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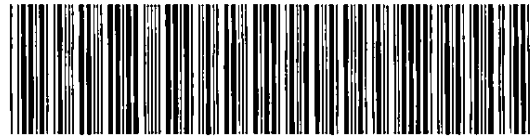
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JUL 14 2017

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Santa Barbara Estates Homeowners Association, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Mary Ann Chandler, Esq.

(Contact Person)

Katzman Chandler

(Firm/Company)

1500 W. Cypress Creek Road, Suite 408

(Address)

Fort Lauderdale, FL 33309

(City/State and Zip Code)

For further information concerning this matter, please call:

Lorena Pineyro

(Name of Contact Person)

At (954) 486-7774

(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

**SANTA BARBARA ESTATES HOMEOWNERS ASSOCIATION, INC.,
SANTA BARBARA ESTATES EAST HOMEOWNERS ASSOCIATION, INC.
SANTA BARBARA ESTATES WEST HOMEOWNERS ASSOCIATION, INC.**

The following Articles of Merger are submitted in accordance with the Florida Not for Profit Corporation Act, Section 617.1105, Florida Statutes.

1. The name and jurisdiction of the surviving corporation is:

SANTA BARBARA ESTATES HOMEOWNERS ASSOCIATION, INC., a Florida Not for Profit Corporation, Document No. N09000008288;

2. The name and jurisdiction of each merging corporation is as follows:

SANTA BARBARA ESTATES EAST HOMEOWNERS ASSOCIATION, INC., a Florida Not for Profit Corporation, Document No. N10000010425; and

SANTA BARBARA ESTATES WEST HOMEOWNERS ASSOCIATION, INC., a Florida Not for Profit Corporation, Document No. N10000011633;

3. The Plan of Merger is attached.

4. The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

5. Adoption of Merger by Surviving Corporation, **SANTA BARBARA ESTATES HOMEOWNERS ASSOCIATION, INC.**:

The Plan of Merger was adopted by the members of the Surviving Corporation, **SANTA BARBARA ESTATES HOMEOWNERS ASSOCIATION, INC.** on March 1, 2017, at a duly noticed meeting of the Members. The number of votes cast for the merger was sufficient for approval and the vote for the plan was 13 in favor and 0 opposing.

6. Adoption of Merger by Merging Corporations, **SANTA BARBARA ESTATES EAST HOMEOWNERS ASSOCIATION, INC.** and **SANTA BARBARA ESTATES WEST HOMEOWNERS ASSOCIATION, INC.**:

The Plan of Merger was adopted by the members of the Merging Corporation, **SANTA BARBARA ESTATES EAST HOMEOWNERS ASSOCIATION, INC.** on March 1, 2017, at a duly noticed meeting of the Members. The number of votes cast for the merger was sufficient for approval and the vote for the plan was 7 in favor and 0 opposing.

The Plan of Merger was adopted by the members of the Merging Corporation, **SANTA BARBARA ESTATES WEST HOMEOWNERS ASSOCIATION, INC.** on March 1, 2017, at a duly noticed meeting of the Members. The number of votes cast for the merger was sufficient for approval and the vote for the plan was 6 in favor and 0 opposing.

7. **SIGNATURES FOR EACH CORPORATION:**

SANTA BARBARA ESTATES HOMEOWNERS ASSOCIATION, INC. (Surviving Corporation)

 PRESIDENT

Signature of Officer


6/7/17

Date

ANDREW NAVA

Printed Name of Officer

SANTA BARBARA ESTATES EAST HOMEOWNERS ASSOCIATION, INC. (Merging Corporation)



Signature of Officer

6/7/17

Date

LORRAINE C WILDE

Printed Name of Officer

SANTA BARBARA ESTATES WEST HOMEOWNERS ASSOCIATION, INC. (Merging Corporation)



Signature of Officer

6/7/17

Date

Craig Crecco vice president

Printed Name of Officer

PLAN OF MERGER
OF
SANTA BARBARA ESTATES EAST HOMEOWNERS' ASSOCIATION, INC.
a Florida Not for Profit Corporation
AND
SANTA BARBARA ESTATES WEST HOMEOWNERS' ASSOCIATION, INC.
a Florida Not for Profit Corporation
INTO
SANTA BARBARA ESTATES HOMEOWNERS' ASSOCIATION, INC.
a Florida Not for Profit Corporation

WHEREAS, Santa Barbara Estates East Homeowners' Association, Inc., a Florida corporation not for profit, ("Merging Corporation") is the entity responsible for the operation and management of Santa Barbara Estates East Homeowners Association, as more particularly described in the Declaration of Covenants and Restrictions for Santa Barbara Estates East, recorded at OR Book 47261, Page 1605 et. seq., of the Public Records of Broward County, Florida; and

WHEREAS, Santa Barbara Estates West Homeowners' Association, Inc., a Florida corporation not for profit, ("Merging Corporation") is the entity responsible for the operation and management of Santa Barbara Estates West Homeowners Association, as more particularly described in the Declaration of Covenants and Restrictions for Santa Barbara Estates West, recorded at OR Book 47595, Page 1290 et. seq., of the Public Records of Broward County, Florida; and

WHEREAS, Santa Barbara Estates Homeowners' Association, Inc., a Florida corporation not for profit, ("Surviving Corporation") is the entity responsible for the operation and management of Santa Barbara Estates Homeowners' Association, as more particularly described in the Master Declaration of Covenants and Restrictions for Santa Barbara Estates, recorded at OR Book 47261, Page 1496 et. seq., of the Public Records of Broward County, Florida, as amended; and

WHEREAS, the respective Boards of Directors of the above-named corporations have met and determined that simplicity and economy of operation of the Homeowners' Associations will be enhanced by the merger of the aforementioned corporations into a single operating entity, and desire to so merge these corporations into one surviving corporation.

THEREFORE, BE IT RESOLVED that pursuant to Section 617.1101 to 617.1105, Florida Statutes (2016), the following Plan of Merger is hereby adopted:

1. Santa Barbara Estates East Homeowners' Association, Inc., and Santa Barbara Estates West Homeowners' Association, Inc., both Florida corporations not for profit, shall be merging corporations, and Santa Barbara Estates Homeowners' Association, Inc., a Florida not for profit corporation, shall be the surviving corporation (collectively referred to as "constituent corporations").

2. Subsequent to the merger, Santa Barbara Estates East Homeowners' Association, Inc., and Santa Barbara Estates West Homeowners' Association, Inc., will be subject to the Articles of Incorporation and Bylaws of Santa Barbara Estates Homeowners' Association, Inc., as amended.

3. Santa Barbara Estates Homeowners' Association, Inc., shall, upon merger, assume all of the rights, powers, duties, causes of action, assets and liabilities of Santa Barbara Estates East Homeowners' Association, Inc., and Santa Barbara Estates West Homeowners' 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 of the rights, privileges and purposes of each of the constituent corporations and all of the property, real and personal, including causes of action, and every other asset of each of the constituent corporations shall vest in the surviving corporation without further act or deed, and the surviving corporation shall be liable for all the liabilities, obligations and penalties of each of the constituent corporations. No liability or obligation due or to become due, claim or demand for any cause existing against any constituent 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 any constituent 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 any constituent 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 constituent corporations or otherwise to carry out the provisions thereof, the proper officers and directors of the constituent corporations, 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/or otherwise to carry out the provisions thereof.

4. The adoption of this Plan of Merger shall not be construed as a consolidation of the Homeowners' Associations operated by the merging corporations. The surviving corporation shall operate such Homeowners' Associations pursuant to their respective Declarations of Covenants and Restrictions, and the assets of the merging corporations shall be separately accounted for after the merger. Funds of the merging corporations shall become titled in the surviving corporation as a result of the merger, and shall be used only for the benefit of the Homeowners' Association for which said funds had accrued. Operating funds of the merging corporations shall be accounted for through separate fund accounting principles, as pertains to payment of Common Expenses of the respective merging corporations. Upon the Effective Date of the merger, each membership in the merging corporations, shall be and become converted into a membership in the surviving corporation. Each member of the merging corporations shall be entitled to the same rights he or she would enjoy as members of the merging and surviving corporation, as set forth in the Governing Documents. Pursuant to Section 617.1101(2)(d), Florida Statutes (2016), memberships of each of the merging corporations 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 corporations shall be held by the surviving corporation and accounted for separately. Provisions regarding the allocation of Common Expenses are set forth in the respective Declarations of Covenants and Restrictions and the Bylaws of the surviving corporation.

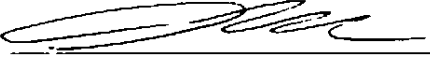
5. This Plan of Merger shall become effective upon the approval of the Boards of Directors and Membership of each merging corporation, pursuant to Section 617.1103, Florida Statutes, the adoption of the amendments to the Declarations of Covenants and Restrictions for each constituent corporation, as required, including the adoption of the attached Amended and Restated Articles of Incorporation for the surviving corporation and amendment to Section 2 of the Bylaws of the surviving corporation, as required, and the filing of Articles of Merger with the Department of State, pursuant to Section 617.1105, Florida Statutes (2016), or April 1, 2017 at 12:01 A.M., whichever is later (the "Effective Date").

6. The Board of Directors of the surviving corporation, as of the Effective Date of the merger, shall be seated as follows: The Board of Directors of each merging corporation shall each appoint, in writing, two (2) of their members (i.e. a member of their then existing Board) to serve as Initial Directors for the surviving corporation and the surviving corporation shall appoint, in writing, one (1) of its members (i.e. a member of its then existing Board) to serve as an Initial Director for the surviving corporation. In the absence of such designation, the Presidents of the respective corporations shall serve as the corporation's designee to the Initial Board, and shall together at a duly noticed meeting of the board, appoint two (2) additional Initial Directors from among the then existing Boards of each merging corporation. The five (5) members of the Initial Board shall promptly hold an organizational meeting to elect officers, as provided in the Bylaws of the surviving corporation, as are contemplated in connection with this Plan of Merger. The Initial Board of Directors shall serve until the next annual meeting of the surviving corporation, which shall be held no later than April 30, 2018. In connection with such election, at the 2018 Annual Meeting, a five (5) member Board will be seated, with two-year (2) staggered terms. At such election, two (2) Board Members will be elected from and by the owners of homes located in Santa Barbara Estates East; two (2) Board Members will be elected from and by the owners of homes located in and Santa Barbara Estates West; and one (1) director will be elected at large. The elected Board member receiving the highest number of votes for each merged corporation shall serve a two (2) year term; and the elected Board member receiving the next highest number of votes for each merged corporation shall serve a one (1) year term. The Director at Large shall serve a one (1) year term. Thereafter, all Directors will be elected for a two (2) year term on a staggered basis. The Election of Directors shall be conducted such that Owners in each of the respective merging corporations will be entitled to elect two (2) members of the Board of Directors and a Director at Large, unless the Bylaws are later amended to provide an alternate election procedure.

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SIGNATURES APPEAR ON NEXT PAGE

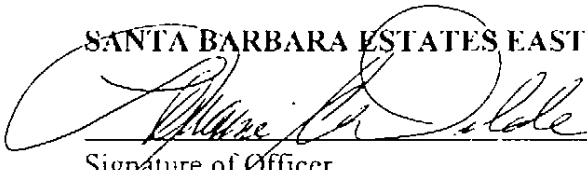
SANTA BARBARA ESTATES HOMEOWNERS ASSOCIATION, INC. (Surviving Corporation)


Signature of Officer

6/7/17
Date

Andrew Horak
Printed Name of Officer


SANTA BARBARA ESTATES EAST HOMEOWNERS ASSOCIATION, INC. (Merging Corporation)


Signature of Officer

6/7/17
Date

Lorraine Wilde
Printed Name of Officer

SANTA BARBARA ESTATES WEST HOMEOWNERS ASSOCIATION, INC. (Merging Corporation)


Signature of Officer

6/7/17
Date

Craig Cresco vice president
Printed Name of Officer