

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on January 25, 1995, as shown by the records of this office.

The document number of the surviving corporation is N33182.



Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Twenty-first day of October, 2020

Laurel M. Lee

Laurel M. Lee

Secretary of State

**ARTICLES, PLAN AND AGREEMENT OF MERGER
BETWEEN
INDIAN SPRINGS COMMUNITY ASSOCIATION, INC.,
AND
SOUTHERN LANDING AT INDIAN SPRINGS
COMMUNITY ASSOCIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned corporations, in accordance with Section 617.1101, Florida Statutes, adopt and agree to the following Articles, Plan and Agreement of Merger:

ARTICLE I

The parties to these Articles, Plan and Agreement of Merger are INDIAN SPRINGS COMMUNITY ASSOCIATION, INC., a Florida not-for-profit corporation ("Surviving Corporation"), and SOUTHERN LANDING AT INDIAN SPRINGS COMMUNITY ASSOCIATION, INC., a Florida not-for-profit corporation ("Terminating Corporation"). The Terminating Corporation shall be merged with and into the Surviving Corporation, to exist under and be governed by the laws of the State of Florida.

ARTICLE II

The name of the surviving corporation shall be INDIAN SPRINGS COMMUNITY ASSOCIATION, INC., a Florida not-for-profit corporation, which shall continue under the name INDIAN SPRINGS COMMUNITY ASSOCIATION, INC.

ARTICLE III

These Articles, Plan and Agreement of Merger were duly adopted and approved by a unanimous written consent in lieu of a special meeting of the board of directors of the Terminating Corporation, consisting of three (3) directors, pursuant to Section 617.0821, Florida Statutes, effective as of December 30, 1994. These Articles, Plan and Agreement of Merger were also duly adopted and approved by a unanimous written consent in lieu of a special meeting of the board of directors of the Surviving Corporation, consisting of nine (9) directors, pursuant to Section 617.0821, Florida Statutes, effective as of December 30, 1994. The Articles of Incorporation of the Surviving Corporation and of the Terminating Corporation do not require submission of the merger for approval to the members of the respective corporations.

ARTICLE IV

At the time the Terminating Corporation was formed, it was determined that upon development of the lands to be operated and maintained by the Terminating Corporation ("Southern Landing"), the Terminating Corporation would be merged with and into the Surviving Corporation, which operates and maintains "Indian Springs",

a subdivision lying adjacent to Southern Landing. Further, pursuant to that certain Use, Access, Maintenance and Merger Agreement made by the Surviving Corporation and Radnor/Jacksonville Corporation, the developer of Southern Landing and Indian Springs, and recorded in Official Records Volume 6695, page 1579, of the public records of Duval County, Florida (the "Agreement"), it was intended that certain common facilities would be shared by all owners of property within Indian Springs and Southern Landing. Accordingly, the Surviving Corporation and the Terminating Corporation have determined to effectuate the intended merger under the following terms and conditions:

4.1 The taxpayer identification number of the Surviving Corporation (59-2933625) will continue to be the taxpayer identification number for the Surviving Corporation.

4.2 The Articles of Incorporation of the Surviving Corporation in effect as of the effective date of the Merger shall continue in full force and effect, without change, as the Articles of Incorporation of the Surviving Corporation, except that the purposes and objects of the Surviving Corporation shall encompass, in addition to those purposes and objects set forth in Article IV of the Articles of Incorporation of the Surviving Corporation, the maintenance, preservation and architectural control of all the land contained within the plat of Southern Landing at Indian Springs Unit Three-A, as recorded in Plat Book 44, pages 82, 82A and 82B, and all of the land contained within the plat of Southern Landing at Indian Springs Unit Three-B, as recorded in Plat Book 47, pages 32, 32A and 32B, all of the current public records of Duval County, Florida, and such other land as is subjected from time to time to the Southern Landing at Indian Springs Declaration of Covenants, Conditions and Restrictions recorded in Official Records Book 6695, page 1586, of the aforesaid public records, as amended from time to time ("Southern Landing Declaration"). The Surviving Corporation shall be deemed to be the "Association" as described in the Southern Landing Declaration, and shall perform all duties and obligations and have all rights and powers of the Association as set forth in the Southern Landing Declaration, in accordance with the term and conditions thereof. The Surviving Corporation shall also perform all the duties and obligations and shall have all the rights and powers of both Associations as described in the Agreement.

4.3 The Surviving Corporation reserves the right and power, after the effective date of the Merger, to alter, amend, change, or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter provided by statute, and all rights hereby conferred on officers, directors or members are subject to this reservation.

4.4 The Bylaws of the Surviving Corporation as they exist on the effective date of the Merger shall remain as the Bylaws of the Surviving Corporation until altered, amended, or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by law.

4.5 On the effective date of the Merger, the separate existence of the Terminating Corporation shall cease (except to the extent continued by statute), and all of its property, rights, privileges and franchises, of whatever nature and description, shall be transferred to, vest in, and devolve upon the Surviving Corporation, without further act or deed. Confirmatory deeds, assignments, or similar instruments, when deemed desirable by the Surviving Corporation to evidence such transfer, vesting, or devolution of any property, right, privilege, or franchise, shall at any time, or from time to time, be made and delivered in the name of the Terminating Corporation by the last acting officers thereof, or by the corresponding officers of the Surviving Corporation.

4.6 The effective date of the Merger shall be the date these Articles, Plan and Agreement of Merger are filed with the office of the Secretary of State of Florida.

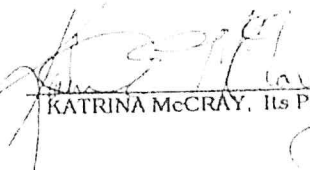
4.7 From and after the effective date of the Merger, the Class A Members of the Terminating Corporation shall become additional Class A Members of the Surviving Corporation, with the same rights and privileges as those of the Class A Members of the Surviving Corporation prior to the Merger. From and after the effective date of the Merger, the Class B Membership of the Surviving Corporation, with the same rights and privileges as those of the Class A Membership of the Surviving Corporation prior to the Merger.

4.8 From and after the effective date of the Merger, the officers and directors of the Surviving Corporation shall be consistent with the officers and directors of the Surviving Corporation prior to the Merger, and shall hold office subject to the provisions of applicable law.

IN WITNESS WHEREOF, the undersigned have executed these Articles, Plan and Agreement of Merger this 30 day of December, 1994.

SURVIVING CORPORATION:

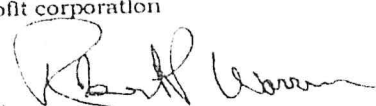
INDIAN SPRINGS COMMUNITY ASSOCIATION, INC., a
Florida not-for-profit corporation

By: 
KATRINA MCCRAY, Its President

(Corporate Seal)

TERMINATING CORPORATION:

SOUTHERN LANDING AT INDIAN SPRINGS
COMMUNITY ASSOCIATION, INC., a Florida not-for-
profit corporation

By: 
ROBERT P. WARREN, Its President

(Corporate Seal)