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Jan 1 2017

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BECKER & POLIAKOFF

Sarah E. Spector, Esq.
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Six Mile Corporate Park
12140 Carissa Commerce Court, Suite 200
Fort Myers, Florida 33966

4001 Tamiami Trail North, Suite 410
Naples, Florida 34103

October 6, 2016

Florida Department of State
Division of Corporation
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

**Re: Articles of Merger/Plan of Merger – Condominiums at Barletta Association, Inc. and Condominium VII at Barletta Association, Inc.**

To Whom It May Concern:

Enclosed herewith please find Articles of Merger and Plan of Merger for the above-referenced Associations. Also enclosed is Check Number 451 in the amount of $70.00, which represents the filing fee for same.

As noted in the Articles of Merger and Plan of Merger, the merger shall become effective on January 1, 2017 at 12:01 AM.

Please return a copy of the stamped, filed documents to my attention. An extra copy of the documents are enclosed herewith for your use.

Should you have any questions, please feel free to contact me.

Very truly yours,

Sarah E. Spector
For the Firm

SES/sdi
Enclosures (as stated)
ACTIVE: 9019530_1

EFFECTIVE DATE
Jan 1, 2017

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# ARTICLES OF MERGER

## CONDOMINIUMS AT BARLETTA ASSOCIATION, INC.
## CONDOMINIUM VII AT BARLETTA ASSOCIATION, INC.

Pursuant to Section 617.1101 to 617.1105, Florida Statutes (2015), the undersigned corporations affirm and adopt the following:

1. The Plan of Merger of Condominiums at Barletta Association, Inc. and Condominium VII at Barletta Association, Inc., both Florida corporations not-for-profit, has been duly approved, as follows:

   (a) By majority approval of the Board of Directors of Condominiums at Barletta Association, Inc. at a meeting held February 18, 2016, and by the membership of that Association at a membership meeting held March 17, 2016, which was lawfully adjourned to June 13, 2016.

   (b) By majority approval of the Board of Directors of Condominium VII at Barletta Association, Inc. at a meeting held February 10, 2016, and by the membership of that Association at a membership meeting held March 23, 2016.

2. The surviving corporation shall be Condominiums at Barletta Association, Inc., a Florida not-for-profit corporation.

3. The merging corporation shall be Condominium VII at Barletta Association, Inc., a Florida not-for-profit corporation.

4. As to Condominiums at Barletta Association, Inc. (surviving corporation), the Plan of Merger was adopted by a vote of 163 members in favor and 3 members opposed at a meeting of the surviving corporation held on March 17, 2016, which was lawfully adjourned to June 13, 2016, which is a sufficient vote to approve the Plan of Merger.

5. As to Condominium VII at Barletta Association, Inc. (merging corporation), the Plan of Merger was adopted by a vote of 24 members in favor and 1 member opposed at a meeting of the merging corporation held on March 23, 2016, which is a sufficient vote to approve the Plan of Merger .

6. The Plan of Merger adopted by the corporations is attached herewith to these Articles of Merger.

7. The Articles of Incorporation of the surviving corporation shall be the Amended and Restated Articles of Incorporation of the surviving corporation, as filed with the Secretary of State on December 11, 2012 and recorded as Instrument Number 2012000277798 in the Public Records of Lee County, Florida, which shall be amended as indicated below.

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LAW OFFICES
BECKER & POLIAKOFF, P.A.
SIX MILE CORPORATE PARK • 12140 CARISSA COMMERCE COURT, SUITE 200 • FORT MYERS, FL 33966
TELEPHONE (239) 433-7707

Additions indicated by underlining.
Deletions indicated by ~~striking through.~~

**Amendment: Article 1 and Article 2, Amended and Restated Articles of Incorporation**

1. **NAME.** The name of the corporation shall be CONDOMINIUMS AT BARLETTA ASSOCIATION, INC. (formerly known as Condominium I at Barletta Association, Inc.) For convenience, the corporation shall be referred to in this instrument as the "Association", the Declaration of Condominium for Condominium I at Barletta, a Condominium, the Declaration of Condominium for Condominium II at Barletta, a Condominium, the Declaration of Condominium for Condominium III at Barletta, a Condominium, the Declaration of Condominium for Condominium IV at Barletta, a Condominium, the Declaration of Condominium for Condominium V at Barletta, a Condominium, and the Declaration of Condominium for Condominium VI at Barletta, a Condominium, and the Declaration of Condominium for Condominium VII at Barletta, a Condominium as the "Declarations", these Articles of Incorporation as the "Articles", and the Bylaws of the Association as the "Bylaws".

2. **PURPOSE.** The purpose for which the Association is organized is to manage, operate and maintain Condominiums known as Condominium I at Barletta, a Condominium, Condominium II at Barletta, a Condominium, Condominium III at Barletta, a Condominium, Condominium IV at Barletta, a Condominium, Condominium V at Barletta, a Condominium, and Condominium VI at Barletta, a Condominium, and Condominium VII at Barletta, a Condominium. Said Condominiums and Common Areas shall be operated on a not-for-profit basis for the mutual use, benefit, enjoyment and advantage of the individual residents of said Condominiums; to make such improvements, additions and alterations to said Condominiums as may be necessary or desirable from time to time as authorized by the respective Declarations, and the Bylaws of the Association; to purchase and own real or personal property; and to conduct and transact all business necessary and proper in the management, operation and maintenance of said Condominiums; all as agents of the Owners of the Condominium Parcels of the said Condominiums.

* * * *

CONDOMINIUM VII AT BARLETTA ASSOCIATION, INC.

BY: _____
Brenda Mackey, President

Date: 2016.09.15

(CORPORATE SEAL)

ACTIVE: 8481085_1



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## PLAN OF MERGER

## CONDOMINIUMS AT BARLETTA ASSOCIATION, INC.
## CONDOMINIUM VII AT BARLETTA ASSOCIATION, INC.

WHEREAS, Condominiums at Barletta Association, Inc. (formerly known as Condominium I at Barletta Association, Inc.), a Florida Corporation not for profit, is the corporate entity responsible for the operation and management of Condominium I at Barletta, a Condominium, as more particularly described in the Declaration of Condominium thereof, recorded at OR Book 4580, Page 4517 et seq.; Condominium II at Barletta, a Condominium, as more particularly described in the Declaration of Condominium thereof, recorded at OR Book 4828, Page 4326 et seq.; Condominium III at Barletta, a Condominium, as more particularly described in the Declaration of Condominium thereof, recorded at Instrument No. 2005000069245; Condominium IV at Barletta, a Condominium, as more particularly described in the Declaration of Condominium thereof, recorded at Instrument No. 2005000141415; Condominium V at Barletta, a Condominium, as more particularly described in the Declaration of Condominium thereof, recorded at Instrument No. 2006000214070; and Condominium VI at Barletta, a Condominium, as more particularly described in the Declaration of Condominium thereof, recorded at Instrument No. 2006000369514, all of the Public Records of Lee County, Florida, and all as amended; and

WHEREAS, Condominium VII at Barletta Association, Inc., a Florida Corporation not for profit, is the corporate entity responsible for the operation and management of Condominium VII at Barletta, a Condominium, as more particularly described in the Declaration of Condominium thereof, recorded at Instrument No. 2006000421722, of the Public Records of Lee County, Florida, and as amended; and

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

THEREFORE BE IT RESOLVED that pursuant to Section 617.1101 to 617.1103, Florida Statutes (2015), the following plan of merger is hereby adopted.

1. Condominium VII at Barletta Association, Inc., a Florida corporation not-for-profit, shall be the merging corporation, and Condominiums at Barletta Association, Inc., a Florida not for profit corporation, shall be the surviving corporation.

2. Subsequent to the merger, Condominium VII at Barletta Association, Inc. will be subject to the Articles of Incorporation and Bylaws of Condominiums at Barletta Association, Inc., as amended.

3. Condominiums at Barletta Association, Inc. shall, upon the merger, assume all the powers, rights, causes of action, choses in action, duties, assets and liabilities of Condominium VII at Barletta Association, Inc. Upon the effective date of the merger, the surviving corporation shall continue in existence and without further transfer succeed to and possess all the rights, privileges and purposes of the merging corporation and all of the property, real and personal, including causes of action, and every other asset of the merging corporation shall vest in the surviving corporation without further act or deed, and the surviving corporation without

further act or deed, and the surviving corporation shall be liable for all the liabilities, obligations, and penalties of the merging corporation. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any member, officer, director or employee thereof, shall be released or impaired by such merger. No action or proceeding, whether civil or criminal, then pending by or against either corporation, or any member, officer, director or employee thereof shall abate or be discontinued by such merger but may be enforced, prosecuted, defended, settled or compromised as if such merger had not occurred, or the surviving corporation may be substituted in any action or proceeding in place of the merging corporation.

If at any time the surviving corporation shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to best perfect or confirm of record in the surviving corporation the title of any property or rights of the merging corporation or otherwise to carry out the provisions thereof, the proper officers and directors of the merging corporation, as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments and assurances in law and do all things necessary or proper to best perfect or confirm title to such property or rights in the surviving corporation and otherwise to carry out the provisions thereof.

4. The adoption of this plan of merger shall not be construed as a consolidation of the Condominiums operated by the merging or surviving corporation. The surviving corporation shall operate as a multi-condominium association, which requires that the assets of the merging corporation be separately accounted for after the merger. Funds of the merging corporation shall become titled in the surviving corporation as a result of the merger shall be used only for the benefit of the condominium for which said funds had accrued. By way of example, but not limitation, all reserve funds of the merging corporation shall be maintained solely for the benefit of the condominium for which the reserves had been collected prior to the merger. Operating funds shall likewise be accounted for through separate fund accounting principles applicable to multi-condominiums, as pertains to payment of Common Expenses of the Condominium. Upon the Effective Date of the merger, each membership in the merging corporation, shall be and become converted into a membership in the surviving corporation. Each member of the merging corporation shall be entitled to the same rights he would enjoy if he held membership in the surviving corporation, and as set forth in the Condominium Documents. Pursuant to Section 617.1101(2)(d), Florida Statutes (2015), memberships of the merging corporation shall be converted to memberships in the surviving corporation. No other conversion of obligations or securities will occur as a result of the merger. The funds of the merging corporation shall be held by the surviving corporation and accounted for pursuant to the requirements for the operation of a multi-condominium association. Provisions regarding the allocation of Common Expenses of the Condominiums and Common Expenses of the Association are set for in the respective Declarations of Condominium and the Bylaws of the surviving corporation.

5. This Plan of Merger shall become effective upon the approval of the Boards of Directors and membership of each merging corporation, pursuant to Section 617.1103, Florida Statutes, the adoption of the amendments to the Condominium Documents attached hereto as required, and the filing of Articles of Merger with the Department of State pursuant to Section 617.1105, Florida Statutes (2015), or January 1, 2017 at 12:01 A.M., whichever is later (the "Effective Date").

6. The Board of Directors of the surviving corporation, as of the effective date of the merger shall be seated as follows. The Board of Directors of the merging corporation (Condominium VII) shall appoint, in writing, one of their members (i.e. a member of its Board) to serve as an Initial Director for the surviving corporation. In the absence of such designation, the President of the corporation shall serve as the corporation's designee to the Initial Board until the 2017 Annual Meeting. The six members of Board of Directors for the surviving corporation shall continue to serve their remaining terms. The Initial seven (7) member Board shall promptly hold an organizational meeting and elect officers, as contemplated in connection with this Plan of Merger. At the 2017 Annual Meeting, Board Members for Condominium I, Condominium III, Condominium V and Condominium VII will be elected for two-year terms. The previously elected two-year terms of the Board Members for Condominium II, Condominium IV and Condominium VI will expire at the 2018 Annual Meeting. Thereafter, all Directors will be elected for a two-year term, on a staggered basis. The election of Directors shall be conducted on a "Condominium-by-Condominium" basis, meaning that Unit Owners in each of the respective Condominiums will be entitled to elect one member to the Board of Directors, unless the Bylaws are later amended to provide an alternative election procedure.

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CONDOMINIUMS AT BARLETTA ASSOCIATION, INC.

BY: _____
Hugh Thomas, President

Date: Feb. 18, 2016

(CORPORATE SEAL)

CONDOMINIUM VII AT BARLETTA ASSOCIATION, INC.

BY: _____
Brenda Mackey, President

Date: 2016.02.19

(CORPORATE SEAL)

ACTIVE: 8053694_1