

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32134

January 15, 2009

Sent via Certified US Mail

RE: Merger of EL JARDIN I Condominium Association, Inc., et al.

To Amendment Section/Division of Corporations:

I have attached the following documents for processing of merger:

1. Plan and Articles of Merger
2. Check payable to the Department of State in the amount of \$183.75
 - a. Representing the \$35 merger fee for each of the 5 (five) corporations (5x\$35=\$175.00)
 - b. Plus \$8.75 for a Certified Copy
 - c. Equals a total of \$183.75
3. Cover letter.

The Surviving Corporation will be:

Document Number

EL JARDIN I Condominium Association, Inc.

N04000011523

Merging Corporations:

EL JARDIN II Condominium Association, Inc.
EL JARDIN III Condominium Association, Inc.
EL JARDIN IV Condominium Association, Inc.
EL JARDIN V Condominium Association, Inc.

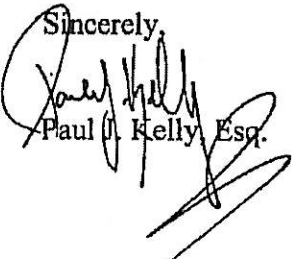
N05000000393
N05000000836
N05000000837
N05000000841

Please return all correspondence to:

Paul J. Kelly, Esq.
P.O. Box 724
Lutz, Florida 33548

If you have any questions, please contact Paul J. Kelly at 904-226-8128 or 904-731-5703.

Sincerely,


Paul J. Kelly, Esq.

N04000011523

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

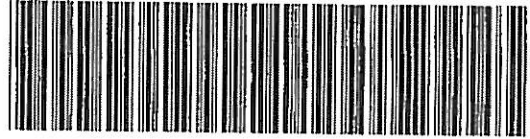
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Correct all
Corporate names.
Per.
Paul J. Kelly
2-5-09
DC

Office Use Only



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01/26/09--01038--023 **183.75

09 JAN 26 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Merger
2/6/09
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PLAN AND ARTICLES OF MERGER
EL JARDIN CONDOMINIUMS I-V

THIS PLAN AND ARTICLES OF MERGER (hereinafter "this agreement") is made and entered into this 30th day of December, 2008, by and between **EL JARDIN I CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation (hereinafter referred to as "Association I"), and **EL JARDIN II CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation (hereinafter referred to as "Association II"), **EL JARDIN III CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation (hereinafter referred to as "Association III"), **EL JARDIN IV CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation (hereinafter referred to as "Association IV"), and **EL JARDIN V CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation (hereinafter referred to as "Association V"). In this agreement, Association I, Association II, Association III, Association IV, and Association V, are sometimes referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the Board of Directors of the Constituent Corporations deemed it advisable and in the best business interest of each of the Constituent Corporations that Association II, Association III, Association IV, and Association V, (hereinafter sometimes referred to as the "**Non-Surviving Corporations**") merge into Association I, and Association I (hereinafter sometimes referred to as the "**Surviving Corporation**") merge the Non-Surviving Corporations with and into itself, as authorized by Florida Statutes Section 617 and Section 368(a)(1)(A) of the Internal Revenue Code of 1986 as amended, and pursuant to the terms and conditions hereinafter set forth.

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SECRETARY OF STATE
ALLAHASSEFF, FLORIDA

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NOW THEREFORE, the Constituent Corporations, by and among themselves and their respective Boards of Directors and members, in consideration of the mutual covenants, agreements and provisions, hereinafter contained, have agreed and do hereby agree each with the other that the Non-Surviving Corporation be merged with and into the Surviving Corporation and that the Surviving Corporation merge the Non-Surviving corporation with and into itself pursuant to the provision of the laws of the State of Florida, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Agreement, Plan and Articles of Merger:

ARTICLE I. – CONSTITUENT CORPORATIONS

- A. Association I, a corporation organized and existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of Florida on December 10, 2004, effective December 10, 2004, and operates as a not-for-profit corporation.
- B. Association II, a corporation organized and existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of Florida on January 12, 2005, effective January 12, 2005, and operates as a not-for-profit corporation.
- C. Association III, a corporation organized and existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of Florida on January 26, 2005, effective January 26, 2005, and operates as a not-for-profit corporation.

- D. Association IV, a corporation organized and existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of Florida on January 26, 2005, effective January 26, 2005, and operates as a not-for-profit corporation.
- E. Association V, a corporation organized and existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of Florida on January 26, 2005, effective January 26, 2005, and operates as a not-for-profit corporation.

ARTICLE II. – MERGER

Association II, Association III, Association IV, and Association V, shall be, and hereby are, merged with and into Association I, and Association I shall, and hereby does, merge Association II, Association III, Association IV, Association V, and with and into itself. Association I shall be the surviving corporation in the merger and shall be governed by the laws of the State of Florida, which shall be its domicile. The principal office of the Surviving Corporation shall be located at Association I's principal place of business, which is presently El Jardin I Condominium Association Inc., *c/o Avila Community Property Management, 1960 US 1 South PMB#57, St Augustine, FL 32086.*

ARTICLE III. – CONVERSION OF OUTSTANDING STOCK

- A. As the corporations do not presently have, nor have ever issued any stock, nor will issue any stock in regards to this merger, there shall be no conversion or issuance of any stock in accordance with the merger.

ARTICLE IV. – TERMS AND CONDITIONS

The terms and conditions of the merger are as follows:

- A. Except as provided in herein, until altered, amended or repealed, the Article of Incorporation of the Surviving Corporation in effect on the effective date of the merger shall be the Articles of Incorporation of the Surviving Corporation.
- B. Until altered, amended or repealed, the Bylaws of the Surviving Corporation in effect on the effective date of the merger shall be the Bylaws of the Surviving Corporation.
- C. The officers and directors of the Surviving Corporation on the effective date of the merger shall be and shall remain the officers and directors of all the merging corporations into the Surviving Corporation, holding their offices as directors, with all executive positions such as President, Secretary, Treasurer and any other designated office elected to such position by the board of directors at the first regular meeting of directors after the approval of merger by the State of Florida. Such offices shall continue until their successors shall have been elected and qualify at the next cycle of regular elections, unless they earlier die, resign or are removed.
- D. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Non-Surviving Corporation, the proper officers and directors of the Non-Surviving Corporation shall execute and make all such proper assignments and

assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of this Agreement.

ARTICLE V. – APPROVALS BY THE CONSTITUENT CORPORATIONS

- A. The terms and conditions of the merger set forth in this Agreement were advised, authorized and approved by each of the Constituent Corporations in the manner and by the vote required by its charter and the laws of the state of its incorporation.
- B. No corporation issued any shares of stock of any of the Constituent Corporations of this Agreement.
- C. The merger contemplated by this Agreement is permitted by the laws of the State of Florida, and all conditions required by the laws of the State of Florida have been satisfied.
- D. This Agreement and the merger contemplated by it were approved and unanimously adopted by resolutions of the Board of Directors of the Constituent Corporations on 12/30, 2008.
- E. After approval by the Board of Directors of the Constituent Corporations, a copy of this Agreement was provided to each Board of Directors of each of the Constituent Corporations, and this Agreement and the merger contemplated by it were unanimously approved by the Board of Directors of each of the Constituent Corporations on 12/30/, 2008. At each meeting of the Board of Directors of the Constituent Corporations, all

members voted in favor of this Agreement and the merger contemplated hereby, and none against.

F. Upon the approval of this Agreement by the Department of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida, this Agreement shall be filed by the Department of State of the State of Florida. Notwithstanding anything contained herein to the contrary, the merger provided herein shall be effective as of the date of business on December 31, 2008.

IN WITNESS WHEREOF, the Constituent Corporations caused this Agreement to be executed and acknowledged in accordance with the laws of the State of Florida and their respective seals affixed hereto.

ATTEST:

EL JARDIN I CONDOMINIUM
ASSOCIATION, INC.

Cecilia Smorslok
Secretary

Theresa Emery
Theresa Emery
President

ATTEST:

EL JARDIN II CONDOMINIUM
ASSOCIATION, INC.


Cecilia Smorslok
Secretary

Nick Tarabochia
Nick Tarabochia
President

ATTEST:

EL JARDIN III CONDOMINIUM
ASSOCIATION, INC.


Carole Smorslok
Secretary


~~Patricia Hogarty~~ CHERISSE MADE
President

ATTEST:

EL JARDIN IV CONDOMINIUM
ASSOCIATION, INC.

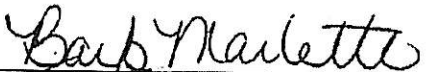
Carole Smorslok
Secretary


Adam Beamer
President

ATTEST:

EL JARDIN V CONDOMINIUM
ASSOCIATION, INC.

Carole Smorslok
Secretary


Ron Roth/ BARB MARLETTE
President

**UNANIMOUS CONSENT TO
ACTION AFTER NOTICE OF A MEETING OF THE MEMBERS OF
EL JARDIN (I-V), A CONDOMINIUM ASSOCIATION, INC.**

The undersigned, being all of the Board of Directors of EL JARDIN I. CONDOMINIUM ASSOCIATION, INC., having posted notice of the proposed plan of merger and receiving response from the members at large, do hereby consent to the adoption and approval of the following resolutions pursuant to Florida Statutes Section 607.0704:

RESOLVED, that the members of this corporation deem it advisable and to the welfare and advantage of this corporation and its members that under and pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, this corporation, organized and existing under the laws of the State of Florida, be merged with:

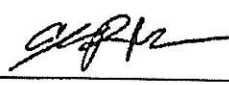
EL JARDIN II CONDOMINIUM ASSOCIATION, INC.,
EL JARDIN III CONDOMINIUM ASSOCIATION, INC.,
EL JARDIN IV CONDOMINIUM ASSOCIATION, INC.,
EL JARDIN V. CONDOMINIUM ASSOCIATION, INC.,

corporations organized and existing under the laws of the State of Florida, and EL JARDIN I CONDOMINIUM ASSOCIATION, INC. shall be the surviving corporation in the merger (the "Merger").

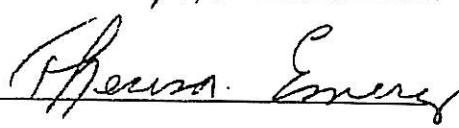
RESOLVED, that the Merger be, and it hereby is, ordered made substantially in accordance with and pursuant to the Plan and Articles of Merger previously submitted to the Board of Directors for consideration.

DATED this ^d30 day of December, 2008.

Print Name: Theresa Emery



Print Name: Adam Beamer



Print Name: NICK TARABOCCA

Adam Beamer

Print Name: CHERISSE MAGE

Print Name: Barbara Marlette
Barbara Marlette