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MERGER OR SHARE EXCHANGE

The Residences at World Golf Village Condominium Ass

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ARTICLES OF MERGER

1. The undersigned corporations, being validly and legally formed under the laws of the state of Florida, have adopted a plan of merger. The plan of merger is attached as Exhibit A to these articles of merger.

2. Under the plan of merger, the name of the surviving corporation is: **THE RESIDENCES AT WORLD GOLF VILLAGE CONDOMINIUM ASSOCIATION, INC.**

3. The plan of merger of the undersigned corporations was adopted under Section 617.1103, *Florida Statutes*.

4. The plan of merger shall become effective as provided therein.

5. The articles of incorporation of the surviving corporation also are being amended under Section 617.1007, *Florida Statutes*. The articles of amendment to the articles of incorporation of the surviving corporation are attached as Exhibit A to the plan of merger attached to these articles of merger.

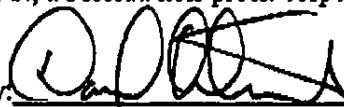
6. These articles of merger and the exhibits to it were approved by at least a majority of the voting interests of the members of each corporation entitled to vote with respect thereto who were present in person or by proxy at duly called meetings of the corporations at which a quorum of the members of each corporation was present. The number of votes cast in favor of the adoption of the amendments was sufficient for approval under applicable law.

The statements set forth in these articles of merger are true and correct and are certified effective October 8, 2013.

THE RESIDENCES AT WORLD GOLF VILLAGE CONDOMINIUM ASSOCIATION, INC., a Florida non-profit corporation

By: 
Name Printed: Ann MacDonald-Dailey
Title: PRESIDENT

THE RESIDENCES II AT WORLD GOLF VILLAGE CONDOMINIUM ASSOCIATION, INC., a Florida non-profit corporation

By: 
Name Printed: DAVID OSTERRIEDER
Title: PRESIDENT, R2

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Exhibit A

(Plan of Merger)

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PLAN OF MERGER

THIS PLAN OF MERGER is made effective OCTOBER 15, 2013, by and between THE RESIDENCES AT WORLD GOLF VILLAGE CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation (the "Surviving Corporation"), and THE RESIDENCES II AT WORLD GOLF VILLAGE CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation (the "Merging Corporation"). The Surviving Corporation and the Merging Corporation sometimes are referred to collectively herein as the "Constituent Corporations".

1. **Constituent Corporations.** The Constituent Corporations are Florida non-profit corporations, organized on a nonstock basis, and are in good standing.

2. **Condominium Property.** A residential complex, including two (2) separate condominiums, was formed by the recording of two (2) separate declarations of condominium, as follows:

- (a) Declaration of Condominium of The Residences at World Golf Village, a condominium, recorded in Official Records Book 1364, at page 1888, of the public records of St. Johns County, Florida.
- (b) Declaration of Condominium of The Residences II at World Golf Village, a condominium, recorded in Official Records Book 1929, at page 956, of the public records of St. Johns County, Florida.

The merging corporations, respectively, are the condominium associations that operate the above-referenced condominiums. The condominiums are not being merged at this time.

3. **Surviving Corporation.** The Surviving Corporation shall become the condominium association that operates the above-referenced condominiums.

4. **Principal Office.** The principal office of the Surviving Corporation shall remain at the following address: c/o Floridian Property Management, LLC, 414 Old Hard Road, #502, Fleming Island, Florida 32003.

5. **Articles of Incorporation.** The articles of incorporation of the Surviving Corporation shall be the amended, and articles of amendment to the articles of incorporation of the Surviving Corporation are attached hereto as Exhibit A, which shall be adopted as part of this plan of merger.

6. **Members, Directors and Officers.** On the effective date of the merger (i) all members of the Merging Corporation shall become members of the Surviving Corporation; and (ii) the directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until successors have been duly elected or appointed and qualified.

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7. Approval. This plan of merger is subject to approval by not less than a majority of the board of directors of the Surviving Corporation, by not less than a majority of the board of directors of the Merging Corporation, by not less than a majority of the members of the Surviving Corporation, and by not less than a majority of the members of the Merging Corporation. Following approval of this merger, the officers of the Constituent Corporations are authorized and directed to file articles of merger, with a copy of this plan of merger, together with the attached amendment to the articles of incorporation of the Surviving Corporation, with the Division of Corporations and to record a Certificate of Merger evidencing this merger and such amendment in the public records of St. Johns County, Florida. Such filing shall signify the Surviving Corporation's acceptance of responsibility to act as the condominium association for those condominiums described by this plan of merger.

8. Effective Date of Merger. This merger shall become effective on the date the articles of merger are filed in the offices of the Florida Department of State.

9. Effect of Merger. When the merger becomes effective, the separate existence of the Merging Corporation shall cease, except as may be required for carrying out the purposes of this plan of merger or as continued by statute. All of the rights, privileges, powers, franchises, assets, causes of action, and interests of any kind whatsoever of the Merging Corporation, including all real property owned by the Merging Corporation as reflected in instruments filed in the public records, shall become the property of the Surviving Corporation and shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens on the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the Merging Corporation shall henceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if those debts, liabilities and duties initially had been incurred or contracted by the Surviving Corporation.

"SURVIVING CORPORATION"

**THE RESIDENCES AT WORLD GOLF
VILLAGE CONDOMINIUM ASSOCIATION,
INC., a Florida not-for-profit corporation**

By: *Ann MacDonald-Dailey*
Name Printed: ANN MACDONALD-DAILEY
Title: PRESIDENT

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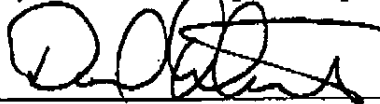
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"MERGING CORPORATION"

**THE RESIDENCES II AT WORLD GOLF
VILLAGE CONDOMINIUM ASSOCIATION,
INC., a Florida not-for-profit corporation**

By: 

Name Printed: DAVID OSTERRIEDER

Title: PRESIDENT, R2

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Exhibit A

(Articles of Amendment)

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE RESIDENCES AT WORLD GOLF VILLAGE
CONDOMINIUM ASSOCIATION, INC.,
a corporation not for profit**

These Articles of Amendment to Articles of Incorporation of The Residences at World Golf Village Condominium Association, Inc., a Florida non-profit corporation ("Amendment"), are made effective October 15, 2013, by **THE RESIDENCES AT WORLD GOLF VILLAGE CONDOMINIUM ASSOCIATION, INC.**, a Florida non-profit corporation (the "Association").

RECITALS:

A. The Association desires to amend its Articles of Incorporation as more particularly described hereafter and these Articles of Amendment have been proposed by a resolution adopted by a not less than two-thirds (2/3) vote of the Association's Board of Directors and were approved by the affirmative vote of a majority of the Members present or represented by proxy at a duly called and noticed meeting of the Members held on October 8, 2013.

NOW THEREFORE, the Association hereby amends its Articles of Incorporation ("Existing Articles") as follows:

1. To the extent not otherwise specifically defined herein, all capitalized terms contained in this Amendment shall have the same meanings as such terms are defined in the Existing Articles as amended prior to the date hereof.

2. The first sentence of Article II, Section 1 of the Existing Articles is hereby amended in its entirety as follows:

The purpose for which this Association is organized is to act as a governing "Association" within the meaning of the Condominium Act (Chapter 718, Florida Statutes) for **THE RESIDENCES AT WORLD GOLF VILLAGE, A CONDOMINIUM**, and **THE RESIDENCES II AT WORLD GOLF VILLAGE, A CONDOMINIUM** (together, the "Condominium").

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3. Article VII, Section 1 of the Existing Articles is hereby amended in its entirety as follows:

Section 1. The affairs and business of this Association shall be managed and conducted by a Board of Directors consisting of five (5) members.

4. Article VII, Section 3 of the Existing Articles is hereby amended in its entirety as follows:

Section 3. Election of directors shall be held at the annual members meeting. The members who own units at The Residences at World Golf Village, a condominium (the "Residences I Condominium"), shall be entitled to elect three (3) directors, and the members who own units at The Residences II at World Golf Village, a condominium (the "Residences II Condominium"), shall be entitled to elect two (2) directors. Each director shall be elected to serve for a term of one (1) year. A director shall hold office until such director's successor has been elected and qualified. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors, even if the remaining directors constitute less than a quorum, or by the sole remaining director, if applicable.

5. Except as specifically amended hereby, the Association's Articles of Incorporation as amended prior to the date hereof, shall remain in full force and effect.

IN WITNESS WHEREOF, the Association has executed these Articles of Amendment to Articles of Incorporation effective the date first above written.

THE RESIDENCES AT WORLD GOLF
VILLAGE CONDOMINIUM ASSOCIATION,
INC., a Florida non-profit corporation

By: Ann Macdonald-Henley
Name Printed: Ann Macdonald-Henley
Title: President

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~~STATE OF FLORIDA~~ Comm. of Mass.
~~COUNTY OF DUAL~~ Beverly Hills

The foregoing instrument was acknowledged before me this 9th day of October 2013, by Donald J. Palmer as President of **THE RESIDENCES AT WORLD GOLF VILLAGE CONDOMINIUM ASSOCIATION, INC.**, a Florida non-profit corporation, on behalf of the corporation.

Donna J. Palmer
Notary Public, State of Florida at Large Comm of Mass.
Name Printed: _____
Commission # _____
My Commission Expires: _____
He/she is: [check one]
Personally Known ☒
OR Produced I.D. _____
Type of Identification Produced _____



Donna J. Palmer
Notary Public
Commonwealth of Massachusetts
My Commission Expires
January 6, 2017

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