDA CONDOMINIUM ASSOCIATION, INC.

BY: *Diane Giumento, Vice President*
Diane Giumento, Vice President

Date: 10/5/21

(CORPORATE SEAL)

VIVANTE AT PUNTA GORDA PROPERTY OWNER'S ASSOCIATION, INC.

BY: *Diane Giumento, Vice President*
Diane Giumento, Vice President

Date: 10/5/21

(CORPORATE SEAL)

set for in the respective Declarations of Condominium, Declarations of Covenants, and the Bylaws of the surviving corporation.

5. This Plan of Merger shall become effective upon the approval of the Boards of Directors and membership of each merging corporation, pursuant to Section 617.1103, Florida Statutes, the adoption of the amendments to the Condominium Documents attached hereto as required, and the filing of Articles of Merger with the Department of State pursuant to Section 617.1105, Florida Statutes (2021) (the "Effective Date").

VIVANTE AT PUNTA GORDA CONDOMINIUM ASSOCIATION, INC.

BY: *Diane Giumento, Vice President*
Diane Giumento, Vice President

Date: 10/5/21

(CORPORATE SEAL)

VIVANTE AT PUNTA GORDA PROPERTY OWNER'S ASSOCIATION, INC.

BY: *Diane Giumento, Vice President*
Diane Giumento, Vice President

Date: 10/5/21

(CORPORATE SEAL)