

PLAN OF MERGER

This Plan of Merger is made as of the 30th day of MAY, 2013, by and between Rolling Hills Master Homeowners Association, Inc., a Florida corporation not-for-profit having a principal office at 517 Chadwick Drive, St. Augustine, Florida 32086, The Cottages at Hidden Lakes Homeowner's Association, Inc., a Florida corporation not-for-profit having a principal office at 137 N. Churchill Drive, St. Augustine, Florida 32086, and Rolling Hills Phase Three Homeowners Association, Inc., a Florida corporation not-for-profit having a principal office at 269 N. Churchill Drive, St. Augustine, Florida 32086.

1. Names of the Corporations. The names of the corporations planning to merge are Rolling Hills Phase Three Homeowners Association, Inc. (the "Surviving Corporation"), and Rolling Hills Master Homeowners Association, Inc. and The Cottages at Hidden Lakes Homeowner's Association, Inc. (the "Merging Corporations"). The Surviving Corporation shall be renamed Hidden Lakes of St. Augustine Homeowners Association, Inc.

2. Terms and Conditions. At the effective date of the merger:

2.1 Single Corporation. The separate existence of the merging corporations shall cease, and the Merging Corporations and the Surviving Corporation shall be a single corporation which shall be the Surviving Corporation;

2.2 Title to Assets. The title to all real estate and other property owned by the Merging Corporations and the Surviving Corporation shall be vested in the Surviving Corporation without reversion or impairment, and without further act or deed;

2.3 Liabilities and Obligations. The Surviving Corporation shall assume all liabilities and obligations of the Merging Corporations and the Surviving Corporation as of the Effective Date (defined below); and

2.4 Filing of Articles of Merger. The original Articles of Merger and Plan of Merger shall be delivered to the Merging Corporations and shall be filed by the Merging Corporations.

3. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be amended to provide that the purpose of the Surviving Corporation is to provide for the maintenance, preservation, and architectural control of the Lots and Common Property described in the Articles of Incorporation of the Merging Corporations, as well as those described in the Articles of Incorporation of the Surviving Corporation and shall require payment of assessments by the Owners of all such Lots to the Surviving Corporation. The Articles of Incorporation of the Surviving Corporation shall be amended.

4. Declaration. The Declaration of Covenants and Restrictions for Rolling Hills Phase Three shall be amended as set forth in Exhibit "A" attached hereto.

5. Bylaws. The Bylaws of the Surviving Corporation shall be changed.

6. Effective Date. The merger shall be effective upon the filing of the Articles of Merger (the "Effective Date").

7. Board of Director Approval. The Board of Directors of each corporation has approved this Plan of Merger.

8. Member Approval. At least two-thirds of each class of members of the Merging Corporations and the Surviving Corporation have approved this Plan of Merger.

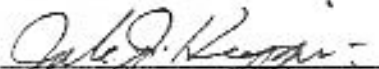
9. Intent. It is the intent of the parties that the transaction contemplated by this plan shall constitute a merger under the Florida Not for Profit Corporation Act.

10. Abandonment. This Plan of Merger may not be abandoned unless the abandonment has been approved by two-thirds of each class of members in both the Merging Corporations and the Surviving Corporation.

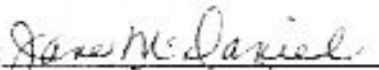
11. Governing Law. This Plan of Merger will take place in accordance with the Florida Not for Profit Corporation Act.

IN WITNESS WHEREOF, the parties have set their hands and seals on the date and year first above written.


ROLLING HILLS PHASE THREE
HOMEOWNERS ASSOCIATION, INC.

By: 
Print Name: JOHN HIGGINS
Title: BOARD MEMBER

THE COTTAGES AT HIDDEN LAKES
HOMEOWNER'S ASSOCIATION, INC.

By: 
Print Name: Jane M. Daniel
Title: Board Member

ROLLING HILLS MASTER
HOMEOWNER'S ASSOCIATION, INC.

By: 
Print Name: Paul Hayward
Title: Board Member