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**MERGER OR SHARE EXCHANGE  
Sorrento Condominium Association, Inc.**

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Instrument prepared by and after  
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Naples, FL 34103  
(239) 649-6200

# ARTICLES OF MERGER

of

**SORRENTO MASTER ASSOCIATION, INC.**

a Florida, Not-For-Profit Corporations,

into/with

**SORRENTO CONDOMINIUM ASSOCIATION, INC.,**

a Florida Not-For-Profit Corporation,

ARTICLES OF MERGER between SORRENTO MASTER ASSOCIATION, INC., a Florida Not-for-Profit corporation ("Merging Corporation") and SORRENTO CONDOMINIUM ASSOCIATION, INC., a Florida Not-for-Profit corporation ("Surviving Corporation").

Pursuant to Section 617.1105 of the Florida Not-for-Profit Corporation Act (the "Act"), SORRENTO MASTER ASSOCIATION, INC. and SORRENTO CONDOMINIUM ASSOCIATION, INC., adopt the following Articles of Merger:

1. The Plan of Merger attached hereto as Exhibit "A" ("Plan of Merger") was approved and adopted by sufficient votes of the respective membership of the Merging Corporation and the Surviving Corporation, as follows:

## Sorrento Condominium Association, Inc. (Surviving Corporation)

Date of Meeting at Which Plan of Merger was Approved:	<u>February 8, 2018</u>
Number of Votes In Favor of Plan of Merger	<u>89</u>
Number of Votes In Opposition to Plan of Merger	<u>2</u>

## Sorrento Master Association, Inc. (Merging Corporation)

Date of Meeting at Which Plan of Merger was Approved:	<u>February 8, 2018</u>
Number of Votes In Favor of Plan of Merger	<u>92</u>
Number of Votes In Opposition to Plan of Merger	<u>2</u>

2. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth herein, including the amendments to the Articles of Incorporation of the Surviving Corporation.

3. Pursuant to Section 617.1105(4) of the Act, the date and time of the effectiveness of the

Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this \_\_\_\_ day of \_\_\_\_\_, 2018.

SORRENTO MASTER ASSOCIATION, INC.  
(SEAL)

By: [Signature]  
Print Name: Kelly S. Macklin  
Its: President

SORRENTO CONDOMINIUM ASSOCIATION, INC.  
(SEAL)

By: [Signature]  
Print Name: Kelly S. Macklin  
Its: President

STATE OF FLA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 16 day of Jan, 2018, by Kelly Macklin, as President of Sorrento Master Association, Inc. and President of Sorrento Condominium Association, Inc., who ☒ is personally known to me or who ☐ has produced a driver's license as identification.

NOTARY RUBBER STAMP SEAL OR  
EMBOSSSED SEAL



[Signature]  
Notary Public  
Kenneth E. Bloom  
Printed Name of Notary Public

GG006349 July 27, 2020  
Commission No. Expiration Date

**EXHIBIT "A"****PLAN OF MERGER OF SORRENTO MASTER ASSOCIATION, INC. WITH  
SORRENTO CONDOMINIUM ASSOCIATION, INC.**

Merger between Sorrento Condominium Association, Inc. which shall be known as the "Surviving Corp." and Sorrento Master Association, Inc., which shall be known as the "Merging Corp." (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Section 617.1101 et seq. of the Florida Not-for-Profit Corporation Act (the "Act"). Pursuant to this Plan of Merger and the amendments to the Merging Corps. governing documents, the Surviving Corp. shall be Sorrento Condominium Association, Inc.

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date shall be the Articles of Incorporation of the Surviving Corp. until further amended as provided by law.

2. Effect of Merger. On the Effective Date, the separate existence of Merging Corp. shall cease, and Surviving Corp. shall be fully vested in Merging Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 617.1106 of the Act.

3. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Merging Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

4. Filing with the Florida Secretary of State and Effective Date. Upon receiving the requisite approvals from the membership and Boards of Directors of Surviving Corp. and Merging Corp. for this Plan of Merger, Merging Corp. and Surviving Corp. 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 Surviving Corp. to the Florida Secretary of State. In accordance with Section 617.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles of Merger.