

N33163

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE SANCTUARY UNIT TWO-A COMMUNITY ASSOCIATION, INC., a Florida corporation, N94000004112

INTO

THE SANCTUARY OF JACKSONVILLE BEACH COMMUNITY ASSOCIATION, INC. which changed its name to

THE SANCTUARY OF JACKSONVILLE BEACH HOMEOWNERS ASSOCIATION, INC., a Florida corporation, N33163

File date: October 15, 1997

Corporate Specialist: Joy Moon-French

N33163



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 565372 81444A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 15, 1997

ORDER TIME : 10:05 AM

ORDER NO. : 565372-005

CUSTOMER NO: 81444A

CUSTOMER: John Latshaw, Jr., Esq
Patterson Bond & Latshaw, P.a.
Suite A
3010 S. Third Street
Jacksonville, FL 32250

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ARTICLES OF MERGER

RECEIVED
97 OCT 15 AM 11:25
DIVISION OF CORPORATION

THE SANCTUARY OF JACKSONVILLE
BEACH COMMUNITY ASSOCIATION,
INC.

INTO

THE SANCTUARY UNIT TWO-A
COMMUNITY ASSOCIATION, INC.

FILED
97 OCT 15 PM 3:58
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

W97000023590

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

O.K.
for
Louise F. Jackson

for
C.C.

FILED

97 OCT 15 PM 3:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
TO
THE SANCTUARY OF JACKSONVILLE BEACH
COMMUNITY ASSOCIATION, INC.,
and
THE SANCTUARY UNIT TWO-A
COMMUNITY ASSOCIATION, INC.

Pursuant to the provisions of Sections 617.01201 and 617.1105, Florida Statutes, THE SANCTUARY OF JACKSONVILLE BEACH COMMUNITY ASSOCIATION, INC., a Florida not-for-profit corporation, and THE SANCTUARY UNIT TWO-A COMMUNITY ASSOCIATION, INC., a Florida not-for-profit corporation, adopted the following Articles of Merger to their Articles of Incorporation:

FIRST: On September 23, 1997, The Sanctuary of Jacksonville Beach Community Association, Inc. (hereinafter referred to as the Phase I Association") adopted a Plan of Merger, which plan provided for the corporation to merge with The Sanctuary Unit Two-A Community Association, Inc., a Florida not-for-profit corporation (hereinafter referred to as the "Phase II Association").

On September 23, 1997, The Sanctuary Unit Two-A Community Association, Inc., a Florida not-for-profit corporation adopted a Plan of Merger, which plan provided for the corporation to merge with The Sanctuary of Jacksonville Beach Community Association, Inc., a Florida not-for-profit corporation.

On September 23, 1997, the Board of Directors of Phase I Association and the Board of Directors of Phase II Association executed an Agreement of Merger.

SECOND: The Agreement of Merger, as approved by the respective Boards of Directors, is as follows:

A. The Phase I Association is a community association organized and existing under the laws of the State of Florida; and

B. The Phase I Association was organized for the purpose of providing for the government of a residential community located in Jacksonville Beach, Florida; and

C. The property governed by the Phase I Association (hereinafter referred to as the "Sanctuary", located in Jacksonville Beach, Duval County, Florida), is part of a land parcel developed in separate phases by separate developers, and the phases are known and identified as Sanctuary Unit I, Sanctuary Unit II-A and Sanctuary Unit II-B. At this time, Sanctuary Unit II-A and Sanctuary Unit II-B are not governed by the Phase I Association; and

D. Phase I Association and Phase II Association are two (2) separate community associations, each in charge of separate development phases of the Sanctuary; and

E. The developers and residents of the Sanctuary intended that all of the Sanctuary would be combined into the same association and be subject to the same covenants and restrictions; and

F. By vote of its Board of Directors, the Phase I Association wishes to merge with the Phase II Association, and the Phase I Association will become the surviving corporation, and by vote of its Board of Directors Phase II concurs; and

G. Both Phase I Association and Phase II Association desire to merge together to form one community association, combining all managerial matters, responsibilities, powers, and duties; and

H. Phase I Association will permit Phase II Association to merge into its corporation, and Phase I Association shall become the surviving corporation (hereinafter, the "Surviving Corporation"); and

I. Phase I Association agrees to merge with Phase II Association, combining all managerial matters, responsibilities, powers and duties; and

J. Phase II Association shall transfer all its right, title and interest in and to any and all Phase II Association funds to the Surviving Corporation, and Phase I Association shall accept and assume the same; and

K. Phase II Association shall transfer all its right, title and interest in and to any and all contracts that Phase II Association has with third parties to the Surviving Corporation, and Phase I Association shall accept and assume the same; and

L. Phase II Association agrees that its association and its members will be governed by the Board and Committee of the Surviving Corporation; and

M. Phase II Association will transfer all of its real estate which is comprised of Phase II common elements to the Surviving Corporation, and Phase I Association shall accept and assume the same;

and

N. Phase II Association will acknowledge that the Surviving Corporation will enforce its covenants and restrictions.

THIRD: The members of the Phase I Association are not entitled to vote, and on September 23, 1997, the five (5) members of the Board of Directors voted unanimously to implement the Plan of Merger as of the date of filing the Articles of Merger.

FOURTH: The members of the Phase II Association are not entitled to vote, and on September 23, 1997, the three (3) members of the Board of Directors voted unanimously to implement the Plan of Merger as of the date of filing the Articles of Merger.

FIFTH: The new name of the corporation, after the merger, is known as "THE SANCTUARY OF JACKSONVILLE BEACH HOMEOWNERS ASSOCIATION, INC."

SIXTH: The effective date of the merger is the date of the filing of these Articles of Merger with the Florida Department of State.

Signed this 23rd day of September, 1997.

THE SANCTUARY OF JACKSONVILLE BEACH
COMMUNITY ASSOCIATION, INC.

By: Jerry Hornsby

Jerry Hornsby, President

THE SANCTUARY UNIT TWO-A COMMUNITY
ASSOCIATION, INC.

By: Patricia Callan

Patricia Callan, President