

112993

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**MERGER OR SHARE EXCHANGE  
ISLEWORTH COMMUNITY ASSOCIATION, INC.**

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**ARTICLES OF MERGER**  
**of**  
**ISLEWORTH COMMUNITY ASSOCIATION, INC.** *117993*  
**and**  
**GARDENS OF ISLEWORTH COMMUNITY ASSOCIATION, INC.** *104-9404*

The undersigned, being the presidents of ISLEWORTH COMMUNITY ASSOCIATION, INC., a Florida not-for-profit corporation, and GARDENS OF ISLEWORTH COMMUNITY ASSOCIATION, INC., a Florida not-for-profit corporation, hereby execute these Articles of Merger, which shall be filed in the office of the Florida Department of State.

**ARTICLE I**  
**Plan of Merger**

A copy of the Plan of Merger is attached as Exhibit "A".

**ARTICLE II**  
**Approvals**

A. The members of ISLEWORTH COMMUNITY ASSOCIATION, INC. were entitled to vote on the Plan of Merger. As such, the Plan of Merger was adopted by ISLEWORTH COMMUNITY ASSOCIATION, INC. at a special meeting of the members of the ISLEWORTH COMMUNITY ASSOCIATION, INC. duly called for such purpose held on April 29, 2024. The number of votes cast in favor of the merger was sufficient for approval. The vote was 240 in favor and 9 opposed.

B. The Plan of Merger was adopted by the GARDENS OF ISLEWORTH COMMUNITY ASSOCIATION, INC. at a meeting of its members held on April 29, 2024. The number of votes cast in favor of the merger was sufficient for approval. The vote was 35 in favor and 2 opposed.

**ARTICLE III**  
**Effective Date**

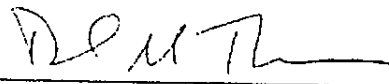
The merger shall be effective on the date the Articles of Merger are filed with the Florida Department of State.

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In Witness Whereof, these Articles of Merger have been executed by the undersigned officers on the date indicated below.

ISLEWORTH COMMUNITY  
ASSOCIATION, INC.,  
a Florida not for profit corporation

By:   
David Thomas, President

Date: May 6, 2024

GARDENS OF ISLEWORTH COMMUNITY  
ASSOCIATION, INC.,  
a Florida not for profit corporation

By:   
Andy Zeinfeld, President

Date: May 6<sup>th</sup>, 2024

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JAMES E. FLETCHER

**EXHIBIT "A"**

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PLAN OF MERGER OF  
ISLEWORTH COMMUNITY ASSOCIATION, INC.  
AND  
GARDENS OF ISLEWORTH COMMUNITY ASSOCIATION, INC.

THIS PLAN OF MERGER (the "Plan of Merger") is made and entered into on the 6<sup>th</sup> day of May, 2024 and intending to be effective on the Effective Date (defined below), by and between Isleworth Community Association, Inc., a Florida not-for-profit corporation ("ICA") and Gardens of Isleworth Community Association, Inc., a Florida not-for-profit corporation ("GICA").

RECITALS

WHEREAS, the ICA is the homeowner's association operating under Chapter 720, Florida Statutes, for the Isleworth community located in Orange County Florida ("Isleworth").

WHEREAS, the GICA is the homeowner's association operating under Chapter 720, Florida Statutes, for a part of Isleworth known as the Gardens of Isleworth ("Gardens of Isleworth").

WHEREAS, the Board of Directors of GICA and the Board of the ICA have resolved that GICA be merged, with and into ICA, such that ICA will be the surviving corporation by operation of law.

NOW THEREFORE, in consideration of the premises and the covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree with the following terms and conditions:

1. Recitals. The recitals as set forth above are true and correct and are hereby incorporated herein by reference.

2. Merger. Pursuant to Section 607.1107 of the Florida Business Corporation Act, GICA shall, on the Effective Date (as hereinafter defined), be merged with and into ICA (the "Merger").

3. Membership Approval. The Merger was approved (a) by a vote of three-fourth (3/4ths) of the votes of the members of the ICA cast, whether in person or by proxy, at a special meeting of the members of the ICA duly called for such purpose pursuant to the provisions of Section 12.1 of the Articles of Incorporation of the ICA, and (b) by owners holding not less than two-thirds (2/3) of the total votes of the GICA in accordance with Section 4.7 of the Gardens of Isleworth Declaration (defined below).

4. Name of Surviving Corporation: Articles of Incorporation and Bylaws.

4.1 Surviving Corporation. The ICA shall be the surviving corporation of the merger ("Surviving Corporation").

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4.2 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be ISLEWORTH COMMUNITY ASSOCIATION, INC.

4.3 Articles of Incorporation. The Articles of Incorporation of ICA, as in effect on the date hereof, shall from and after the Effective Date be and continue to be the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law.

4.4 Bylaws. The Bylaws of ICA, from and after the Effective Date, shall be the Bylaws of the Surviving Corporation until changed or amended, in accordance with the terms thereof.

5. Effects of Merger.

5.1 Certain Effects of Merger. On the Effective Date, the separate existence of GICA shall cease and GICA shall be merged with and into ICA. ICA, as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises of a public as well as private nature, and shall be subject to all restrictions and duties of ICA and all and singular, the rights, privileges, powers and easements benefitting GICA. On the Effective Date, all real, personal and intangible property and contract rights and all debts due to GICA on whatever account, and all other things in action or belonging to GICA, shall be vested in ICA, and all property, rights, privileges, powers, contract rights and franchises and all and every other interest shall hereafter effectually be the property of ICA as they were of ICA, and the title to any real estate vested by deed, plat, recorded instrument or otherwise in GICA shall vest in ICA and shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of GICA shall be preserved unimpaired, and all debts, liabilities and duties of GICA shall then and there attach to ICA and may be enforced against ICA to the same extent as if said debts, liabilities and duties had been incurred or contracted by GICA.

5.2 Gardens of Isleworth. The Gardens of Isleworth is subject to Declaration of Covenants, Conditions, Restrictions, Easements and Reservations for the Gardens of Isleworth recorded November 30, 2004 in Official Records Book 7718, Page 2091 and together with the First Amendment to Declaration of Covenants, Conditions, Restrictions, Easements and Reservations for the Gardens of Isleworth recorded June 23, 2005 in Official Records Book 8038, Page 1040 and together with the Supplemental Declaration of Covenants, Conditions, Restrictions, Easements and Reservations for the Gardens of Isleworth recorded December 5, 2006 in Official Records Book 8999, Page 11 and together with the Second Amendment to Declaration of Covenants, Conditions, Restrictions, Easements and Reservations for the Gardens of Isleworth recorded January 8, 2010 in Official Records Book 9984, Page 9025 and together with the Third Amendment to Declaration of Covenants, Conditions, Restrictions, Easements and Reservations for the Gardens of Isleworth recorded November 3, 2016 in Official Records Instrument No. 20160576182, and together with Second Supplemental Declaration of Covenants, Conditions, Restrictions, Easements and Reservations for the Gardens of Isleworth recorded April 26, 2022 in Official Records Instrument No. 20220268234, all of the Public Records of Orange County, Florida, as may be further amended from time to time (the "Gardens of Isleworth Declaration"). As of the Effective Date, the ICA, as the Surviving Corporation, shall be the "Association" (as defined in the Gardens of Isleworth Declaration) for all purposes as described in the Gardens of

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Isleworth Declaration, and shall be responsible for the operation and enforcement of the Gardens of Isleworth Declaration. The common expenses under the Gardens of Isleworth Declaration shall be considered, immediately following the Effective Date, the common expenses of the ICA. All members of the ICA shall, effective immediately following the Effective Date, possess all rights, benefits and privileges of members of the GICA. All "Common Property" under the Gardens of Isleworth Declaration shall, effective immediately following the Effective Date, become common property owned and operated by the ICA. GICA's operating and reserve bank accounts, as of the date of merger, represent properly assessed amounts under the Gardens of Isleworth Declaration and Florida Chapter 720, Florida Statutes. Those funds shall be the property of the ICA and shall be allocated only towards the GICA's annual 2024 budget (inclusive of reserves) and not towards the general operating expenses of the ICA.

5.3 Supplemental Action. At any time, or from time to time, after the Effective Date, the officers of the Surviving Corporation may, in the name of GICA, execute and deliver all such instruments, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all of GICA's property rights, privileges, powers, franchises, contract rights and interests and otherwise to carry out the purpose of this Plan of Merger.

6. Effective Date. ICA and GICA shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger and this Plan of Merger shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by ICA with the Secretary of State of the State of Florida. The Effective Date of the Merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

7. Termination. This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger and whether before or after approval of this Plan of Merger by the directors of GICA or the directors of ICA, if the directors of GICA or the directors of ICA duly adopt a resolution abandoning this Plan of Merger.

8. Counterparts. For the convenience of the parties hereto and to facilitate the filing of this Plan of Merger, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

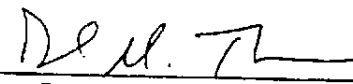
*Signature Page Follows*

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IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date indicated below.

ISLEWORTH COMMUNITY  
ASSOCIATION, INC.,  
a Florida not for profit corporation

By:   
David Thomas, President

Date: May 6, 2024

GARDENS OF ISLEWORTH COMMUNITY  
ASSOCIATION, INC.,  
a Florida not for profit corporation

By:   
Andy Zeinfeld, President

Date: May 6, 2024

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