

Division of Corporations

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Florida Department of State
Division of Corporations
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Account Number : I20090000042
Phone : (305) 938-6922
Fax Number : (305) 938-6914

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: JEFF@ALGPL.COM**MERGER OR SHARE EXCHANGE****The Village at Melbourne Condominium Association NFP, INC.**

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Corporate Filing Menu

Help

MERGER

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

16 MAR 29 PM 3:54
CLERK OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>The Village at Melbourne Condominium ASSOCIATION, INC.</u>	<u>Florida</u>	<u>N16000003057</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>The Village at Melbourne Condominium ASSOCIATION NFP, INC.</u>	<u>Florida</u>	<u>P06000143795</u>

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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.

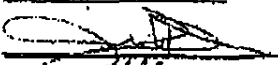

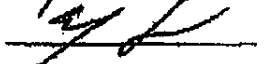
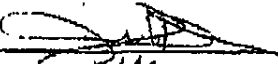


SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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 & Title</u>
<u>The Village at Melbourne Condominium ASSOCIATION NFP, INC.</u>		<u>Jared Brunabend, Director and President</u>
<u>The Village at Melbourne Condominium ASSOCIATION NFP, INC.</u>		<u>Jose Tello, Director and Vice President</u>
<u>The Village at Melbourne Condominium ASSOCIATION NFP, INC.</u>		<u>Efrén Ales, Director and Treasurer</u>
<u>The Village at Melbourne Condominium ASSOCIATION, INC.</u>		<u>Jared Brunabend, Director and President</u>
<u>The Village at Melbourne Condominium ASSOCIATION, INC.</u>		<u>Jose Tello, Director and Vice President</u>
<u>The Village at Melbourne Condominium ASSOCIATION, INC.</u>		<u>Efrén Ales, Director and Treasurer</u>

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
The Village at Melbourne Condominium Association, INC.	Florida	Profit Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
The Village at Melbourne Condominium Association NFP, INC.	Florida	Not-for-Profit Corporation

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

The terms and conditions of the merger are as follows:

1. Until altered, amended or repealed, the Articles of Incorporation of the Surviving Corporation in effect on the effective date of the merger shall be the Articles of Incorporation of the Surviving Corporation (i.e., the not-for-profit corporation);
2. Until altered, amended or repealed, the By-Laws of the merging corporation (i.e., the current By-Laws of the Association) in effect on the effective date of the merger shall be the By-Laws of the Surviving Corporation (i.e., the not-for-profit corporation); A copy of the current Association By-Laws will be filed with the plan of merger;
3. The Declaration of Condominium of the Village at Melbourne, A Condominium, recorded in Official Records Book 5697, at Page 6063, of the Public Records of Brevard County, Florida (the "Declaration") shall continue in full force and effect, and the Surviving Corporation shall be the "Association" under such Declaration and shall have all of the rights, obligations and liabilities of the Association thereunder;

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

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

Other provisions relating to the merger are as follows:

4. The officers and directors of the merging corporation and Surviving Corporation are the same individuals in the same roles/capacities. As such, the officers and directors of the Surviving Entity shall be such individuals in their current director/officer roles in each entity; and
5. Following the filing of the plan of merger (as detailed above), the Surviving Corporation shall file a name change request such that the name of the Association only changes for a moment in time to effectuate the merger, and following the moment in time required to effect such merger, the name of the Surviving entity shall be the same name as the current Association (i.e., The Village at Melbourne Condominium Association, Inc.).

(Attach additional sheet if necessary)