

PS 5/27/04

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OF COUNSEL

RICHARD W. BASSETT

May 20, 2004

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Caribbean at Boca Condominium Association, Inc.\  
Boca Bayou Condominium Association, Inc. - Articles of Merger

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Merger documents, and one along with a check in the amount of \$78.75, representing the filing fee, made payable to the Florida Department of State with respect to the above-referenced corporation. Please return the file stamped, certified copy of the Articles Merger to the undersigned counsel in the enclosed, self-addressed and prepaid Federal Express envelope at your earliest convenience.

~~not enclosed~~

Should you have any questions, please do not hesitate to contact me. Thank you for your kind attention to this matter.

Very truly yours,

McCLOSKEY, D'ANNA, IOANNOU & DIETERLE LLP



Ronald E. D'Anna

RED/tac

Enclosures

Exhibit "B"

ARTICLES OF MERGER

FILED

04 MAY 21 PM 1:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned corporation, Boca Bayou Condominium Association, Inc., a Florida not-for-profit corporation, and Caribbean at Boca Bayou Condominium Association, Inc., a Florida not-for profit corporation, being validly and legally formed under the laws of the State of Florida have adopted a Plan of Merger.

ARTICLE I

The name of the surviving corporation is Boca Bayou Condominium Association, Inc., a Florida corporation not for profit.

ARTICLE II

The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 617.1101, 617.1103, and 617.1105, Florida Statutes.

ARTICLE III

The Plan of Merger shall become effective as provided in the attached Plan of Merger.

ARTICLE IV

The Articles of Incorporation and By-laws of the surviving corporation will be the same as the existing Articles of Incorporation and By-Laws of Boca Bayou Condominium Association, Inc.

All owners of apartments in Caribbean at Boca Bayou Condominium shall

be members of Boca Bayou Condominium Association, Inc. with all rights and obligations as set forth in the Caribbean at Boca Bayou Condominium and the Covenants Running With the Land -Protective Covenants and Restrictions for Boca Bayou Condominium Association, Inc., recorded in Official Records Book 16996 at Page 0020 of the Public Records of Palm Beach County, Florida.

#### ARTICLE V

The Plan of Merger was adopted pursuant to Sections 617.1103(1)(b) by a majority vote of the members of the Board of Directors of Boca Bayou Condominium Association, Inc. and of Caribbean at Boca Bayou Condominium Association, Inc. The members are not entitled to vote on the Plan of Merger.

The Plan of Merger was adopted by a majority of the Boca Bayou Condominium Association, Inc. Board of Directors at a meeting held on the 2 day of DEC., <sup>1999</sup>~~200~~. At that time there were 13 Directors in office of which 13 approved the Plan of Merger.

The Plan of Merger was also adopted by a majority of the members of the Board of Directors of Caribbean at Boca Bayou Condominium Association, Inc. at a meeting held on the 8 day of August, 2001. At that time there were 3 Directors in office of which 3 approved the Plan of Merger.

#### ARTICLE VI

The Plan of Merger is attached hereto, incorporated herein by reference and marked Exhibit "3" to these Articles of Merger.

Dated: MAY 20, 2004.

BOCA BAYOU CONDOMINIUM ASSOCIATION, INC.

By: *[Signature]*  
Its President

ATTEST *[Signature]*  
Its Secretary

(CORPORATE SEAL)

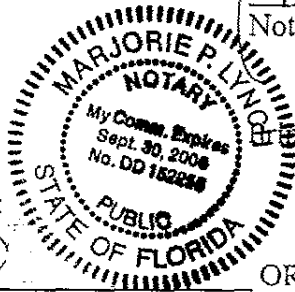
STATE OF FLORIDA )  
 ) SS:  
COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared *Peter H. McNeil*, President of Boca Bayou Condominium Association, Inc., to me known to be the person described in and who executed the foregoing instrument and he/she acknowledged before me that he/she executed the same to the best of his/her knowledge and belief.

WITNESS my hand and seal in the County and State last aforesaid this 17<sup>th</sup> day of May, 2004.

*Marjorie P. Lynch*  
Notary Signature

Printed Name: MARJORIE P. LYNCH



My Commission Expires:

Personally Known

OR

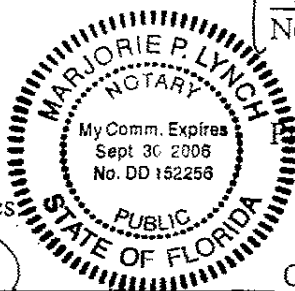
Produced \_\_\_\_\_ as Identification

STATE OF FLORIDA )  
 ) SS:  
 COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Keith Kennedy, President of Boca Bayou Condominium Association, Inc., to me known to be the person described in and who executed the foregoing instrument and he/she acknowledged before me that he/she executed the same to the best of his/her knowledge and belief.

WITNESS my hand and seal in the County and State last aforesaid this 17<sup>th</sup> day of May, 2004.

Marjorie P. Lynch  
 Notary Signature



Printed Name: MARJORIE P. LYNCH

My Commission Expires

Personally Known

OR

Produced \_\_\_\_\_ as Identification

CARIBBEAN AT BOCA BAYOU  
CONDOMINIUM ASSOCIATION, INC.

By: *Daniel H. Slater*  
Daniel H. Slater, Its President

ATTEST:

*William Levine*  
, Its Secretary

STATE OF NEW YORK )  
 ) SS:  
COUNTY OF MONROE )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Daniel H. Slater and William Levine, as President and Secretary, respectively, of Caribbean at Boca Bayou Condominium Association, Inc., to me known to be the person described in and who executed the foregoing instrument and they acknowledged before me that they executed the same to the best of their knowledge and belief.

WITNESS my hand and seal in the County and State last aforesaid this 8 day of August, 2001.

*Elena R. Oliveri*  
Notary Public

Printed Name: ELENA R. OLIVERI

Personally Known X

ELENA R. OLIVERI, Notary Public  
State of New York, Monroe County  
Commission Expires May 31, 2002

Exhibit "A"

**PLAN OF MERGER**

**BOCA BAYOU CONDOMINIUM ASSOCIATION, INC. and**  
**CARIBBEAN AT BOCA BAYOU CONDOMINIUM ASSOCIATION, INC.**

This is a Plan of Merger, pursuant to Section 617.1101, Florida Statutes, by and between: Boca Bayou Condominium Association, Inc., a Florida corporation not-for-profit, hereinafter referred to as the "Surviving Corporation," and Caribbean at Boca Bayou Condominium Association, Inc., a Florida corporation not-for-profit, hereinafter referred to as the "Dissolving Corporation."

1. The Surviving Corporation and the Dissolving Corporation are corporations not-for-profit organized on a non-stock basis and are all in good standing.

2. The Surviving Corporation is a condominium association which operates six (6) separate condominiums located in Boca Bayou which include:

- A. Boca Bayou (Phase I) Condominium;
- B. Boca Bayou (Phase II) Condominium;
- C. Boca Bayou (Phase III) Condominium;
- D. Boca Bayou (Phase IV) Condominium;
- E. Boca Bayou (Phase V) Condominium;
- F. Boca Bayou (Phase VII) Condominium;

The Surviving Corporation consists of six hundred and forty-three (643) condominium units.

3. Caribbean at Boca Bayou Condominium Association, Inc. is a Florida condominium association which operates Caribbean at Boca Bayou Condominium. The



Dissolving Corporation consists of sixty (60) residential units and is located within the geographic boundaries of Boca Bayou.

4. The Surviving Corporation shall become the condominium association which operates the entire Boca Bayou community, including Caribbean at Boca Bayou Condominium.

5. The principal office of Boca Bayou Condominium Association, Inc. shall remain at the following address: 2 Royal Palm Way, Boca Raton, Florida 33432.

6. The Articles of Incorporation of the Surviving Corporation will be the same as the existing Articles of Incorporation of Boca Bayou Condominium Association, Inc.

7. The By-Laws of the Surviving Corporation will be the same as the existing By-Laws of Boca Bayou Condominium Association, Inc.

8. The Directors and Officers of the Surviving Corporation on the effective date of the merger shall continue as the Directors and Officers of the Surviving Corporation for the full, unexpired terms of their offices and until their successors have been elected or appointed and qualified. However, at the effective date, the Dissolving Corporation shall be entitled to the same number of seats on the Board of Directors as are the remaining phases in Boca Bayou up to a maximum of two (2) seats.

9. The above described merger shall occur no later than the date of transfer of control of Caribbean at Boca Bayou Condominium Association as defined in the Caribbean at Boca Bayou Declaration and as required in Chapter 718.301, Florida Statutes, and any amendments thereto.

10. Vater Development Corp. and Caribbean at Boca Bayou Condominium Association, Inc. shall obtain a Written Consent to Merger from each unit owner in Caribbean at Boca Bayou no later than the date of closing of each Caribbean at Boca Bayou unit.

11. Pursuant to Section 617.1103(1)(b), neither the members of Boca Bayou Condominium Association or Caribbean at Boca Bayou are entitled to vote on a Plan of Merger. Accordingly, the above described Plan of Merger has been adopted at a meeting of its Board of Directors by a majority vote of the Directors of each of the respective above-described condominium associations.

12. Upon the merger becoming effective, the separate existence of the dissolving corporation shall cease, except as may be necessary for carrying out the business of this Plan of Merger, or as continued by statute. All the rights, privileges, powers, franchises, assets, causes of action and interests of any kind whatsoever of the Dissolving Corporation, including all debts due on any and all accounts, shall in effect become the property of the Surviving Corporation and shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens upon property of the Dissolving Corporation shall be preserved, unimpaired and all debts, liabilities and duties of the Dissolving Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been initially incurred or contracted by it as is more fully set forth in Section 617.1106, Florida Statutes.

13. The Articles of Incorporation of Boca Bayou Condominium Association, Inc. shall be amended as follows:

#### Article IV – Members

The qualification of members, the manner of their admission and voting by members by members shall be as follows:

1. All owners of apartments (including owners of apartments in Caribbean at Boca Bayou Condominium) shall be members of the Association, and no other persons or entities shall be entitled to membership. Each apartment shall be entitled to membership. Each apartment shall be entitled to one (1) vote. The rights and obligations of the Caribbean at Boca Bayou Condominium apartment owners in Boca Bayou Condominium Association, Inc. shall be as provided for in the Caribbean at Boca Bayou Declaration of Condominium and the Covenants Running with the Land - Protective Covenants and Restrictions of Boca Bayou Condominium Association, Inc.

IN WITNESS WHEREOF, the Surviving and Dissolving Corporations have caused these presents to be signed by their respective Presidents and Secretaries thereto duly authorized by the respective Board of Directors and members of each corporation.

DATED: May 19, 200~~4~~<sup>4</sup>.

BOCA BAYOU CONDOMINIUM ASSOCIATION, INC.

(CORPORATE SEAL)

By: [Signature], Its President  
ATTEST: [Signature], Its Secretary

STATE OF FLORIDA

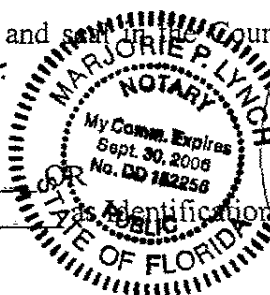
COUNTY OF Palm Beach

SS:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Peter A. McNeil and Keith R. Kennedy, as President and Secretary, respectively, of Boca Bayou Condominium Association, Inc., to me known to be the person described in and who executed the foregoing instrument and he/she acknowledged before me that he/she executed the same to the best of his/her knowledge and belief.

WITNESS my hand and seal in this County and State last aforesaid this 19th day of May, 200~~4~~.

My Commission Expires:  
Personally Known  
Produced



Notary Signature: [Signature]  
Printed Name: MARJORIE P. LYNCH

CARIBBEAN AT BOCA BAYOU CONDOMINIUM  
ASSOCIATION, INC.

By: *Daniel H. Slater* **PRESIDENT**  
Daniel H. Slater, Its President

ATTEST:

*William Levine*  
William Levine, Its Secretary

~~(CORPORATE SEAL)~~

NEW YORK  
STATE OF FLORIDA )  
COUNTY OF MONROE )

SS:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared \_\_\_\_\_, President of Boca Bayou Condominium Association, Inc., to me known to be the person described in and who executed the foregoing instrument and he/she acknowledged before me that he/she executed the same to the best of his/her knowledge and belief.

WITNESS my hand and seal in the County and State last aforesaid this 8 day of August, 2001.

*Elena R. Oliveri*  
Notary Signature

Printed Name: ELENA R. OLIVERI

My Commission Expires: May 30, 2002

Personally Known ✓ OR

Produced \_\_\_\_\_ as Identification

ELENA R. OLIVERI, Notary Public  
State of New York, Monroe County  
Commission Expires May 31, 2002

NEW YORK  
STATE OF ~~FLORIDA~~

SS:

COUNTY OF MONROE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared WILLIAM LEVINE, Secretary of Boca Bayou Condominium Association, Inc., to me known to be the person described in and who executed the foregoing instrument and he/she acknowledged before me that he/she executed the same to the best of his/her knowledge and belief.

WITNESS my hand and seal in the County and State last aforesaid this 8 day of August, 2001.

Elena R. Oliveri  
Notary Signature

Printed Name: ELENA R. OLIVERI

My Commission Expires: May 30, 2002

ELENA R. OLIVERI, Notary Public  
State of New York, Monroe County  
Commission Expires May 31, 2002

Personally Known ☒ OR

Produced \_\_\_\_\_ as Identification

NEW YORK  
STATE OF ~~FLORIDA~~  
COUNTY OF MONROE

SS:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Daniel H. Slater and William Levine, as President and Secretary of Caribbean at Boca Bayou Condominium Association, Inc., to me known to be the person described in and who executed the foregoing instrument and he/she acknowledged before me that he/she executed the same to the best of his/her knowledge and belief.

WITNESS my hand and seal in the County and State last aforesaid this 8 day of August, 2001.

Elena R. Oliveri  
Notary Signature

Printed Name: ELENA R. OLIVERI

My Commission Expires:

Personally Known ☒ OR

Produced \_\_\_\_\_ as Identification

ELENA R. OLIVERI, Notary Public  
State of New York, Monroe County  
Commission Expires May 31, 2002