

Articles of Merger

Book 9471 Page 2096

for
HIGHLAND LAKES OWNERS ASSOCIATION, INC.
(Surviving Corporation)

and
HIGHLAND LAKES II OWNERS ASSOCIATION, INC.
(merged into surviving corporation)

Certificate of Amendment

to the Bylaws of
HIGHLAND LAKES OWNERS ASSOCIATION, INC.

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Pages: 2096 - 2102
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11/19/99 10:26:03 AM
HENRY W COOK
CLERK CIRCUIT COURT
DUVAL COUNTY
CLERK FEE \$ 33.00

WE HEREBY CERTIFY that at the Annual Meetings of HIGHLAND LAKES OWNERS ASSOCIATION, INC., and HIGHLAND LAKES II OWNERS ASSOCIATION, INC. held on February 13, 1999 at 9401 Staples Mill Rd., Jacksonville, FL 32073, the amendments and articles of merger attached hereto and made a part hereof received sufficient affirmative votes to pass the same as required by law or

as to Units 1-4: Highland Lakes on Argyle Unit One Declaration (The declaration being originally recorded in Official Records Book 6498 at Page 1985 of the Public Records of Duval County, Florida and as thereafter amended) or

as to Units 5-9: Highland Lakes on Argyle Unit 5 Declaration (The declaration being originally recorded in Official Records Book 7438 at Page 0808 of the Public Records of Duval County, Florida and as thereafter amended) or

the Articles of Incorporation of

HIGHLAND LAKES OWNERS ASSOCIATION, INC., and
HIGHLAND LAKES II OWNERS ASSOCIATION, INC. and

the Bylaws of

HIGHLAND LAKES OWNERS ASSOCIATION, INC.

and that as a result of the foregoing, and proper notice having been given, said amendments and merger has been duly adopted pursuant to law and the aforementioned governing documents.

In witness whereof, we have hereunto affixed our hands and the seals of said corporation, this 15th day of ~~August~~ ^{October}, 1999, at Jacksonville, Florida.

HIGHLAND LAKES
OWNERS ASSOCIATION, INC.

By: [Signature]
Printed Name: D.C. HANN
Title: President
Attest: [Signature]
Printed Name: Shelby B. Wells Jr
Title: Secretary

Corporate Seal
Highland Lakes Owners Association, Inc.

John R. Geiger, 4175 US 1 S. #406, St. Augustine, FL 32086

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ACKNOWLEDGMENTS

STATE OF FLORIDA COUNTY OF DUVAL

The foregoing Certificate of Amendment was acknowledged before me on behalf of **HIGHLAND LAKES OWNERS ASSOCIATION, INC.** by the **President** of said corporation, Don C. Hann (who ☒ is personally known to me ☐ presented a valid driver's license ☐ _____ for identification) who personally appeared before me, after being duly sworn, on oath, certified and acknowledged executing the foregoing under the authority duly vested in him/her by the Association for the purposes and reasons therein expressed. Witness my hand and seal this 15th day of ^{October}~~August~~, 1999.

Mary K. Burkett

Notary Public
State of Florida
My Commission Expires:



STATE OF FLORIDA COUNTY OF DUVAL

The foregoing Certificate of Amendment was acknowledged before me on behalf of **HIGHLAND LAKES OWNERS ASSOCIATION, INC.** by the **Secretary** of said corporation, S. B. Weiss (who ☒ is personally known to me ☐ presented a valid driver's license ☐ _____ for identification) who personally appeared before me, after being duly sworn, on oath, certified and acknowledged executing the foregoing under the authority duly vested in him/her by the Association for the purposes and reasons therein expressed. Witness my hand and seal this 15th day of ^{October}~~August~~, 1999.

Mary K. Burkett

Notary Public
State of Florida
My Commission Expires:



This instrument was prepared by:
John R. Geiger, P.A.
John R. Geiger, Esq.
4475 US 1 South #406
St. Augustine, FL 32086

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2098

State of Florida



Department of State

BOOK NUMBER 9471 PAGE 2098

I certify the attached is a true and correct copy of the Articles of Merger, filed on July 14, 1999, for HIGHLAND LAKES OWNERS ASSOCIATION, INC., the surviving Florida entity, as shown by the records of this office.

The document number of this entity is N26095.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twentieth day of July, 1999



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

COPY

ARTICLES OF MERGER

of
HIGHLAND LAKES OWNERS ASSOCIATION, INC. (Surviving Corporation)

and
HIGHLAND LAKES II OWNERS ASSOCIATION, INC. (merged into surviving corporation)

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act pursuant to section 617.1105, Florida Statutes.

FIRST

NAME AND JURISDICTION of SURVIVOR

The name and jurisdiction of the surviving corporation is:

Highland Lakes Owners Association, Inc. (Florida)

SECOND

NAME AND JURISDICTION of MERGED

The name and jurisdiction of the merging corporation is:

Highland Lakes II Owners Association, Inc. (Florida)

THIRD

Effective Date

The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FOURTH

ADOPTION OF MERGER BY SURVIVING CORPORATION

The plan of merger was adopted by the members of the surviving corporation on 13 February 1999. The number of votes cast for the merger was sufficient for approval and the vote for the plan was equal to or in excess of two-thirds (2/3) of the members in favor of the merger.

FIFTH

ADOPTION OF MERGER BY MERGING CORPORATION

The plan of merger was adopted by the members of the merging corporation on 13 February 1999. The number of votes cast for the merger was sufficient for approval and the vote for the plan was equal to or in excess of two-thirds (2/3) of the members in favor of the merger.

FILED
99 JUL 14 PM 4:20
TALLAHASSEE, FLORIDA

SIXTH
PLAN OF MERGER

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The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes:

The name and jurisdiction of the surviving corporation is: **Highland Lakes Owners Association, Inc.**
(Florida)

The name and jurisdiction of the merging corporation is: **Highland Lakes II Owners' Association, Inc.**
(Florida)

The terms and conditions of the merger are as follows:

Whereas Highland Lakes on Argyle is a residential subdivision; and

Whereas Highland Lakes Owners Association, Inc. was created as the initial homeowners association to govern the development (Original Declaration as recorded at OR 6498 page 1985 of the public records of Duval County, Florida - Submitting Unit One); and

Whereas the initial governing documents contemplated and intended the subdivision to be operated in a consistent manner throughout; and

Whereas Highland Lakes II Owners' Association, Inc. was created to govern Highland Lakes on Argyle Units Five through Nine (Supplemental Declaration as recorded at OR 7438 page 0808 of the public records of Duval County, Florida - Submitting Unit Five); and

Whereas the boards and members of both governing bodies desire to consolidate operations for the benefit of both corporations and their members; and

Whereas a petition was initiated and achieved signatures representing 2/3 of the members of each association; and

Whereas both associations have identical responsibilities and purposes.

NOW THEREFORE be it resolved that

the board of directors of each are empowered to draw up articles of merger, dissolution and all other documents, or take necessary actions consistent with this plan.

the Surviving corporation shall be the initial corporation, Highland Lakes Owners Association, Inc.; and the Highland Lakes II Owners' Association, Inc. shall cease to exist after the effective date of the merger; and

the owners originally governed by Highland Lakes II Owners' Association, Inc., as authorized by their Declaration, Article V, 25.A. a) (re: appointment of Architectural Control Committee) hereby irrevocably assign said rights to the Highland Lakes Owners Association, Inc.

the assets and liabilities of the two corporations shall merge as of the effective date of the merger; and the Articles and Bylaws of Highland Lakes Owners Association, Inc. (the surviving corporation) are hereby re-adopted as they exist today and as may be further amended from time to time; and

Each member of either corporation shall be entitled to a single vote in the surviving Association and full and complete use of all common areas; and

All actions taken consistent with these plans are hereby ratified.

SEVENTH
SIGNATURES FOR EACH CORPORATION

The undersigned, being the duly elected and acting Presidents and Secretaries of HIGHLAND LAKES OWNERS ASSOCIATION, INC. and HIGHLAND LAKES II OWNERS' ASSOCIATION, INC. hereby certify that the attached Articles of Merger were duly proposed by the Board of Directors and were approved by members of the associations as required by law and the Articles of Incorporation of the associations on the 13th day of February, 1999, by a sufficient number for approval, after due notice, in accordance with the requirements of the Articles of Incorporation for merger.

**HIGHLAND LAKES
OWNERS ASSOCIATION, INC.**

By: *Don Hann*
 Printed Name: DON HANN
 Title: President
 Attest: *Jeannie Brown*
 Printed Name: Jeannie Brown
 Title: Secretary

Corporate Seal:

**HIGHLAND LAKES II
OWNERS ASSOCIATION, INC.**

By: *DLane Humphries*
 Printed Name: DLane Humphries
 Title: President
 Attest: *Jeannie Brown*
 Printed Name: Jeannie Brown
 Title: Secretary

Corporate Seal:

ACKNOWLEDGMENTS

**STATE OF FLORIDA
COUNTY OF DUVAL**

The foregoing Certificate of Amendment was acknowledged before me on behalf of **HIGHLAND LAKES OWNERS ASSOCIATION, INC.** by the **President** of said corporation, *Don Hann* (who ☐ is personally known to me ☒ presented a valid driver's license *4500 18345 2840* for identification) who personally appeared before me, after being duly sworn, on oath, certified and acknowledged executing the foregoing under the authority duly vested in him/her by the Association for the purposes and reasons therein expressed. Witness my hand and seal this *10* day of *May*, 1999.

Sandra Lee Mapp
 Notary Public
 State of Florida
 My Commission Expires *01/28/01*

**STATE OF FLORIDA
COUNTY OF DUVAL**

The foregoing Certificate of Amendment was acknowledged before me on behalf of **HIGHLAND LAKES II OWNERS ASSOCIATION, INC.** by the **President** of said corporation, *DLane Humphries* (who ☐ is personally known to me ☒ presented a valid driver's license *457672 61148* for identification) who personally appeared before me, after being duly sworn, on oath, certified and acknowledged executing the foregoing under the authority duly vested in him/her by the Association for the purposes and reasons therein expressed. Witness my hand and seal this *10* day of *May*, 1999.

Sandra Lee Mapp
 Notary Public
 State of Florida
 My Commission Expires *01/28/01*

**STATE OF FLORIDA
COUNTY OF DUVAL**

The foregoing Certificate of Amendment was acknowledged before me on behalf of **HIGHLAND LAKES OWNERS ASSOCIATION, INC.** by the **Secretary** of said corporation, *Jeannie Brown* (who ☐ is personally known to me ☒ presented a valid driver's license *8650 473 676 820* for identification) who personally appeared before me, after being duly sworn, on oath, certified and acknowledged and attested to the validity of the foregoing under the authority duly vested in him/her by the Association for the purposes and reasons therein expressed. Witness my hand and seal this *10* day of *May*, 1999.

Sandra Lee Mapp
 Notary Public
 State of Florida
 My Commission Expires *01/28/01*

**STATE OF FLORIDA
COUNTY OF DUVAL**

The foregoing Certificate of Amendment was acknowledged before me on behalf of **HIGHLAND LAKES II OWNERS ASSOCIATION, INC.** by the **Secretary** of said corporation, *Jeannie Brown* (who ☐ is personally known to me ☒ presented a valid driver's license *8650 473 676 820* for identification) who personally appeared before me, after being duly sworn, on oath, certified and acknowledged and attested to the validity of the foregoing under the authority duly vested in him/her by the Association for the purposes and reasons therein expressed. Witness my hand and seal this *10* day of *May*, 1999.

Sandra Lee Mapp
 Notary Public
 State of Florida
 My Commission Expires *01/28/01*

AMENDMENT

HIGHLAND LAKES ON ARGYLE

Highland Lakes (Units 1-4) (The declaration being originally recorded in Official Records Book 6498 at Page 1985 of the Public Records of Duval County, Florida)

Highland Lakes II (Units 5-9)(The declaration being originally recorded in Official Records Book 7438 at Page 0808 of the Public Records of Duval County, Florida)

Highland Lakes Owners Association, Inc. (Surviving Association) Bylaws

Article III, Meeting of Members

4. **Quorum.** The presence at the meeting of the members entitled to cast or of proxies entitled to cast a majority fifteen (15) percent of the ~~votes of each class of membership~~ voting interests shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be presented or represented. If an action is permitted or required to be taken by the owners governed by a separate or supplemental declaration, then fifteen (15) percent of the members entitled to vote on such matters shall constitute a quorum for such purpose.

KEY: New language is underlined; deleted language is ~~stricken~~ through.

† Underlined in original text.

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† Underlined in original text.