

# No 09000003727

Florida Department of State  
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## MERGER OR SHARE EXCHANGE

Marbella Lakes Owners Association, Inc.

Certificate of Status	0
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May 26, 2009

MARBELLA LAKES OWNERS ASSOCIATION, INC.  
1600 SAWGRASS CORPORATE PARKWAY SUITE 40  
SUNRISE, FL 33323

SUBJECT: MARBELLA LAKES OWNERS ASSOCIATION, INC.  
REF: NU9000003727

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and \*refax the complete document, including the electronic filing cover sheet\*

Non-profit merger should be filed pursuant to 617.1105. Two nonprofit mergers must be filed pursuant to 617.1105.

The merger must contain the appropriate approval: If the members have voting rights, as to each corporation:

(1) the date of the meeting of members at which the plan of merger was adopted - a statement that the number of votes cast for the merger was sufficient for approval, and the vote on the plan.

OR

(2) a statement that such plan was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

When there are no members entitled to vote, as to each corporation:

- (1) a statement that there are no members or members entitled to vote,
- (2) the date of adoption of the plan by the board of directors, and
- (3) the number of directors then in office and the vote for the plan.

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

Please return your document, along with a copy of this letter\*, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6892.

From: 850-617-6381 Page: 2/2 Date: 5/28/2009 3:43:27 PM

Tina Roberts  
Regulatory Specialist II

FAX Aud. #: H09000128877  
Letter Number: 509A00017698

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## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 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>Marbella Lakes 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: N09000000442

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>Marbella Lakes Owners Association, Inc.</u> <u>1600 Sawgrass Corporate Parkway, Suite 400</u> <u>Sunrise, Florida 33323</u>	Florida	Corp.non-profit

Florida Document/Registration Number: N09000003727

FEI Number: 26-4831772

**THIRD:** Marbella Lakes Homeowners Association, Inc. ("Homeowners Association") shall, pursuant to the provisions of the section 617.1105, be merged with and into Marbella Lakes Owners Association, Inc. ("Owners Association"), 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(s) 617.1105, Florida Statutes, and was approved by both the Homeowners Association and the Owners Association (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 the Homeowners Association to the Plan of Merger is not required.


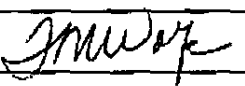
**EIGHTH:** Approval of the Members of the Owners Association to the Plan of Merger is not required.

**NINTH:** On May 1, 2009, the Board of Directors of the Homeowners Association, consisting of three (3) directors, voted for, approved and adopted the Plan of Merger.

**TENTH:** On May 1, 2009, the Board of Directors of the Owners Association, consisting of three (3) directors, voted for, approved and adopted the Plan of Merger.

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**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>
Marbella Lakes Homeowners Association, Inc.		Tandra Wolfe, President
Marbella Lakes Owners Association, Inc.		Tandra Wolfe, President

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

**PLAN OF MERGER**

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

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

<u>Name</u>	<u>Jurisdiction</u>
Marbella Lakes Homeowners Association, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Marbella Lakes Owners Association, Inc.	Florida

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

Marbella Lakes Homeowners Association, Inc. ("Homeowners Association") shall, pursuant to the provisions of Florida Statute 617, be merged with and into Marbella Lakes Owners Association, Inc. ("Owners Association"), 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 Homeowners Association shall cease and Owners Association shall be the surviving party.

**FIFTH:** No changes to the Articles of Incorporation of the Owners Association have been effected as a result of the Plan of Merger.

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

Owners Association, 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 Homeowners Association's assets to Owners Association (or to any assignee of Owners Association, as contemplated by this Plan), including, without limitation, any representations, warranties or other contractual assurances they deem appropriate under the circumstances.