

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**  
**Artisan Lakes Master Association, Inc.**

Certificate of Status	1
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Page Count	06
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*Merger* / CC / CUS

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Electronic Filing Menu

Corporate Filing Menu

Help

Fax Server

10/30/2019 10:34:44 AM PAGE 3/009 Fax Server

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10/28/2019 10:01:01 AM PAGE 1/001 Fax Server



October 28, 2019

FLORIDA DEPARTMENT OF STATE

Division of Corporations

ARTISAN LAKES MASTER ASSOCIATION, INC.

551 NORTH CATTLEMEN ROAD, SUITE 200

SARASOTA, FL 34232

SUBJECT: ARTISAN LAKES MASTER ASSOCIATION, INC.

REF: N14000002086

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

Please complete all sections of the manner of adoption as you did not indicate how many (against) for both the entities.

The plan of merger must include the terms and conditions of the merger and any other provisions related to the merger.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

FAX Aud. #: H19000316329  
Letter Number: 419A00022145

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Artisan Lakes Master 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:

Angela Tompkins

\_\_\_\_\_  
(Contact Person)

Greenspoon Marder LLP

\_\_\_\_\_  
(Firm/Company)

5150 Tamiami Tr N., #502

\_\_\_\_\_  
(Address)

Naples, FL 34108

\_\_\_\_\_  
(City/State and Zip Code)

For further information concerning this matter, please call:

Angela Tompkins

\_\_\_\_\_  
(Name of Contact Person)

At ( <sup>239</sup> ) 659-1103  
\_\_\_\_\_  
(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

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10:34:44

## **ARTICLES OF MERGER**

**(Not for Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Artisan Lakes Master Association, Inc.	Florida	N14000002086

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Edgestone at Artisan Lakes Community		
Association, Inc.	Florida	N19000007267

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

*(Attach additional sheets if necessary)*

**Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the surviving corporation on N/A.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:  
\_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

**SECTION II**

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on 10/25/2019. The number of directors in office was 3. The vote for the plan was as follows: 3 FOR 0 AGAINST

**Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(s)**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the merging corporation(s) on N/A. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

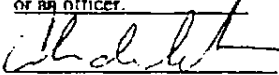
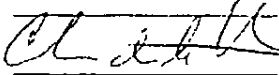
**SECTION II**

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on 10/25/2019. The number of directors in office was 3. The vote for the plan was as follows: 3 FOR 0 AGAINST

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of the chairman/ vice chairman of the board or an officer.</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
Artisan Lakes Master Association, Inc.		Carlos de la Ossa, President
Edgestone at Artisan Lakes Community		
Association, Inc.		Carlos de la Ossa, President

## **PLAN OF MERGER**

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **surviving** corporation:

**Name**

Artisan Lakes Master Association, Inc.

**Jurisdiction**

Florida

The name and jurisdiction of each **merging** corporation:

**Name**

Edgestone at Artisan Lakes Community Association, Inc.

**Jurisdiction**

Florida

The terms and conditions of the merger are as follows:

See attached extra sheet for terms and conditions.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

There are no changes to the articles of incorporation of the surviving corporation.

Other provisions relating to the merger are as follows:

There are no other provisions relating to the merger.

TERMS AND CONDITIONS OF MERGER  
ARTISAN LAKES MASTER ASSOCIATION, INC.  
(Surviving Corporation)

Until the Effective Time each of Merging Corporation and the surviving corporation shall continue to conduct its business without material change and shall not make any distribution or other disposition of assets, capital or surplus, except in the ordinary course of business or with the consent of the other. The merger shall be effective on the date of filing with the State of Florida (the "Effective Date"). At the Effective time, (a) the separate existence of the merging corporation shall cease and the merging corporation shall be merged with and into the surviving corporation and the surviving corporation, a Florida not for profit corporation, will be the surviving entity pursuant to the terms of the Articles of Merger; (b) the Certificate of Incorporation and Bylaws of the surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation and Bylaws of the surviving entity until duly amended in accordance with their terms and applicable law; (c) the Directors of the surviving corporation shall be the Directors of the surviving corporation as the surviving entity; and (d) and the Merger shall have all of the effects provided by applicable law.