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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

APR 27 2012

T. LEWIS



April 18, 2012

Via Regular U.S. Mail

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Forest Park Master Property Owners Association, Inc. (surviving corporation)/
Forest Park Neighborhood I Association, Inc. (merging corporation).**

Gentlemen:

Please find enclosed original Articles of Merger and Plan or Merger for filing along with a check in the amount of \$70.00 for the filing fee.

Upon filing, please return the original to our office in the self-addressed stamped envelope for recording in the Collier County, Florida Public Records.

If you have any questions, please let me know.

Sincerely,

Steven J. Adamczyk
For the Firm

Enclosures
cc: Client

ARTICLES OF MERGER

OF

**FOREST PARK MASTER PROPERTY OWNERS ASSOCIATION, INC.
FOREST PARK NEIGHBORHOOD I ASSOCIATION, INC.**

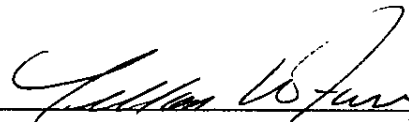
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TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes section 617.051 through 617.1103, the undersigned corporations affirm and adopt the following:

1. The Plan of Merger of Forest Park Master Property Owners Association, Inc. and Forest Park Neighborhood I Association, Inc., both Florida not-for-profit corporations, has been duly approved as follows:
 - (a) By unanimous approval of the Board of Directors of Forest Park Master Property Owners Association, Inc. at a meeting held on September 26, 2011 and the requisite approval of the membership of Forest Park Master Property Owners Association, Inc. at a membership meeting on March 22, 2012.
 - (b) By unanimous approval of the Board of Directors of Forest Park Neighborhood I Association, Inc. at a meeting held on August 11, 2011 and the requisite approval of the membership of Forest Park Neighborhood I Association, Inc. at a membership meeting on January 12, 2012.
2. The surviving corporation shall be Forest Park Master Property Owners Association, Inc., a Florida corporation not-for-profit.
3. The merging corporation shall be Forest Park Neighborhood I Association, Inc., a Florida corporation not-for-profit.
4. As to Forest Park Master Property Owners Association, Inc. (surviving corporation), the Plan of Merger was adopted by the affirmative vote of at least two-thirds (2/3) of the total voting interests at a duly noticed membership meeting of the surviving corporation on March 22, 2012.
5. As to Forest Park Neighborhood I Association, Inc. (merging corporation), the Plan of Merger was adopted by a vote of at least two-thirds (2/3) of the total voting interests at a duly noticed meeting of the merging corporation held on January 12, 2012.
6. The Plan of Merger adopted by the surviving corporation and merging corporation is attached hereto as Exhibit "A" and incorporated by reference.


7. The Articles of Incorporation of the surviving corporation are amended in accordance with the amendment attached hereto, and shall be the Articles of Incorporation of the surviving corporation.
8. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**FOREST PARK MASTER PROPERTY
OWNERS ASSOCIATION, INC., a Florida
corporation not-for-profit,**

By: , President

Dated this 9 day of April, 2012.

**FOREST PARK NEIGHBORHOOD I
ASSOCIATION, INC., a Florida corporation
not-for-profit,**

By: , President

Dated this 16 day of April, 2012.

PLAN OF MERGER

FOREST PARK MASTER PROPERTY OWNERS ASSOCIATION, INC. FOREST PARK NEIGHBORHOOD I ASSOCIATION, INC.

WHEREAS, Forest Park Master Property Owners Association, Inc., a Florida corporation not-for-profit, is the corporate entity responsible for the operation, management and maintenance of certain common properties serving the development known as "Forest Park", as more particularly described in the Declaration of Covenants, Conditions, Restrictions, and Easements for Forest Park, recorded at O.R. Book 2641, Page 0135, as amended, of the Public Records of Collier County, Florida; and

WHEREAS, Forest Park Neighborhood I Association, Inc., a Florida corporation not-for-profit, is the corporate entity responsible for the operation and management of Forest Park Neighborhood I, as more particularly described in the Declaration of Covenants, Restrictions and Easements for Forest Park Neighborhood I Association, recorded at O.R. Book 3257, Page 2584, as amended, of the Public Records of Collier County, Florida; and

WHEREAS, the Boards of Directors of the above-named corporations have met and determined that simplicity and economy of operation of the communities will be enhanced by the merger of the aforementioned corporations into a single operating entity.

THEREFORE BE IT RESOLVED that pursuant to Florida Statutes sections 617.1101 through 617.1103, the following plan of merger is hereby adopted.

1. Forest Park Neighborhood I Association, Inc., a Florida corporation not-for-profit shall be the merging corporation and Forest Park Master Property Owners Association, Inc., a Florida corporation not-for-profit, shall be the surviving corporation that will operate and manage Forest Park Neighborhood I, through its Board of Directors.
2. Subsequent to the merger, Forest Park Neighborhood I Association, Inc. shall be subject to the Articles of Incorporation and By-Laws of Forest Park Master Property Owners Association, Inc., as amended;
3. Forest Park Master Property Owners Association, Inc. shall, upon the merger, assume all the powers, rights, duties, assets and liabilities of Forest Park Neighborhood I Association, Inc.;
4. The adoption of this plan of merger shall not be construed as a consolidation of the associations and the properties operated by the merging corporations;
5. This Plan of Merger shall become effective upon the approval of the Boards of Directors and membership of each merging corporation, pursuant to Florida Statutes section 617.1103, the adoption of the necessary amendments to the community documents

attached hereto and the filing of the Articles of Merger with the Florida Department of State pursuant to Florida Statutes section 617.1105.

FOREST PARK MASTER PROPERTY
OWNERS ASSOCIATION, INC., a Florida
corporation not-for-profit,

By: *INGRID KACZMAREK*
INGRID KACZMAREK, President

Dated this 6TH day of October, 2011.

FOREST PARK NEIGHBORHOOD I
ASSOCIATION, INC., a Florida corporation
not-for-profit,

By: *DENISE SMURRA*
DENISE SMURRA, President

Dated this 6TH day of October, 2011.

**AMENDMENTS TO THE
ARTICLES OF INCORPORATION
FOR**

FOREST PARK MASTER PROPERTY OWNERS ASSOCIATION, INC.

Words added are underlined and words deleted are ~~stricken through~~.

The Preamble is amended as follows:

**ARTICLES OF INCORPORATION

FOR**

FOREST PARK MASTER PROPERTY OWNERS ASSOCIATION, INC.

Individually and as successor-by-merger to Forest Park Neighborhood I Association, Inc.,

(a Florida corporation not-for-profit)

Article I of the Articles of Incorporation is amended as follows:

ARTICLE I – NAME

The name of the corporation is: FOREST PARK MASTER PROPERTY OWNERS ASSOCIATION, INC., individually and as successor-by-merger with Forest Park Neighborhood I Association, Inc. hereinafter referred to as the “Master Association.” The mailing address for the corporation is c/o Platinum Property Management, 1016 North Collier Way, Suite 102, Naples, Florida 34110 ~~600 Key Building, 159 South Main Street, Akron, Ohio 44308~~, or at such other place as designated by the Board of Directors from time to time.

Article III, Sections 1, 2(a) and 2(c) of the Articles of Incorporation are amended as follows:

1. **GENERAL POWERS.** The Master Association shall have all the powers of a corporation not-for-profit which are not prohibited by law or in conflict with the provision of these Articles or the Declaration of Covenants, Conditions, Restrictions, and Easements for Forest Park or the Declaration of Covenants, Restrictions and Easements for Forest Park Neighborhood I Association.

2. **NECESSARY POWERS.** The Master Association shall have all of the powers reasonably necessary to implement its purposes, including, but not limited to, the following:

- a. To exercise all the powers and privileges and to perform all of the duties and obligations of the Master Association as set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easement for Forest Park (the "Declaration" or "Master Declaration") as well as that certain Declaration of Covenants, Restrictions and Easements for Forest Park Neighborhood 1 Association (the "Neighborhood Declaration") now or hereafter recorded in the office of the Clerk of Circuit Court in and for Collier County, Florida, as the same may be amended from time to time. All terms used herein which are defined in the Declaration shall have the meaning herein as therein.
- c. To fix, establish, levy and collect Assessments against Members' property and operate, without, pecuniary profit, for the benefit of the Members in accordance with the Master Declaration as well as the Neighborhood Declaration.