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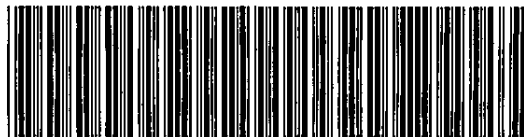
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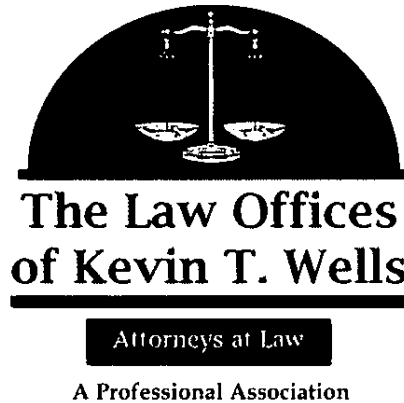
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2015 APR -6 AM 10:18

Merger/Name
chg
@ 4.8.15

Kevin T. Wells, Esq.
Sue Ellen Krick, Esq. .
Leah K. Burton, Esq.**
Paul E. Olah, Jr., Esq.†
Nicholas P. Kapiotis, Esq.*
Christine B. Conradis, Esq.



Condominium, Homeowner,
Cooperative, Master and
Community Associations
Civil Litigation
Construction Litigation

April 2, 2015

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

Re: Articles of Merger
San Michele at University Commons Homeowners Association, Inc.

Dear Sir or Madam:

Please file the enclosed original Articles of Merger for the above-referenced corporation. Also enclosed is a check no. 5341 from San Michele at University Commons in the amount of \$105.00 for the filing fee.

Thank you for your assistance in this matter.

Very truly yours,

THE LAW OFFICES OF KEVIN T. WELLS, P.A.


Suellen Kerrigan

/sk
Enclosures
cc: Paul E. Olah, Jr., Esq.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2015 APR - 6 AM 10:18

ARTICLES OF MERGER

OF

**SAN MICHELE AT UNIVERSITY COMMONS RECREATION ASSOCIATION, INC.
SAN MICHELE AT UNIVERSITY COMMONS SECTION I NEIGHBORHOOD ASSOCIATION, INC.
SAN MICHELE AT UNIVERSITY COMMONS SECTION II NEIGHBORHOOD ASSOCIATION, INC.**

I. The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
San Michele at University Commons Recreation Association, Inc., which shall change its name to San Michele at University Commons Homeowners Association, Inc.	State of Florida	N06000005047

II. The name and jurisdiction of the merging corporations:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
San Michele at University Commons Section I Neighborhood Association, Inc.	State of Florida	N07000001826
San Michele at University Commons Section II Neighborhood Association, Inc.	State of Florida	N07000001879

- III. The Plan of Merger is attached hereto and has been adopted pursuant to Section 617.1103, Florida Statutes.
- IV. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State. The Articles of Incorporation of the Surviving Corporation are being amended and restated as permitted by Sections 617.1007 and 617.1101, Florida Statutes.
- V. Adoption of Merger by Surviving Corporation.

The plan of merger was approved by no less than 2/3 of the votes which members of San Michele University Commons Recreation Association, Inc., present in person or by proxy, were entitled to cast at a duly noticed and convened membership meeting called for such purpose on July, 31st, 2014.

VI. Adoption of Merger by Merging Corporations.

The plan of merger was approved by no less than 2/3 of the votes which members of San Michele at University Commons Section I Neighborhood Association, Inc, present in person or by

proxy, were entitled to cast at a duly noticed and convened membership meeting called for such purpose on July 31, 2014. The plan of merger was approved by no less than 2/3 of the votes which members of San Michele at University Commons Section II Neighborhood Association, Inc., present in person or by proxy, were entitled to cast at a duly noticed and convened membership meeting called for such purpose on July 31, 2014.

VII. Signatures. The statements set forth in these Articles of Merger are true and correct and are certified as such on this 7 day of August, 2014.

**San Michele at University Commons
Recreation Association, Inc.**

By: 

Printed: Russell C Garvey

As its: President

**San Michele at University Commons
Section I Neighborhood Association, Inc.**

By: 

Printed: Dave Williams

As its: President

**San Michele at University Commons
Section II Neighborhood Association, Inc.**

By: 

Printed: PATRICK J. NELIGAN

As its: PRESIDENT

PLAN OF MERGER

OF

**SAN MICHELE AT UNIVERSITY COMMONS RECREATION ASSOCIATION, INC.
SAN MICHELE AT UNIVERSITY COMMONS SECTION I NEIGHBORHOOD ASSOCIATION, INC.
SAN MICHELE AT UNIVERSITY COMMONS SECTION II NEIGHBORHOOD ASSOCIATION, INC.**

The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

San Michele at University Commons Recreation Association, Inc.,
which shall change its name to San Michele at University Commons
Homeowners Association, Inc.

State of Florida

The name and jurisdiction of the merging corporations:

Name

Jurisdiction

San Michele at University Commons Section I Neighborhood Association, Inc.

State of Florida

San Michele at University Commons Section II Neighborhood Association, Inc.

State of Florida

The terms and conditions of the merger are as follows:

1. The Surviving and Merging Corporations. This Plan of Merger is by and between San Michele at University Commons Recreation Association, Inc., which shall change its name to San Michele at University Commons Homeowners Association, Inc. (the "Surviving Corporation") and San Michele at University Commons Section I Neighborhood Association, Inc. and San Michele at University Commons Section II Neighborhood Association, Inc. (collectively, the "Merging Corporations") in order to ensure the orderly operation and maintenance of San Michele at University Commons, a Subdivision (the "Subdivision") and the properties subject to administration of the Surviving Corporation. The Surviving Corporation and the Merging Corporations are Florida Not for Profit Corporations organized on a nonstock basis and are in good standing with the Division of Corporations.

2. Common Area Property and Declarations. The Surviving Corporation acts as a master association for the entire Subdivision and owns and operates the Common Areas and Association property in accordance with the Declaration of Covenants, Conditions and Restrictions for San Michele at University Commons as recorded in the Official Records of Manatee County, Florida at Book 2166 and Page 3647 on November 9, 2006, as amended (the "Original Declaration"). The Merging Corporations operate and control 130 residential units in the Subdivision in accordance with the following:

a. The Declaration of Covenants, Conditions and Restrictions for San Michele at University Commons Section I, as recorded in the Official Records of Manatee County, Florida at Book 2187 and Page 3795 on February 27, 2007, as amended (the "Neighborhood I Declaration"); and

b. The Declaration of Covenants, Conditions and Restrictions for San Michele at University Commons Section II, as recorded in the Official Records of Manatee County, Florida at Book 2308 and Page 7522 on August 13, 2009, as amended (the "Neighborhood II Declaration"); and

While the three (3) corporations are being merged, a separate Amended and Restated Declaration of Covenants, Conditions and Restrictions for San Michele at University Commons (the "Master Declaration") and a single Amended and Restated Declaration of Covenants, Conditions and Restrictions for San Michele at University Commons Sections I and II (the "Neighborhood Declaration") shall be adopted as part of this Plan of Merger as set forth in the proposed amendments attached hereto as Composite Exhibit 1.

3. Governance by Surviving Corporation. The Surviving Corporation shall continue to serve as a master association for the entire Subdivision and shall become the entity that operates the properties subject to the Master Declaration and the Neighborhood Declaration.

4. Principal Office. The Principal Office of the Surviving Corporation shall be 2477 Stickney Point Rd., Sarasota, Florida 34231.

5. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be the Amended and Restated Articles of Incorporation attached hereto as Exhibit 2, which shall be adopted as part of this Plan of Merger.

6. Bylaws. The Bylaws of the Surviving Corporation shall be the Amended and Restated Bylaws attached hereto as Exhibit 3, which shall be adopted as part of this Plan of Merger.

7. Directors and Officers. The initial directors of the Surviving Corporation shall be composed of five (5) Members who shall be elected by a majority of the voting interests present, in person or by proxy, at the membership meeting at which this Plan of Merger is adopted. The eligibility to serve as a director, nomination and election procedures, and the terms of the newly elected directors shall be set forth in the Amended and Restated Bylaws.

8. Approval by Members. This Plan of Merger is subject to approval by no less than 2/3 of the votes which Members of San Michele at University Commons Recreation Association, Inc.; San Michele at University Commons Section I Neighborhood Association, Inc.; and San Michele at University Commons Section II Neighborhood Association, Inc., present in person or by proxy, were entitled to cast at a duly noticed and convened membership meeting called for such purpose on May 6, 2014. Upon approval, the officers of the Surviving Corporation are authorized and directed to file the Articles of Merger, along with a

copy of this Plan of Merger, with the Division of Corporations and to record the Amended and Restated Bylaws, the Amended and Restated Declaration of Covenants, Conditions and Restrictions for San Michele at University Commons, and the Amended and Restated Declaration of Covenants, Conditions and Restrictions for San Michele at University Commons Sections I and II, all on the same date and at the same time in the Official Records of Manatee County, Florida.

9. Effective Date. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

10. Effect of Merger. When the merger becomes effective, the separate existence of the Merging Corporations shall cease, except as may be required for carrying out the purposes of this Plan of Merger or as necessary by statute. All of the rights, privileges, powers, assets, causes of action, and interests of any kind whatsoever of the Merging Corporations, including any and all real property owned by the Merging Corporations as reflected in instruments recorded in the Official Records of Manatee County, Florida shall become the property of the Surviving Corporation and shall not revert or in any way be impaired by reason of the merger. All rights of creditors and all liens on any property of the Merging Corporations shall be preserved unimpaired and all debts, liabilities and duties of the Merging 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 had been incurred or contracted by the Surviving Corporation.