

N96000006017

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Robert L. Tankel

Beth E. Katz

February 12, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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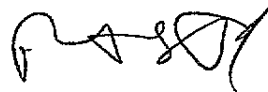
RE: Rosewood at River Ridge Phase I Homeowners' Association, Inc. and
Rosewood at River Ridge Phase II Homeowners' Association, Inc.;
Articles of Merger

Dear Sir/Madam:

Enclosed herewith is the original and one copy of the Articles of Merger in the above-referenced matter. Please file this document in the corporate documents. I have also enclosed a check in the amount of \$70.00 to cover the filing fee and have a certified copy returned to me.

Sincerely yours,

ROBERT L. TANKEL, P.A.



Robert L. Tankel

RLT/wg
Enclosure(s)

Merger & N/C

VS FEB 19 1999

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ROSEWOOD AT RIVER RIDGE PHASE I HOMEOWNERS' ASSOCIATION,
INC., a Florida corporation, N96000006016

INTO

ROSEWOOD AT RIVER RIDGE PHASE II HOMEOWNERS' ASSOCIATION,
INC. which changed its name to

ROSEWOOD AT RIVER RIDGE HOMEOWNERS' ASSOCIATION, INC., a
Florida corporation, N96000006017.

File date: February 15, 1999

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER

ROSEWOOD AT RIVER RIDGE PHASE I HOMEOWNERS' ASSOCIATION, INC. and
ROSEWOOD AT RIVER RIDGE PHASE II HOMEOWNERS' ASSOCIATION, INC.

AND

AMENDMENT TO ARTICLES OF INCORPORATION
OF ROSEWOOD AT RIVER RIDGE PHASE II HOMEOWNERS' ASSOCIATION, INC.

Pursuant to Section 617.1105, Florida Statutes, the undersigned corporations affirm and
adopt the following:

1. The Plan of Merger of Rosewood at River Ridge Phase I Homeowners' Association, Inc. and Rosewood at River Ridge Phase II Homeowners' Association, Inc. has been approved by a sufficient number of votes, as follows:

a. By the Board of Directors of Rosewood at River Ridge Phase I Homeowners' Association, Inc., at a meeting held 1/28, 1999, and by a sufficient number of votes of the membership.

b. By the Board of Directors of Rosewood at River Ridge Phase II Homeowners' Association, Inc., at a meeting held 1/28, 1999, and by a sufficient number of votes of the membership.

2. The surviving corporation shall be named Rosewood at River Ridge Homeowners' Association, Inc. pursuant to the Plan of Merger which is attached hereto and incorporated herein by reference.

3. The following represent amendments to the Articles of Incorporation of Rosewood at River Ridge Phase II Homeowners' Association, Inc., are hereby approved as follows:

A. The name of the corporation shall be changed to Rosewood at River Ridge Homeowners' Association, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

-
- B. The preamble to Article IV of the Articles is hereby amended to read as follows:

Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof and shall make no distribution of income to its members, directors, or officers. The specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the residential lots, common areas, and improvements as set forth in the Declaration of Covenants, Conditions, and Restrictions for Rosewood at River Ridge Phase II as recorded at Book 3674 at page 715, et. seq. and the amended and restated Declaration of Covenants, Conditions, and Restrictions for Rosewood at River Ridge Phase I as recorded at Book 3859 at Page 895, et. seq. of the Official Records of Pasco County, Florida (hereinafter referred to as the "Declarations") according to the provisions of the property described in the Declarations (the "Property") and to promote the health, safety, and welfare of the residents within the above described Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

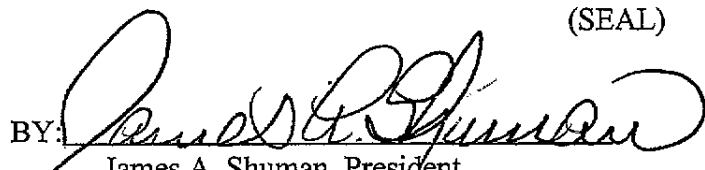
- C. The term "Declaration" is amended to read as "Declarations" throughout the Articles.
- D. The Association is the successor by merger to Rosewood at River Ridge Phase I Homeowners' Association, Inc. and Rosewood at River Ridge Phase

II Homeowners' Association, Inc. The Association shall have all of the powers, duties, debts, assets, and liabilities of the merged corporations.

DATED this 28th day of January, 199 9 at Pasco County, Florida.

Rosewood at River Ridge Phase I
Homeowners' Association, Inc.


(SEAL)

BY: 
James A. Shuman, President

ATTEST: 
William D. Paul, Secretary

Rosewood at River Ridge Phase II
Homeowners' Association, Inc.

(SEAL)

BY: 
M. D. Boyce, President

ATTEST: 
William D. Paul, Secretary

PLAN OF MERGER

OF

ROSEWOOD AT RIVER RIDGE PHASE I HOMEOWNERS' ASSOCIATION, INC. AND
ROSEWOOD AT RIVER RIDGE PHASE II HOMEOWNERS' ASSOCIATION, INC.

This is a Plan of Merger between Rosewood at River Ridge Phase I Homeowners' Association, Inc. a Florida not-for-profit corporation and Rosewood at River Ridge Phase II Homeowners' Association, a Florida not-for-profit corporation.

ARTICLE I

Constituent Corporations

The name of each constituent corporation is Rosewood at River Ridge Phase I Homeowners' Association, Inc., a Florida not-for-profit corporation, and Rosewood at River Ridge Phase II Homeowners' Association, Inc., a Florida not-for-profit corporation.

ARTICLE II

Merger

Pursuant to Section 617.1107 Florida Statutes, Rosewood at River Ridge Phase I Homeowners' Association, Inc. a Florida not-for-profit corporation, shall be merged into Rosewood at River Ridge Phase II Homeowners' Association, Inc. (the "merger").

ARTICLE III

Surviving Corporation

Rosewood at River Ridge Phase II Homeowners' Association, Inc., a Florida not-for-profit corporation, shall be renamed Rosewood at River Ridge Homeowners' Association, Inc., and shall be the surviving corporation of the merger.

ARTICLE IV

Articles of Incorporation

The Articles of Incorporation of Rosewood at River Ridge Phase II Homeowners' Association, Inc., as in effect immediately prior to the merger, shall only be changed by the merger as set forth in the proposed amendments to the Articles of Incorporation as set forth in the Articles of Merger and shall continue to be its Articles of Incorporation after the merger.

ARTICLE V

Directors and Officers

The directors and officers of the surviving corporation shall, upon the effective date of the Plan of Merger and approval of the Articles of Merger consist of the existing Board of Directors of the surviving corporation, who shall choose, among themselves, the officers of the corporation at the first meeting of the directors immediately following the merger.

ARTICLE VI

Members

The members of Rosewood at River Ridge Phase I Homeowners' Association, Inc. and Rosewood at River Ridge Phase II Homeowners' Association, Inc., immediately following the merger shall all be members of Rosewood at River Ridge Homeowners' Association, Inc. and, without further action, shall possess all rights and obligations granted to Rosewood at River Ridge Homeowners' Association, Inc., as provided by its Articles of Incorporation and By-Laws.

ARTICLE VII

Assets and Liabilities

On the effective date of the merger, the separate existence of Rosewood at River Ridge Phase I Homeowners' Association, Inc. shall cease and shall be merged into Rosewood at River Ridge Phase II Homeowners' Association, Inc., and Rosewood at River Ridge Homeowners' Association, Inc., as the surviving corporation, shall, without further action, possess all of the rights and privileges of both Corporations immediately preceding the merger. All assets of any nature of Rosewood at River Ridge Phase I Homeowners' Association, Inc. and Rosewood at River Ridge Phase II Homeowners' Association, Inc., shall, without further action, be vested in Rosewood at River Ridge Homeowners' Association, Inc. immediately following the merger. Following the merger, Rosewood at River Ridge Homeowners' Association, Inc. shall be responsible for all liabilities and obligations of Rosewood at River Ridge Phase I Homeowners' Association, Inc., and Rosewood at River Ridge Phase II Homeowners' Association, Inc. Any claim existing or action or proceeding pending against Rosewood at River Ridge Phase I Homeowners' Association, Inc. and Rosewood at River Ridge Phase II Homeowners' Association, Inc., may be construed as if the merger did not occur and Rosewood at River Ridge Homeowners' Association, Inc. may be substituted for either of the two corporations in any such proceeding. Neither the rights of creditors of nor any liens upon the property of Rosewood at River Ridge Phase I Homeowners' Association, Inc. or Rosewood at River Ridge Phase II Homeowners' Association, Inc. shall be impaired by the merger.

ARTICLE VIII

Effective Date

The merger shall be effective upon the filing by the Florida Department of State of Articles of Merger, or at such other time specified in the articles of merger.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the undersigned officers on the dates shown below.

Rosewood at River Ridge Phase I Homeowners' Association, Inc.

(SEAL)

BY: 

James A. Shuman, President

ATTEST: 

William D. Paul, Secretary

DATE: 12 / 7 / 98

Rosewood at River Ridge Phase II Homeowners' Association, Inc.

(SEAL)

BY: 

M. D. Royce, President

ATTEST: 

William D. Paul, Secretary

DATE: 12 / 7 / 98