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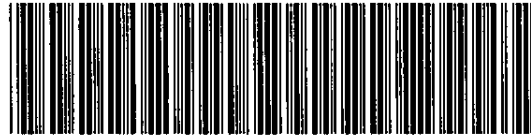
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August 17, 2012

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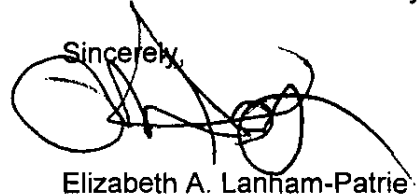
Re: Articles of Merger of
Black Bear Reserve Homeowners Association, Inc.; - *Surv*
The Village of Black Bear Reserve Homeowners Association, Inc.;
The Lakes of Black Bear Reserve Homeowners Association, Inc.; and
Upson Downs Homeowners Association, Inc.

Dear Sir or Madam:

Please find enclosed herewith the original Articles of Merger of the above-captioned associations, along with our client's check made payable to the Department of State in the amount of \$148.75, representing payment for filing the above-referenced with the Secretary of State and for a **CERTIFIED COPY** of same. I have enclosed a self-addressed stamped envelope for your convenience in returning the certified copy to this office.

Thank you for your attention to this matter. Please contact me if you have any questions.

Sincerely,



Elizabeth A. Lanham-Patrie

ELP/mnr

Enclosures as indicated above.

cc: Black Bear Reserve Homeowners Association, Inc.

Bbr001 ltr1

Handwritten file numbers:
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ARTICLES OF MERGER

OF

BLACK BEAR RESERVE HOMEOWNERS ASSOCIATION, INC.;
THE VILLAGE OF BLACK BEAR RESERVE HOMEOWNERS ASSOCIATION, INC.;
THE LAKES OF BLACK BEAR RESERVE HOMEOWNERS ASSOCIATION, INC.;
AND
UPSON DOWNS HOMEOWNERS ASSOCIATION, INC.

The following Articles of Merger are submitted in accordance with the Florida Not For Profit Corporation Act pursuant to Section 617.1105, Florida Statutes.

ARTICLE I Plan of Merger

A copy of the Plan of Merger of Black Bear Reserve Homeowners Association, Inc.; The Village of Black Bear Reserve Homeowners Association, Inc.; The Lakes of Black Bear Reserve Homeowners Association, Inc.; and Upson Downs Homeowners Association, Inc., all of which are Florida not-for-profit corporations, is hereto attached as **Exhibit "A"** (hereinafter "Plan of Merger").

ARTICLE II Approval

The Plan of Merger was adopted by the Members of BLACK BEAR RESERVE HOMEOWNERS ASSOCIATION, INC. at a Special Members' Meeting held on July 9, 2012. The number of votes cast in favor of the Plan of Merger was sufficient for approval. The vote for the Plan was as follows: 148 FOR, 0 AGAINST.

The Members of THE VILLAGE OF BLACK BEAR RESERVE HOMEOWNERS ASSOCIATION, INC. are not entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the Board of Directors of THE VILLAGE OF BLACK BEAR RESERVE HOMEOWNERS ASSOCIATION, INC., at a board meeting held on August 6, 2012. The number of directors in office was five (5). The number of votes cast in favor of the Plan of Merger was sufficient for approval. The vote for the Plan was as follows: 4 FOR, 0 AGAINST.

The Members of THE LAKES OF BLACK BEAR RESERVE HOMEOWNERS ASSOCIATION, INC. are not entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the Board of Directors of THE LAKES OF BLACK BEAR RESERVE HOMEOWNERS ASSOCIATION, INC., at a board meeting held on August 6, 2012. The number of directors in office was five (5). The number of votes cast in favor of the Plan of Merger was sufficient for approval. The vote for the Plan was as follows: 5 FOR, 0 AGAINST.

The Members of UPSON DOWNS HOMEOWNERS ASSOCIATION, INC. are not entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the Board of Directors of UPSON DOWNS HOMEOWNERS ASSOCIATION, INC., at a board meeting held on August 6, 2012. The number of directors in office was five (5). The number of votes cast in favor of the Plan

of Merger was sufficient for approval. The vote for the Plan was as follows: 4 FOR, 0 AGAINST.

ARTICLE III
Effective Date

The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

[DOCUMENT CONTINUES ON NEXT PAGE]

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on the day and year written below.

Black Bear Reserve Homeowners Association, Inc.,
a Florida not-for-profit corporation

By: _____

Deborah Spicer, President
(Print Name) As Its President

316744 ALAQUA CT.
EUSTIS, FL 32736
(Address)

Date: Aug. 13, 2012

The Village of Black Bear Reserve Homeowners Association, Inc.,
a Florida not for profit corporation

By: _____

Deborah Spicer, President
(Print Name) As Its President

316744 ALAQUA CT
EUSTIS, FL 32736
(Address)

Date: Aug. 13, 2012

The Lakes of Black Bear Reserve Homeowners Association, Inc.,
a Florida not for profit corporation

By: _____

Hayne Smith
(Print Name) As Its Vice-President

36802 BARRINGTON DR.
EUSTIS FL. 32736
(Address)

Date: Aug. 13, 2012

Upson Downs Homeowners Association, Inc.,
a Florida not for profit corporation

By: _____

Robert V. Dawn
(Print Name) As Its President

24213 M. Road. Dr.
Eustis FL. 32736
(Address)

Date: Aug. 13, 2012

EXHIBIT "A"

PLAN OF MERGER

OF

BLACK BEAR RESERVE HOMEOWNERS ASSOCIATION, INC.;
THE VILLAGE OF BLACK BEAR RESERVE HOMEOWNERS ASSOCIATION, INC.;
THE LAKES OF BLACK BEAR RESERVE HOMEOWNERS ASSOCIATION, INC.;
AND
UPSON DOWNS HOMEOWNERS ASSOCIATION, INC.

This is a Plan of Merger for Black Bear Reserve Homeowners Association, Inc.; The Village of Black Bear Reserve Homeowners Association, Inc.; The Lakes of Black Bear Reserve Homeowners Association, Inc.; and Upson Downs Homeowners Association, Inc., all of which are Florida not-for-profit corporations.

ARTICLE I
Constituent Corporations

The name of each constituent corporation is Black Bear Reserve Homeowners Association, Inc.; The Village of Black Bear Reserve Homeowners Association, Inc.; The Lakes of Black Bear Reserve Homeowners Association, Inc.; and Upson Downs Homeowners Association, Inc., all of which are Florida not-for-profit corporations (hereinafter collectively referred to as "Constituent Corporations").

ARTICLE II
Merger

Pursuant to Section 617.1101, *Florida Statutes*, Black Bear Reserve Homeowners Association, Inc., The Village of Black Bear Reserve Homeowners Association, Inc.; The Lakes of Black Bear Reserve Homeowners Association, Inc.; and Upson Downs Homeowners Association, Inc., shall be merged into Black Bear Reserve Homeowners Association, Inc. (hereinafter the "Merger").

ARTICLE III
Surviving Corporation

Black Bear Reserve Homeowners Association, Inc., shall be the surviving corporation of the Merger and shall continue to be named as Black Bear Reserve Homeowners Association, Inc. (hereinafter the "Surviving Corporation")

ARTICLE IV
Articles of Incorporation

The Articles of Incorporation of Black Bear Reserve Homeowners Association, Inc., as in effect immediately prior to the Merger, with the following changes, shall be the Articles of Incorporation of the Surviving Corporation until further amended as provided by law. The changes

to the surviving corporation's Articles of Incorporation, which shall take effect on the effective date of this Merger, are attached to this Plan as Exhibit "A-1", and are incorporated herein by reference.

ARTICLE V Directors and Officers

The directors and officers of the Surviving Corporation, immediately before the Merger, shall continue to be the directors and officers immediately following the Merger.

ARTICLE VI Members

The members of Black Bear Reserve Homeowners Association, Inc.; The Village of Black Bear Reserve Homeowners Association, Inc.; The Lakes of Black Bear Reserve Homeowners Association, Inc.; and Upson Downs Homeowners Association, Inc., immediately before the Merger shall all be members of the Surviving Corporation immediately following the Merger, and, without further action, shall possess all rights and obligations granted to members of the Surviving Corporation by its Articles of Incorporation and Bylaws.

ARTICLE VII Declarations

The Merger shall not effect any revocation, change or addition to any of the respective Declaration of Covenants and Restrictions which are applicable to the properties managed and operated by each of the Constituent Corporations immediately before the Merger.

ARTICLE VIII Assets and Liabilities

On the effective date of the Merger, the separate existences of the Constituent Corporations shall cease and the Surviving Corporation shall, without further action, possess all of their rights and privileges immediately preceding the Merger, and all of its rights pursuant to its Articles of Incorporation and Bylaws. All assets of any nature of the Constituent Corporations shall, without further action, be vested in the Surviving Corporation immediately following the Merger. Following the Merger, the Surviving Corporation shall be responsible for all liabilities and obligations of the Constituent Corporations. Any claim existing or action or proceeding pending against any of the Constituent Corporations may be continued as if the Merger did not occur or the Surviving Corporation may be substituted for the particular Constituent Corporation in any such proceeding. Neither the rights of creditors, nor any liens upon the property of the Constituent Corporations shall be impaired by the Merger.

ARTICLE IX
Effective Date

The Merger shall become effective on the date that the Articles of Merger are filed with the Florida Department of State.

ARTICLE X
Abandonment

Notwithstanding anything to the contrary herein contained, this Plan of Merger may be terminated and abandoned by the Board of Directors of any of the Constituent Corporations, at any time prior to the filing of the Articles of Merger with the Florida Department of State.

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EXHIBIT "A-1"

**FIRST AMENDMENT TO
ARTICLES OF INCORPORATION
OF**

Black Bear Reserve Homeowners Association, Inc.

1. Article I is hereby amended as follows:

ARTICLE I - NAME

The name of this corporation is Black Bear Reserve Homeowners Association, Inc. For convenience, the Corporation may be referred to in this instrument as the "Corporation" or "Association", these Articles of Incorporation as "Articles" and the bylaws of the Association as "Bylaws". "Declaration" shall mean and refer to the Declaration of Covenants and Restrictions for Black Bear Reserve Homeowners Association, Inc. ("Declaration"), as amended from time to time. Any references to Black Bear Reserve Homeowners Association, Inc. Restrictions herein are hereby deleted and shall be substituted with the term "Declaration" even if such references are not specifically identified in this First Amendment.

2. Article V(B) is hereby amended as follows:

B. General Purposes. Management of The Village of Black Bear Reserve Homeowners Association, Inc., The Estates Lakes of Black Bear Reserve Homeowners Association, Inc., The Glen at Black Bear Reserve Homeowners Association, Inc. Upon Downs, and any other lawful purpose.

3. Article VI, Sections (A), (B), (C), (F) and (Q) are hereby amended as follows:

The corporation shall have the power, directly or indirectly, either alone or in conjunction and cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of its non-profit purposes under Florida law and the Internal Revenue Code of 1954 and the Regulations thereunder, as the same now exists or as may be hereafter amended. In addition, the Corporation shall have the following specific powers:

A. To exercise all of the powers and duties of the Association provided under ~~Black Bear Reserve Homeowners Association, Inc. Restrictions~~ the Declaration and the Neighborhood Declarations, as amended from time to time, and under the laws of the State of Florida pertaining to a Corporation Not for Profit, and Chapter 720, Florida Statutes, which are specifically incorporated herein by reference. The term Neighborhood Declaration is defined in the Declaration.

B. To make and collect Annual Assessments for capital maintenance of

landscaping, drainage improvements, irrigation facilities, and fencing within any the Landscape Easements **for which the Association is responsible** as defined in ~~Black Bear Reserve Homeowners Association, Inc. Restrictions~~, subject to the maximum annual assessment stated therein.

C. To make and collect Special Assessments for capital improvements, as provided pursuant to ~~Black Bear Reserve Homeowners Association, Inc. Restrictions~~ **the Declaration and the Neighborhood Declarations**.

...

F. To enforce the collection of all assessments, including without limitation, general and special assessments, in the manner provided under ~~Black Bear Reserve Homeowners Association, Inc. Restrictions~~ **the Declaration and Neighborhood Declarations** and all rules, regulations, Bylaws and Articles of the Association.

...

N. To maintain, repair, replace and operate any property of or used in connection with the Association or the any Landscape Easements **for which the Association is responsible** as defined in ~~Black Bear Reserve Homeowners Association, Inc. Restrictions~~ or as otherwise determined by the Board of Directors of the Association.

...

P. To purchase insurance upon the Common Areas Association property and any Landscape Easements **for which the Association is responsible** as defined in ~~Black Bear Reserve Homeowners Association, Inc. Restrictions~~.

Q. To employ personnel to perform all repairs, maintenance, and other services required for the property of or used in connection with the Association and the any Landscape Easements **for which the Association is responsible** as defined in the ~~Black Bear Reserve Homeowners Association, Inc. Restrictions~~.

R. To make and amend reasonable rules and regulations respecting the use and appearance of all property and improvements of or located in Black Bear Reserve Homeowners Association, Inc. subdivision, including without limitation, all property of or used in connection with the Association and/or the any Landscape Easements **for which the Association is responsible** as defined in ~~Black Bear Reserve Homeowners Association, Inc. Restrictions~~.

4. Article IX is hereby amended as follows:

The Association **has only one (1) class** ~~shall have two classes~~ of voting membership:

A. Class "A": Class "A" members shall be all Owners as defined in the Declaration ~~Black Bear Reserve Homeowners Association, Inc. Restrictions~~, with the exception of the declarant, or any successors or assigns thereof ("Declarant"). Each Class "A" member shall be entitled to one (1) vote for each Lot owned. In the event more than one (1) person or entity holds an interest in any Lot of the Subdivision, all such persons shall be members. The vote for

such Lot in the event more than one (1) person or entity holds an interest therein shall be exercised as such person or entities may determine, but in no event shall there be more than one (1) vote cast with respect to each Lot. In the event of a conflict in the vote of the Owners of any Lot, unless such conflict should have been resolved by such Owners, it shall be deemed that the Owners shall have abstained from voting.

B. Class "B": The Class "B" member(s) ~~shall be~~ were the authorized officer or attorney-in-fact for the Declarant, or its successors or assigns. ~~The Class "B" members shall be entitled to three (3) votes for each Lot owned in Black Bear Reserve Homeowners Association, Inc. subdivision.~~ The Class "B" membership shall has ~~ceased~~ and be has converted to Class "A" membership, upon the happening of either of the following events, whichever occurs first:

- ~~(1) When the total votes outstanding in the Class "A" membership equal the total votes outstanding in the Class "B" membership; or~~
- ~~(2) On the date seven (7) years from recordation of Black Bear Reserve Homeowners Association, Inc. Restrictions. Notwithstanding anything herein to the contrary, in the event the Declarant subjects additional land to Black Bear Reserve Homeowners Association, Inc. Restrictions, the Class "B" membership shall be reinstated for all lots owned by the developers, so long as the total number of Class "B" votes shall then be greater than the total number of Class "A" votes.~~

5. Article X(B) is hereby amended as follows:

B. Duties and Powers. All the duties and powers of the Corporation existing under ~~Black Bear Reserve Homeowners Association, Inc. Restrictions,~~ the Declaration, the Neighborhood Declarations, these Articles and Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors and employees, subject only to approval by Owners when specifically required.