

ARTICLES OF MERGER OF

WATERFORD HOMEOWNERS ASSOCIATION, INC.

AND

WATERFORD II HOMEOWNERS ASSOCIATION, INC.

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NAOM

Trey Grayson  
Secretary of State  
Received and Filed  
03/10/2009 11:03:17 AM  
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Pursuant to the provisions of KRS 273.287, the undersigned corporations execute the following articles of merger:

A. The Plan of Merger dated October 27, 2008 ("Plan"), in the form attached hereto as Exhibit "A", which was duly authorized and approved in the manner set forth below and in accordance with the applicable laws of the Commonwealth of Kentucky.

B. WATERFORD HOMEOWNERS ASSOCIATION, INC., a Kentucky nonprofit corporation ("merged corporation") shall merge with and into WATERFORD II HOMEOWNERS ASSOCIATION, INC., a Kentucky nonprofit corporation ("surviving corporation"), pursuant to the terms and conditions of the Plan that was adopted at meetings of the members of the merged corporation and the surviving corporation held December 15, 2008, at which quorums were present and such Plan received at least two-thirds (2/3<sup>rd</sup>s) of the votes which members present at such meetings or represented by proxy were entitled to cast.

C. The name of the surviving corporation from and after the effective date shall be "Waterford II Homeowners Association, Inc."

D. The merger of the merged corporation, Waterford, into the surviving corporation, Waterford II, shall be effective on the date and at the time of the filing of these Articles of Merger with the Kentucky Secretary of State, and is herein defined as the "effective date".

DATE: DECEMBER 15, 2008

WATERFORD HOMEOWNERS ASSOCIATION,  
INC., A KENTUCKY NONPROFIT ASSOCIATION

BY:

  
JAMES MORRIS

ITS: PRESIDENT

DATE: DECEMBER 15, 2008

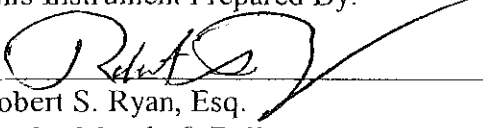
WATERFORD HOMEOWNERS ASSOCIATION,  
INC., A KENTUCKY NONPROFIT ASSOCIATION

BY:

  
CRAIG DANCE

ITS: PRESIDENT

This Instrument Prepared By:

  
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4824-7204-37792/8063.00011

## PLAN OF MERGER

This is a plan of merger of **WATERFORD HOMEOWNERS ASSOCIATION, INC.**, a Kentucky nonprofit corporation, and **WATERFORD II HOMEOWNERS ASSOCIATION, INC.**, a Kentucky nonprofit corporation, prepared pursuant to KRS 273.277.

### A. NAMES

The names of the corporations proposing to merge are Waterford Homeowners Association, Inc. and Waterford II Homeowners Association, Inc. Waterford Homeowners Association, Inc., the merged corporation, proposes to merge into Waterford II Homeowners Association, Inc., the surviving corporation. Waterford Homeowners Association, Inc. is sometimes hereinafter referred to as the "merged corporation" or "Waterford". Waterford II Homeowners Association, Inc. is sometimes hereinafter referred to as the "surviving corporation" or "Waterford II".

### B. TERMS AND CONDITIONS

The terms and conditions of the proposed merger and the mode of carrying it into effect are as follows:

1. The merged corporation, Waterford, shall merge into the surviving corporation, Waterford II, in a manner and with the effect provided by the statutes of Kentucky. The merger shall become effective on the date and at the time the Articles of Merger are filed with the Kentucky Secretary of State (the "effective date").

2. On the effective date, the merged corporation, Waterford, shall merge with and into the surviving corporation, Waterford II, the separate corporate existence of the merged corporation, Waterford, shall cease (except insofar as continued by statute), and **WATERFORD II** shall continue as the surviving corporation.

3. The merger shall have the legal effect as set forth in KRS 273.291, including but not limited to (i) all property, personal, real, mixed and intangible of the merged corporation,

Waterford, and all its claims, rights, privileges, duties, powers, responsibilities, liabilities, actions, debts, contracts and obligations shall be transferred to and vested in the surviving corporation, Waterford II, without further act or deed, and (ii) the surviving corporation, Waterford II, shall be responsible and liable for all liabilities, duties, responsibilities and obligations of and shall enjoy all rights, benefits, privileges, and powers of the merged corporation, Waterford. At any time, or from time to time, after the effective date, the last acting officers of the merged corporation, Waterford, or any of the corresponding officers of the surviving corporation, Waterford II, may, in the name of the surviving corporation, Waterford II, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the surviving corporation, Waterford II, may deem necessary or desirable in order to vest, perfect or confirm in the surviving corporation, Waterford II, title to and possession of all the merged corporation, Waterford's property, rights, privileges, powers and interests and otherwise to carry out the purposes of this Plan.

4. The name of the surviving corporation, Waterford II, from and after the effective date shall be "Waterford II Homeowners Association, Inc."

5. Each member of the merged corporation, Waterford, immediately before the effective date shall, by virtue of the merger and without any further action on the part of such member, be and become a like member of the surviving corporation, Waterford II, and shall thereafter be entitled to the benefits, rights and privileges, and be subject to the obligations, duties, assessments and burdens of membership in and abide by the bylaws, articles, decisions, rules and regulations of the surviving corporation, Waterford II.

### **C. ARTICLES OF INCORPORATION**

1. The Articles of Incorporation of the surviving corporation, Waterford II, shall from and after the effective date be, and continue to be, the Articles of Incorporation of the surviving corporation, Waterford II, until changed or amended, as provided by law.

**D. BYLAWS**

1. The Bylaws of the surviving corporation, Waterford II, as in effect on the effective date hereof shall from and after the effective date be, and continue to be, the Bylaws of the surviving corporation, Waterford II, until changed or amended, as provided therein.

Dated the 27<sup>th</sup> day of October, 2008.

4827-9448-08997/8063 00011

I, Donald W Blevins Jr, County Court Clerk  
of Fayette County, Kentucky, hereby  
certify that the foregoing instrument  
has been duly recorded in my office.

  
\_\_\_\_\_

By: DOUG BRADLEY

200903190208

March 19, 2009 9:34:17 AM

Fees \$17.00 Tax \$0.00

Total Paid \$17.00

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6 Pages

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